

Current Report No.: 11/2019

Date of preparation: 30 April 2019

Short name of issuer: ENEA S.A.

Legal basis: Article 56 item 1(2) of the Act on Offerings – current and periodic information

Subject: Shareholder's request for extension of the agenda of the Ordinary General Meeting of ENEA S.A. convened for 20 May 2019

Content of report:

In relation to Current Reports No. 9/2019 and No. 10/2019 dated 19 April 2019 on, respectively, convening the Ordinary General Meeting of ENEA S.A. ("OGM") and draft resolutions for said meeting, the Management Board of ENEA S.A. ("Company") hereby informs that it received motions from a Shareholder requesting pursuant to Art. 401 §1 of the Commercial Companies Code that additional items be placed on the OGM's agenda, i.e.:

1. Adoption of a resolution on amending the Company's Statute,
2. Adoption of a resolution on changing the composition of the Supervisory Board.

Justification provided by the Shareholder concerning item 1:

"In connection with the amendment of the Act of 16 December 2016 on the rules for management of state-owned property, it is necessary to make changes to the provisions implemented in the Company's Statute in 2017.

The amended Act has clarified some provisions that raised doubts as to their interpretation, which appeared after the Act came into force. This concerns, *inter alia*, Article 17 item 2(1) of the Act where it was specified that contracts for legal services, marketing services, public relations services and social communication services as well as consultancy services related to the management should require the consent of the supervisory authority if the amount of remuneration foreseen for the provided services jointly in the agreement or any other agreements concluded with the same entity exceeds PLN 500,000 net annually. The aim is to prevent the avoidance of agreements exceeding this threshold by dividing such remuneration into several contracts concluded with the same entity. In Article 17 item 4 of the Act relating to the rules of disposal of fixed assets in a tender or auction and exceptions to the obligation to apply them, it was clarified that the threshold set at PLN 20,000 relates to the market value.

The above changes shall be reflected in § 20 section 3 of the Statute and § 36 of the Statute.

In addition, the amended Act allows for the possibility of assigning the competences referred to in Article 17 item 1 of the Act of 16 December 2016 on the rules for management of state-owned property to the Supervisory Board of the Company. Considering the above, it is justified to make appropriate amendments to § 20 section 3 of the Statute with respect to the disposition of fixed assets.

Additionally, the proposed changes concern the obligation introduced by the Act to prepare a report on the application of good practices defined by the Prime Minister pursuant to Article 7 item 3 of the Act on the rules for management of state-owned property in the area of corporate governance, corporate social responsibility and sponsorship. The Act of 21 February 2019 amending the Act on the rules for management of state-owned property and certain other acts allowed for the possibility of submitting reports referred to in Article 17 item 6 of the Act on the rules for management of state-owned property to the supervisory authority instead of to the general meeting.

Other changes are of editorial nature.

At the same time, I would like to inform you that the draft resolutions in the above-mentioned scope will be submitted without any undue delay after they have been specified.”

Justification provided by the Shareholder concerning item 2:

“In connection with the expiry of the term of office of the Supervisory Board on 2 July 2018, on the date of the Ordinary General Meeting for 2018 the mandates of 8 members of the Supervisory Board will expire and as from that date they will cease to perform the functions of members of the Supervisory Board. The appointment of another Supervisory Board member to the Supervisory Board on 24 September 2018 commenced the new term of office of the Supervisory Board. Therefore, in order to unify the term of office of the Supervisory Board, it is necessary to dismiss that Supervisory Board member.”

In view of the above, the Company hereby attaches the amended proposed agenda of the OGM, including the motions submitted by the Shareholder; however, until the date of this Current Report, the Shareholder has not presented any draft resolutions on additional items on the agenda of the OGM referred to hereinabove.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY:

Date	Name	Position/Function	Signature
30 April 2019	Mirosław Kowalik	President of the Management Board	Mirosław Kowalik
30 April 2019	Piotr Olejniczak	Member of the Management Board	Piotr Olejniczak