

**Draft resolutions  
of the Ordinary General Meeting of Shareholders of ENEA S.A. with its registered  
office in Poznań, convened to be held on 25 June 2018**

*Draft resolution concerning item no. 2 of the planned agenda*

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań, dated 25 June 2018**

**regarding election of the Chairman of the Ordinary General Meeting**

Acting under Article 409 § 1 of the Commercial Companies Code and § 29.5 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. resolves as follows:

§1

The Ordinary General Meeting of ENEA S.A. hereby elects Mr/Ms .....  
the Chairperson of the Ordinary General Meeting.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Draft resolution concerning item no. 4 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań, dated 25 June 2018**

**regarding adoption of the agenda of the Ordinary General Meeting**

The Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. having its registered office in Poznań adopts the following agenda of the Ordinary General Meeting:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Stating that the Ordinary General Meeting has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Presentation of the *Report of the Supervisory Board of ENEA S.A. on its operations in 2017*.
6. Presentation of the opinion and report of a certified auditor from the audit of the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2017*, the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2017* and the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2017*.
7. Consideration and adoption of a resolution on the approval of the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2017*.
8. Consideration and adoption of a resolution on the approval of the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2017*.
9. Consideration and adoption of a resolution on the approval of the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2017*.
10. Adoption of a resolution regarding distribution of the net profit for the financial year covering the period from 1 January 2017 to 31 December 2017.
11. Adoption of resolutions on discharging Members of the Management Board of ENEA S.A. from liability in the performance of their duties in 2017.
12. Adoption of resolutions on discharging Members of the Supervisory Board of ENEA S.A. from liability in the performance of their duties in 2017.
13. Closing the Ordinary General Meeting.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

**Draft resolution concerning item no. 7 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding approval of the *Report of the Management Board on the operations  
of ENEA S.A. and ENEA Capital Group in 2017***

Acting under Article 395 § 2(1) and Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2017*.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

**Justification:**

Acting pursuant to Article 395 § 2 item 1 of the Commercial Companies Code, the subject of the Ordinary General Meeting of ENEA S.A. should be consideration and approval of the board's report on the operations of the company for the previous financial year. Additionally, pursuant to Article 395 § 5 of the Commercial Companies Code, the subject of the Ordinary General Meeting of ENEA S.A. may be also consideration and approval of financial statements of a capital group under the provisions of the accounting law and other issues not mentioned in § 2 of this Article. Taking into account the fact that ENEA S.A. belongs to ENEA Capital Group and at the same time is a public company, listed on the Warsaw Stock Exchange, the obligation of the Company to publish the Report of the Management Board on the operations of ENEA Capital Group in 2017 within the Annual Report of the Company is deemed justified.

Therefore, it is necessary to consider and make a decision by the Ordinary General Meeting of ENEA S.A. regarding the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2017*.

By virtue of the resolution No. 17/IX/2018 dated 12 April 2018, the Supervisory Board of ENEA S.A. issued a positive opinion on the said Report, stated its compliance with the books of account, documents and factual findings, and recommended its approval to the Ordinary General Meeting.

**Draft resolution concerning item no. 8 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding approval of the *Non-consolidated financial statements of ENEA S.A.  
for the financial year ended on 31 December 2017***

Acting pursuant to Article 53 item 1 of the act on accounting and pursuant to Article 395 § 2(1) of the Commercial Companies Code, the Ordinary General Meeting resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby approves the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2017* and composed of:

1. Non-consolidated statement of financial position as at 31 December 2017 showing a balance sheet amount of assets and liabilities equal to PLN 22,452,921 thou. (twenty two billion four hundred fifty two million nine hundred twenty one thousand zloty);
2. Non-consolidated profit and loss statement and other comprehensive income for the period from 1. January 2017 to 31 December 2017 closing with a net profit in the amount of PLN 1,813,324 thou. (one billion eight hundred thirteen million three hundred twenty four thousand zloty) and with the comprehensive income totalling to PLN 1,801,859 thou. (one billion eight hundred one million eight hundred fifty nine thousand zloty);
3. Non-consolidated change in equity statement for the financial year from 1 January 2017 to 31 December 2017 showing an increase in equity of PLN 1,691,498 thou. (one billion six hundred ninety one million four hundred ninety eight thousand zloty);
4. Non-consolidated cash flow statement demonstrating an increase in cash by PLN 131,604 thou. (one hundred thirty one million six hundred and four thousand zloty);
5. Notes to the Non-consolidated financial statements including a description of key rules of accounting applied and other explanatory notes.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

**Justification:**

Pursuant to Article 53 item 1 of the act on accounting, the annual Non-consolidated financial statements are subject to approval by the approving authority, not later than within 6 months of the balance sheet date, and, based on Article 395 § 2 item 1 of the Commercial Companies Code, the subject of an ordinary general meeting should be consideration and approval of the financial statements. In the light of the above, the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2017* were submitted to the Ordinary General Meeting.

