

**Resolutions adopted by the Extraordinary General Meeting
of Shareholders of Enea S.A.
on 28 December 2017**

**Resolution 1
of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2017
regarding election of the Chairman of the Extraordinary General Meeting of Shareholders**

Acting under Article 409 § 1 of the Commercial Companies Code and § 29 item 5 of the Company's Statute, the Extraordinary General Meeting of Enea S.A. resolves as follows:

§1

The Extraordinary General Meeting of Shareholders of Enea S.A. hereby appoints Ms. Anna Kowalik the Chairperson of the Extraordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 289,397,630

Percentage of the shares in the share capital: 65.56%

Total of cast votes: 289,397,630

Votes "for": 289,385,805

Votes "against": 11,825

Votes "abstained": 0

The Resolution was adopted in secret voting.

Resolution 2
of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2017
regarding adoption of the agenda of the Extraordinary General Meeting of Shareholders

The Extraordinary Meeting of Shareholders of Enea S.A. hereby resolves as follows:

§ 1

The Extraordinary General Meeting of Shareholders of Enea S.A. having its registered office in Poznań adopts the following agenda of the Extraordinary General Meeting of Shareholders:

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairman of the Extraordinary General Shareholders Meeting.
3. Stating that the Extraordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution regarding amending the resolution no. 38 of the Ordinary General Meeting of Shareholders dated 26 June 2017 on determination of remuneration of members of the Management Board.
6. Adoption of a resolution on acceptance of amendments to § 5 of Enea S.A.'s statute.
7. Adoption of a resolution on acceptance of amendments to § 11 of Enea S.A.'s statute.
8. Presentation of information on the results of the qualification procedure for the positions of: Member of the Management Board of Enea S.A. for Financial Affairs and Member of the Management Board of Enea S.A. for Corporate Affairs which was conducted in the period from 24.08.2017 to 05.10.2017.
9. Adoption of a resolution regarding changes in the composition of the Supervisory Board.
10. Closing the meeting.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 289,397,630

Percentage of the shares in the share capital: 65.56%

Total of cast votes: 289,397,630

Votes "for": 289,385,805

Votes "against": 11,825

Votes "abstained": 0

The Resolution shall be adopted in open voting.

Resolution 3
of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2017

regarding amending the resolution no. 38 of the Ordinary General Meeting of Shareholders dated 26 June 2017 on determination of remuneration of members of the Management Board.

The Extraordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company"), having acquainted with the opinion of Enea S.A.'s Supervisory Board presented in the Resolution no. 81/IX/2017 of 22.12.2017 on the subject matter, resolves as follows:

§ 1

§ 1 of the resolution no. 38 of the Ordinary General Meeting of Shareholders dated 26 June 2017 is hereby amended and the following wording is given to § 3 item 3 of the resolution no. 3 of the Extraordinary General Meeting of Shareholders dated 15 December 2016:

"§ 3 item 3 of a resolution No. 3 of the Extraordinary General Meeting dated 15 December 2016 is hereby amended and receives the following wording:

"3. Additional Management Goals are set for completion being the condition precedent for the possibility of obtaining the variable part of the remuneration, namely:

- a) implementation of the principles of remunerating members of management and supervisory bodies compliant with the provisions of the Act in all the Capital Group companies until 30.06.2017,*
- b) configuration of the composition of supervisory boards in all Capital Group companies so that their members hold authorisation to sit in supervisory boards confirmed with a positive result of the examination for candidates for supervisory board members or hold authorisations which statutorily exempt them from the obligation to pass it, in particular hold a scientific degree of a PhD in economic or legal sciences, or are listed as a legal adviser, solicitor, chartered accountant or investment adviser until 31.12.2017, excluding persons who were elected to the supervisory body by employees, taking into account Article 111 of the act of 16 December 2016 - introductory provisions of the act on state assets management principles,*
- c) performance of obligations mentioned in Article 17-20, Article 22 and Article 23 of the act of 16 December 2016 on the principles of state assets management until 31.12.2017."*

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 289,397,630

Percentage of the shares in the share capital: 65.56%

Total of cast votes: 289,397,630

Votes "for": 252,900,700

Votes "against": 11,825

Votes "abstained": 36,485,105

The Resolution shall be adopted in open voting.

Resolution 4
of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2017
on acceptance of amendments to § 5 of Enea S.A.'s statute.

Acting under Art. 430 § 1 of the Commercial Companies Code, having read the opinion of the Supervisory Board of Enea S.A. presented in the resolution No. 82/IX/2017 of 22 December 2017 on the subject matter:

§ 1

The Extraordinary General Meeting of Shareholders of Enea S.A. hereby amends the Statute of Enea S.A. by amending § 5 of the Statute and adding item 3 after item 2 with the following wording:

“3. The Company performs the activities relating to guaranteeing the energy security of the Republic of Poland.”

§ 2

The Supervisory Board of Enea S.A. is hereby authorised to determine a uniform text of the amended Company's statute, pursuant to § 1 of this resolution.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 289,397,630

Percentage of the shares in the share capital: 65.56%

Total of cast votes: 289,397,630

Votes "for": 238,907,814

Votes "against": 37,511,816

Votes "abstained": 12,978,000

The Resolution shall be adopted in open voting.

Resolution 5
of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2017
on acceptance of amendments to § 11 of Enea S.A.'s statute.

Acting under Art. 430 § 1 of the Commercial Companies Code, having read the opinion of the Supervisory Board of Enea S.A. presented in the resolution No. 83/IX/2017 of 22 December 2017 on the subject matter:

§ 1

The Extraordinary General Meeting of Shareholders of Enea S.A. hereby amends the Statute of Enea S.A. by amending § 11 item 2 of the Statute, namely:

- 1) replacing the dot at the end of item 14 with a coma,
- 2) adding item 15 after item 14, with the following wording:

“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.”*

§ 2

The Supervisory Board of Enea S.A. is hereby authorised to determine a uniform text of the amended Company's statute, pursuant to § 1 of this resolution.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 289,397,630

Percentage of the shares in the share capital: 65.56%

Total of cast votes: 289,397,630

Votes "for": 289,385,805

Votes "against": 11,825

Votes "abstained": 0

The Resolution shall be adopted in open voting.

Resolution 6
of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2017
regarding the nomination of a Member of the Supervisory Board of Enea S.A.

Acting under Article 385 § 1 of the Code of Commercial Companies, § 22 item 4 and § 22 item 5 and § 33 item 1 of the Company's Statute, the Extraordinary General Meeting of Enea S.A. resolves as follows:

§ 1

The Extraordinary General Meeting of Enea SA appoints Mr. Stanisław Kazimierz Hebda into the composition of the Supervisory Board of Enea S.A. for the 9th joint term of office.

§2

The Extraordinary General Meeting of Shareholders of Enea S.A. nominates Mr. Stanisław Hebda to hold the position of the Chairman of the Supervisory Board.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 289,397,630

Percentage of the shares in the share capital: 65.56%

Total of cast votes: 289,397,630

Votes "for": 241,821,155

Votes "against": 25,358,607

Votes "abstained": 22,217,868

The Resolution shall be adopted in secret voting.