

**List of amendments in the Statute of Enea S.A. made by  
the Extraordinary General Meeting of Shareholders of Enea S.A. on 28 December 2017**

**Existing wording of § 5 of the Statute:**

*“1. The Company’s corporate objects are as follows (PKD – Polish Classification of Activity):*

- 1) production of electricity (35.11.Z),*
- 2) trading in electricity (35.14.Z),*
- 3) production of gaseous fuels (35.21.Z),*
- 4) distribution of gaseous fuels through networks (35.22.Z),*
- 5) trading in gaseous fuels through networks (35.23.Z),*
- 6) steam, hot water and air production and supply for airconditioning systems (35.30.Z),*
- 7) works connected with constructing transmission pipelines and distribution networks (42.21.Z),*
- 8) electrical installations (43.21.Z),*
- 9) other building installations (43.29.Z),*
- 10) architectural activities (71.11.Z),*
- 11) other technical testing and analysis (71.20.B),*
- 12) research and experimental work on other natural sciences and engineering (72.19.Z),*
- 13) other specialised construction work, n.e.c. (43.99.Z),*
- 14) maintenance and repair of machinery (33.12.Z),*
- 15) maintenance and repair of electrical and optical equipment (33.13.Z),*
- 16) maintenance and repair of electrical machinery (33.14.Z),*
- 17) renting construction and civil engineering machinery and equipment (77.32.Z),*
- 18) renting of other machinery, equipment and goods, n. e. c. (77.39.Z),*
- 19) manufacture of electronic parts and components (26.11.Z),*
- 20) manufacture of energy distribution and control apparatus (27.12.Z),*
- 21) manufacture of installation equipment (27.33.Z),*
- 22) manufacture of accumulators, primary cells and primary batteries (27.20.Z),*
- 23) manufacture of lighting equipment and electric lamps (27.40.Z),*
- 24) installing industrial machinery and equipment (33.20.Z),*
- 25) telecommunications (61),*
- 26) land transport, transport via pipelines (49),*
- 27) wholesale trade, except of motor vehicles (46),*
- 28) retail trade, except for retail trade of motor vehicles (47),*
- 29) warehousing and transport-supporting services (52),*
- 30) accounting, book-keeping and auditing activities; tax consultancy (69.20.Z),*
- 31) market research and public opinion polling (73.20.Z),*
- 32) other professional, scientific and engineering activity, n. e. c. (74.90.Z),*
- 33) activities of financial holding companies (64.20.Z),*
- 34) other forms of granting credit (64.92.Z),*
- 35) real estate agency activities (68),*
- 36) software and hardware consultancy (62),*
- 37) advertising, market research and public opinion polling (73),*
- 38) technology (85.32.A),*
- 39) healthcare (86),*
- 40) activities of membership organisations (94),*
- 41) recreational, cultural and sporting activities (93),*
- 42) motion picture, television, video and sound recording activity (59),*
- 43) activities of travel agencies and tour operators and other travel reservation services and related activity (79),*
- 44) publishing (58),*

- 45) maintenance and repair of motor vehicles, excluding motorcycles (45.20.Z),
  - 46) retail sale of parts and accessories for motor vehicles, except of motorcycles (45.32.Z),
  - 47) retail sale of automotive fuels through petrol stations (47.30.Z),
  - 48) hotels and other provision of short-stay accommodation (55.10.Z),
  - 49) wholesale and retail trade of automobiles and light commercial vehicles (45.11.Z),
  - 50) wholesale and retail trade of other motor vehicles, excluding motorcycles (45.19.Z),
  - 51) other financial services activity, not elsewhere classified, excluding pension insurance and pension funds (64.99.Z)
  - 52) activities of head offices and holding companies, excluding financial holding companies (70.10.Z),
  - 53) public relations and communication activities (70.21.Z),
  - 54) other business and management consultancy activities (70.22.Z),
  - 55) data processing, management of websites (hosting) and similar activity (63.11.Z)
  - 56) activity connected with searching for work places and gaining employees (78.10.Z)
  - 57) service activity connected with office administration (82.11.Z)
  - 58) extraction of crude petroleum (06.10.Z),
  - 59) extraction of natural gas (06.20.Z),
  - 60) other mining and quarrying n.e.c. (08.99.Z),
  - 61) support activities for petroleum and natural gas extraction (09.10.Z),
  - 62) support activities for other mining and quarrying (09.90.Z),
  - 63) manufacture of refined petroleum products (19.20.Z),
  - 64) test drilling and boring works (43.13.Z),
  - 65) agents involved in the sale of fuels, ores, metals and industrial chemicals (46.12.Z),
  - 66) wholesale of solid, liquid and gaseous fuels and related products (46.71.Z),
  - 67) gaseous fuels transport via pipeline (49.50.A),
  - 68) transport via pipeline of other goods (49.50.B),
  - 69) service activities incidental to land transportation (52.21.Z),
  - 70) engineering activities and related technical consultancy (71.12.Z),
  - 71) web portal content (63.12.Z),
  - 72) photocopying, document preparation and other specialised office support (82.19.Z),
  - 73) repair of computers and peripheral equipment (95.11.Z),
  - 74) repair of communication equipment (95.12.Z).
2. If undertaking a specific activity requires obtaining a particular consent, license or exemption, such an activity will be undertaken by the Company only after such a consent, license or exemption is obtained.”