By virtue of the resolution No. 15/IX/2018 dated 12 April 2018 the Supervisory Board of ENEA S.A. issued a positive opinion on the compliance of the Statements with the books of account and documents of the Company and with the factual findings, and recommended its approval to the Ordinary General Meeting.

**Draft resolution concerning item no. 9 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding approval of the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2017***

Acting pursuant to Article 63c item 4 of the act on accounting and pursuant to Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2017* and composed of:

1. consolidated statement of financial position as at 31 December 2017 showing a balance sheet amount of assets and liabilities equal to PLN 28,312,994 thou. (twenty eight billion three hundred twelve million nine hundred ninety four thousand zloty),
2. consolidated profit and loss statement and other comprehensive income for the period from 1 January 2017 to 31 December 2017 showing a net profit in the amount of PLN 1,164,891 thou. (one billion one hundred sixty four million eight hundred ninety one thousand zloty) with the comprehensive income totalling to PLN 1,112,072 thou. (one billion one hundred twelve million seventy two thousand zloty),
3. consolidated statement of changes in equity for the financial year from 1 January 2017 to 31 December 2017 demonstrating an increase in equity by PLN 987,940 thou. (nine hundred eighty seven million nine hundred forty thousand zloty),
4. consolidated cash flow statement showing an increase in cash by PLN 346,909 thou. (three hundred forty six million nine hundred nine thousand zloty),
5. notes to consolidated financial statement covering a description of key rules of accounting applied and other explanatory notes.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

### **Justification:**

Pursuant to Article 63c item 4 of the act of 29 September 1994 on accounting, the annual consolidated financial statements are subject to approval by an approving body of the parent company not later than within 6 months of the balance sheet date on which the annual financial statements of the parent company should be prepared. Yet, based on Article 395 § 5 of the Commercial Companies Code, the subject of an ordinary general meeting may be consideration and approval of financial statements of a group of companies in the meaning of the regulations on accounting. In the light of the above, the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2017* were submitted to the Ordinary General Meeting.

By virtue of the resolution No. 16/IX/2018 dated 12 April 2018, the Supervisory Board of ENEA S.A. issued a positive opinion on the said Statements and recommended their approval to the Ordinary General Meeting.



**Draft resolution concerning item no. 10 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding distribution of the net profit for the financial year covering the period from 1  
January 2017 to 31 December 2017**

Acting pursuant to Article 395 § 2 item 2 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The following distribution of the net profit for the period from 1 January 2017 to 31 December 2017 is determined in the amount of PLN 1,813,324 thou. (say: one billion eight hundred thirteen million three hundred twenty four thousand zloty):

- 100% of the net profit, i.e. PLN 1,813,324 thou., to increase reserve capitals designated for investment financing.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

**Justification:**

Adoption of the said resolution constitutes realisation of the disposition included in Article 395 § 2 item 2 of the Commercial Companies Code. Justification by the Management Board of ENEA S.A. of the proposal of distribution of the net profit of ENEA S.A. for the financial year covering the period from 1 January 2017 to 31 December 2017 was presented in a separate document entitled "Justification by the Management Board of ENEA S.A. of the proposed distribution of the net profit for the financial year covering the period from 1 January 2017 to 31 December 2017".

By virtue of the resolution No. 51/IX/2018 dated 23 May 2018, the Supervisory Board of ENEA S.A. issued a positive opinion on the motion of the Company's Management Board regarding the distribution of the net profit of ENEA S.A. for the period from 1 January 2017 to 31 December 2017.

**Draft resolution concerning item no. 11 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the President of the Management Board  
- Mr Mirosław Kowalik from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Mirosław Kowalik a discharge from liability in the performance of his duties as the President of the Management Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Mirosław Kowalik in the period from 1 January 2017 to 31 December 2017 held the position of the President of the Management Board, the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 18/IX/2018 dated 12 April 2018, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the President of the Management Board, Mr Mirosław Kowalik, from liability in the performance of his duties for the period from 1 January 2017 to 31 December 2017.

**Draft resolution concerning item no. 11 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Management Board - Mr Piotr Adamczak from liability  
in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Piotr Adamczak a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Piotr Adamczak in the period from 1 January 2017 to 31 December 2017 held the position of the Member of the Management Board for Commercial Affairs, the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 19/IX/2018 dated 12 April 2018, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr Piotr Adamczak, from liability in the performance of his duties for the period from 1 January 2017 to 31 December 2017.

**Draft resolution concerning item no. 11 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Management Board - Mr Piotr Olejniczak from liability  
in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Piotr Olejniczak a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 1 October 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Piotr Olejniczak in the period from 1 October 2017 to 31 December 2017 held the position of the Member of the Management Board for Financial Affairs, the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 20/IX/2018 dated 12 April 2018, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr Piotr Olejniczak, from liability in the performance of his duties for the period from 1 October 2017 to 31 December 2017.

**Draft resolution concerning item no. 11 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Management Board - Mr Zbigniew Piętka from liability  
in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Zbigniew Piętka a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 10 October 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:	...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Zbigniew Piętka in the period from 10 October 2017 to 31 December 2017 held the position of the Member of the Management Board for Corporate Affairs, the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 21/IX/2018 dated 12 April 2018, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr Zbigniew Piętka, from liability in the performance of his duties for the period from 10 October 2017 to 31 December 2017.

**Draft resolution concerning item no. 11 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Management Board - Mr Mikołaj Franzkowiak from  
liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Mikołaj Franzkowiak a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 1 January 2017 to 24 August 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Mikołaj Franzkowiak in the period from 1 January 2017 to 24 August 2017 held the position of the Member of the Management Board for Financial Affairs, the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 22/IX/2018 dated 12 April 2018, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr Mikołaj Franzkowiak, from liability in the performance of his duties for the period from 1 January 2017 to 24 August 2017.

**Draft resolution concerning item no. 11 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Management Board - Mr Wiesław Piosik from liability  
in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Wiesław Piosik a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 1 January 2017 to 24 August 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Wiesław Piosik in the period from 1 January 2017 to 24 August 2017 held the position of the Member of the Management Board for Corporate Affairs, the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 23/IX/2018 dated 12 April 2018, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr Wiesław Piosik, from liability in the performance of his duties for the period from 1 January 2017 to 24 August 2017.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Ms Małgorzata Niezgoda from liability in the performance of her duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Ms Małgorzata Niezgoda a discharge from liability in the performance of her duties as the Chairwoman of the Supervisory Board during the period of 1 January 2017 to 27 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:	...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Ms Małgorzata Niezgoda in the period from 1 January 2017 to 27 December 2017 held the position of the Chairwoman of the Supervisory Board, the adoption of this resolution is expedient and reasonable.



***Draft resolution concerning item no. 12 of the planned agenda***

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Stanisław Kazimierz Hebda from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Stanisław Kazimierz Hebda a discharge from liability in the performance of his duties as the Chairman of the Supervisory Board during the period of 28 December 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Stanisław Kazimierz Hebda in the period from 28 December 2017 to 31 December 2017 held the position of the Chairman of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Piotr Kossak from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Piotr Kossak a discharge from liability in the performance of his duties as the Vice-Chairman of the Supervisory Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Piotr Kossak in the period from 1 January 2017 to 31 December 2017 held the position of the Vice-Chairman of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Rafał Szymański from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Rafał Szymański a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2017 to 31 December 2017, including the performance of his duties as the Member of the Management Board of ENEA S.A. for Corporate Affairs during his delegation to perform them, i.e. in the period from 24 August 2017 to 1 October 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Rafał Szymański in 2017 held the position of the Member of the Supervisory Board, including the performance of his duties as the Member of the Management Board of ENEA S.A. for Corporate Affairs during his delegation to perform them, i.e. in the period from 24 August 2017 to 1 October 2017, the adoption of this resolution is expedient and reasonable.

By virtue of the resolution No. 24/IX/2018 dated 12 April 2018, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Supervisory Board of ENEA S.A., Mr Rafał Szymański, delegated to perform the duties of the Member of the Management Board for Corporate Affairs, from liability in the performance of his duties for the period from 24 August 2017 to 1 October 2017.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Rafał Bargiel from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Rafał Bargiel a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Rafał Bargiel in the period from 1 January 2017 to 31 December 2017 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Sławomir Brzeziński from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Sławomir Brzeziński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Sławomir Brzeziński in the period from 1 January 2017 to 31 December 2017 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Wojciech Klimowicz from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Wojciech Klimowicz a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:	...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Wojciech Klimowicz in the period from 1 January 2017 to 31 December 2017 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Tadeusz Mikłosz from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Tadeusz Mikłosz a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:	...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Tadeusz Mikłosz in the period from 1 January 2017 to 31 December 2017 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Piotr Mirkowski from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Piotr Mirkowski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Piotr Mirkowski in the period from 1 January 2017 to 31 December 2017 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.



**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Paweł Skopiński from liability in the performance of his duties in 2017**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Paweł Skopiński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:	...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Paweł Skopiński in the period from 1 January 2017 to 31 December 2017 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.

**Draft resolution concerning item no. 12 of the planned agenda**

**D R A F T**

**Resolution No. ...**

**of the Ordinary General Meeting of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań,  
dated 25 June 2018**

**regarding discharging the Member of the Supervisory Board  
– Mr Roman Stryjski from liability in the performance of his duties in 2017**

**r.**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants Mr Roman Stryjski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2017 to 31 December 2017.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the authority of the Ordinary General Meeting of ENEA S.A. includes discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr Roman Stryjski in the period from 1 January 2017 to 31 December 2017 held the position of the Member of the Supervisory Board, the adoption of this resolution is expedient and reasonable.