**Adopted wording of § 5 of the Statute:**

(the amendment related to adding item 3 after item 2 with the wording specified below).

“1. The Company’s corporate objects are as follows (PKD – Polish Classification of Activity):

- 1) production of electricity (35.11.Z),
- 2) trading in electricity (35.14.Z),
- 3) production of gaseous fuels (35.21.Z),
- 4) distribution of gaseous fuels through networks (35.22.Z),
- 5) trading in gaseous fuels through networks (35.23.Z),
- 6) steam, hot water and air production and supply for airconditioning systems (35.30.Z),
- 7) works connected with constructing transmission pipelines and distribution networks (42.21.Z),
- 8) electrical installations (43.21.Z),
- 9) other building installations (43.29.Z),
- 10) architectural activities (71.11.Z),
- 11) other technical testing and analysis (71.20.B),
- 12) research and experimental work on other natural sciences and engineering (72.19.Z),
- 13) other specialised construction work, n.e.c. (43.99.Z),
- 14) maintenance and repair of machinery (33.12.Z),
- 15) maintenance and repair of electrical and optical equipment (33.13.Z),

- 16) *maintenance and repair of electrical machinery (33.14.Z),*
- 17) *renting construction and civil engineering machinery and equipment (77.32.Z),*
- 18) *renting of other machinery, equipment and goods, n. e. c. (77.39.Z),*
- 19) *manufacture of electronic parts and components (26.11.Z),*
- 20) *manufacture of energy distribution and control apparatus (27.12.Z),*
- 21) *manufacture of installation equipment (27.33.Z),*
- 22) *manufacture of accumulators, primary cells and primary batteries (27.20.Z),*
- 23) *manufacture of lighting equipment and electric lamps (27.40.Z),*
- 24) *installing industrial machinery and equipment (33.20.Z),*
- 25) *telecommunications (61),*
- 26) *land transport, transport via pipelines (49),*
- 27) *wholesale trade, except of motor vehicles (46),*
- 28) *retail trade, except for retail trade of motor vehicles (47),*
- 29) *warehousing and transport-supporting services (52),*
- 30) *accounting, book-keeping and auditing activities; tax consultancy (69.20.Z),*
- 31) *market research and public opinion polling (73.20.Z),*
- 32) *other professional, scientific and engineering activity, n. e. c. (74.90.Z),*
- 33) *activities of financial holding companies (64.20.Z),*
- 34) *other forms of granting credit (64.92.Z),*
- 35) *real estate agency activities (68),*
- 36) *software and hardware consultancy (62),*
- 37) *advertising, market research and public opinion polling (73),*
- 38) *technology (85.32.A),*
- 39) *healthcare (86),*
- 40) *activities of membership organisations (94),*
- 41) *recreational, cultural and sporting activities (93),*
- 42) *motion picture, television, video and sound recording activity (59),*
- 43) *activities of travel agencies and tour operators and other travel reservation services and related activity (79),*
- 44) *publishing (58),*
- 45) *maintenance and repair of motor vehicles, excluding motorcycles (45.20.Z),*
- 46) *retail sale of parts and accessories for motor vehicles, except of motorcycles (45.32.Z),*
- 47) *retail sale of automotive fuels through petrol stations (47.30.Z),*
- 48) *hotels and other provision of short-stay accommodation (55.10.Z),*
- 49) *wholesale and retail trade of automobiles and light commercial vehicles (45.11.Z),*
- 50) *wholesale and retail trade of other motor vehicles, excluding motorcycles (45.19.Z),*
- 51) *other financial services activity, not elsewhere classified, excluding pension insurance and pension funds (64.99.Z)*
- 52) *activities of head offices and holding companies, excluding financial holding companies (70.10.Z),*
- 53) *public relations and communication activities (70.21.Z),*
- 54) *other business and management consultancy activities (70.22.Z),*
- 55) *data processing, management of websites (hosting) and similar activity (63.11.Z)*
- 56) *activity connected with searching for work places and gaining employees (78.10.Z)*
- 57) *service activity connected with office administration (82.11.Z)*
- 58) *extraction of crude petroleum (06.10.Z),*
- 59) *extraction of natural gas (06.20.Z),*
- 60) *other mining and quarrying n.e.c. (08.99.Z),*
- 61) *support activities for petroleum and natural gas extraction (09.10.Z),*
- 62) *support activities for other mining and quarrying (09.90.Z),*
- 63) *manufacture of refined petroleum products (19.20.Z),*
- 64) *test drilling and boring works (43.13.Z),*
- 65) *agents involved in the sale of fuels, ores, metals and industrial chemicals (46.12.Z),*
- 66) *wholesale of solid, liquid and gaseous fuels and related products (46.71.Z),*
- 67) *gaseous fuels transport via pipeline (49.50.A),*
- 68) *transport via pipeline of other goods (49.50.B),*

- 69) service activities incidental to land transportation (52.21.Z),
  - 70) engineering activities and related technical consultancy (71.12.Z),
  - 71) web portal content (63.12.Z),
  - 72) photocopying, document preparation and other specialised office support (82.19.Z),
  - 73) repair of computers and peripheral equipment (95.11.Z),
  - 74) repair of communication equipment (95.12.Z).
2. If undertaking a specific activity requires obtaining a particular consent, license or exemption, such an activity will be undertaken by the Company only after such a consent, license or exemption is obtained.
3. The Company performs the activities relating to guaranteeing the energy security of the Republic of Poland.”

**Existing wording of § 11 of the Statute:**

- “1. The Management Board regulations set out the operations of the Management Board, the terms and conditions of running the Company’s affairs by the Management Board and adopting resolutions. The Management Board regulations are drafted by the Management Board on the basis of the guidelines set out by the Supervisory Board, adopted by a Management Board resolution, and approved by the Supervisory Board.
2. Any matters that exceed the scope of the Company's normal business require a resolution of the Management Board, in particular:
- 1) adopting Company organisational by-laws, subject to their approval by the Supervisory Board
  - 2) creating and liquidating branches,
  - 3) appointing an authorised signatory or an authorised representative, except for an attorney ad litem; appointing an authorised signatory requires the consent of all the members of the Management Board,
  - 4) taking out loans or credit facilities,
  - 5) adopting annual material and financial plans, including investment plans, and long-term strategic plans, subject to approval by the Supervisory Board
  - 6) contracting contingent obligations, including the Company granting guarantees and sureties and issuing promissory notes,
  - 7) acquiring, disposing of or encumbering real property, rights of perpetual usufruct or shares in real property, on the basis of one or more legal acts in a period of 12 consecutive months, with a value greater than or equal to the equivalent of EUR 50,000.
  - 8) giving over the Company's real property under a leasing, tenancy, lease, lending or usufruct agreement or for any other use,
  - 9) assuming the leasing, lease, rent, usufruct or other use of real property on the basis of one or more legal acts during twelve consecutive months, with the value of rent for twelve consecutive months at least equivalent to EUR 50,000,
  - 10) acquiring, disposing of or encumbering fixed assets, except for real property, rights of perpetual usufruct or shares in real property, on the basis of one or more legal acts in a period of 12 consecutive months, with a value greater than or equal to the equivalent of EUR 50,000,
  - 11) any instance of offering fixed assets, except for real property, for leasing, lease, rent, borrowing, usufruct or any other use
  - 12) taking over fixed assets, except for real property, under a leasing, tenancy, lease or any other use, on the basis of one or more legal acts in a period of 12 months, where the value of the rent for 12 consecutive months is greater than or equal to the equivalent of EUR 50,000,
  - 13) issues which the Management Board requests to be considered by the Supervisory Board or the General Shareholders Meeting.
  - 14) determining the manner of the Company’s exercise of the voting rights at the general meeting or the shareholders meeting of Significant Subsidiaries, subject to the provisions of § 20 item 6 5.
3. The Management Board is responsible for drafting the plans referred to in § 11(2)(5) and submitting them to the Supervisory Board for approval.

4. The resolutions of the Board of Management are adopted with majority of votes. If an equal number of votes are cast for and against the resolutions, the Chairman of the Supervisory Board will cast the deciding vote.

5. The Management Board can:

1) adopt resolutions by telephone or by other means of remote communication, in a manner that allows all the Board members to communicate directly,

2) adopt resolutions without holding a meeting by placing signatures on the same copy (or copies) of a draft resolution or on separate documents with the same content, where the adoption of a resolution according to this procedure must be justified in writing in advance and the draft resolution must be presented to all members of the Management Board together with the justification.”

**Adopted wording of § 11 of the Statute:**

(the amendment related to the replacement of a dot in point 2 at the end of item 14 with a coma and adding item 15 after item 14 with the wording specified below).

“1. The Management Board regulations set out the operations of the Management Board, the terms and conditions of running the Company’s affairs by the Management Board and adopting resolutions. The Management Board regulations are drafted by the Management Board on the basis of the guidelines set out by the Supervisory Board, adopted by a Management Board resolution, and approved by the Supervisory Board.

2. Any matters that exceed the scope of the Company's normal business require a resolution of the Management Board, in particular:

1) adopting Company organisational by-laws, subject to their approval by the Supervisory Board

2) creating and liquidating branches,

3) appointing an authorised signatory or an authorised representative, except for an attorney ad litem; appointing an authorised signatory requires the consent of all the members of the Management Board,

4) taking out loans or credit facilities,

5) adopting annual material and financial plans, including investment plans, and long-term strategic plans, subject to approval by the Supervisory Board

6) contracting contingent obligations, including the Company granting guarantees and sureties and issuing promissory notes,

7) acquiring, disposing of or encumbering real property, rights of perpetual usufruct or shares in real property, on the basis of one or more legal acts in a period of 12 consecutive months, with a value greater than or equal to the equivalent of EUR 50,000.

8) giving over the Company's real property under a leasing, tenancy, lease, lending or usufruct agreement or for any other use,

9) assuming the leasing, lease, rent, usufruct or other use of real property on the basis of one or more legal acts during twelve consecutive months, with the value of rent for twelve consecutive months at least equivalent to EUR 50,000,

10) acquiring, disposing of or encumbering fixed assets, except for real property, rights of perpetual usufruct or shares in real property, on the basis of one or more legal acts in a period of 12 consecutive months, with a value greater than or equal to the equivalent of EUR 50,000,

11) any instance of offering fixed assets, except for real property, for leasing, lease, rent, borrowing, usufruct or any other use

12) taking over fixed assets, except for real property, under a leasing, tenancy, lease or any other use, on the basis of one or more legal acts in a period of 12 months, where the value of the rent for 12 consecutive months is greater than or equal to the equivalent of EUR 50,000,

13) issues which the Management Board requests to be considered by the Supervisory Board or the General Shareholders Meeting.

14) determining the manner of the Company’s exercise of the voting rights at the general meeting or the shareholders meeting of Significant Subsidiaries, subject to the provisions of § 20 item 6 5,

*15) adoption of policies and procedures oriented on the realisation of the common economic interest of the group of companies, including based on the group's operating segments (business areas) and development of:*

- a) organisational, informative and decision-making structures within the capital group,*
- b) business activity and joint venture management procedure within the capital group,*

*in order to guarantee functional and economic efficiency of the capital group's operations.*

*3. The Management Board is responsible for drafting the plans referred to in § 11(2)(5) and submitting them to the Supervisory Board for approval.*

*4. The resolutions of the Board of Management are adopted with majority of votes. If an equal number of votes are cast for and against the resolutions, the Chairman of the Supervisory Board will cast the deciding vote.*

*5. The Management Board can:*

*1) adopt resolutions by telephone or by other means of remote communication, in a manner that allows all the Board members to communicate directly,*

*2) adopt resolutions without holding a meeting by placing signatures on the same copy (or copies) of a draft resolution or on separate documents with the same content, where the adoption of a resolution according to this procedure must be justified in writing in advance and the draft resolution must be presented to all members of the Management Board together with the justification.”*