

**DRAFT**  
**Resolution No. ...**

**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań,  
dated 20 May 2019**

**on amending § 11 item 4 of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 11 item 4 shall read as follows:

„4. The Company's Management Board provides the Supervisory Board, together with the Management Board's report on the Company's operations for the previous financial year, with reports on:

- 1) representation expenditures, expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management,
- 2) compliance with the good practices defined by the Prime Minister pursuant to Article 7(3) of the act on the principles of state assets management.”

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution shall come into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

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 will be adopted in open voting.

**DRAFT**  
**Resolution No. ...**

**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań,  
dated 20 May 2019**

**on amending § 11 item 5 of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 11 item 5 shall read as follows:

„5. The Management Board is obliged, in companies towards which the Company is a parent under Article 4 item 3 of the act of 16 February 2007 on protection of consumers and competition, in conjunction with Article 17 item 7, Article 18 item 2, Article 20 and Article 23 in relation to Article 18a and Article 23a of the act on the principles of state assets management, to implement the principles enumerated in the act on the principles of state assets management.

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution shall come into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

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 will be adopted in open voting.

**DRAFT**  
**Resolution No. ...**

**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań,  
dated 20 May 2019**

**on adding item 3 to § 12 of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

In § 12, item 3 shall be added which reads as follows:

„3. A Management Board Member shall hand in the resignation from their function to another Management Board Member or to an authorised representative and shall notify the Chairman of the Supervisory Board of their resignation. If as a result of the resignation of a Management Board Member no position in the Management Board is filled, the Management Board Member shall hand in their resignation to the Supervisory Board.”

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution shall come into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

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 will be adopted in open voting.

**DRAFT**  
**Resolution No. ...**

**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań,  
dated 20 May 2019**

**on amending § 20 item 2 subitem 1) of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 20 item 2 subitem 1) shall read as follows:

"1) appointing an audit firm to audit the Company's financial statements,"

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution shall come into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

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 will be adopted in open voting.

**DRAFT**  
**Resolution No. ...**

**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań,  
dated 20 May 2019**

**on amending § 20 item 2 subitem 10) of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 20 item 2 subitem 10) shall read as follows:

„10) issuing opinions on reports prepared by the Management Board on:

- a) representation expenditures, expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management, and
- b) compliance with the good practices defined by the Prime Minister pursuant to Article 7(3) of the act on the principles of state assets management,”

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution shall come into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

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 will be adopted in open voting.

**DRAFT**  
**Resolution No. ...**

**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań,  
dated 20 May 2019**

**on adding subitem 13) to § 20 item 2 of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

In § 20 item 2, the period after subitem 12 shall be replaced by a comma and subitem 13 shall be added which reads as follows:

"13) adopting the uniform text of the Company's Statute."

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution shall come into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

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 will be adopted in open voting.

**DRAFT**  
**Resolution No. ...**

**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań,  
dated 20 May 2019**

**on amending § 20 item 3 of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 20 item 3 shall read as follows:

1. „3. The powers of the Supervisory Board include approving the following decisions of the Management Board:
  - 1) disposal of fixed assets within the meaning of the Act of 29 September 1994 on accounting, classified as intangible assets, tangible fixed assets or long-term investments, including making a contribution to a company or a cooperative, if the market value of such assets exceeds PLN 20,000,000 or 5% of the total assets within the meaning of the act on accounting, determined based on the last approved financial statements, and handing over these assets for use to another entity for a period longer than 180 days in a calendar year, on the basis of a legal act, if the market value of the subject of the legal act exceeds PLN 500,000 or 5% of the total assets, whereby for handing over for use in the case of:
    - a) lease, tenancy and other agreements to provide an asset for use by other entities in return for payment – the market value of the object of the legal act shall be understood as the value of the benefits derived during:
      - a. one year – if the return of the asset was based on a contract concluded for an indefinite period of time,
      - b. the whole duration of the contract, in the case of fixed-term contracts,
    - b) loan agreements and other gratuitous agreements for handing over an asset for use by other entities – the market value of the object of a legal act shall be understood as the equivalent of the benefits that would be due in the event of concluding a lease or tenancy agreement, during:
      - a. one year – if the return of the asset was based on a contract concluded for an indefinite period of time,
      - b. the whole duration of the contract, in the case of fixed-term contracts,
  - 2) any instance of assuming the lease, tenancy, renting, borrowing or other use of real property, on the basis of one or more legal acts during twelve consecutive months, with the value of the rent for twelve consecutive months exceeding the equivalent of EUR 5,000,000,
  - 3) acquisition of fixed assets within the meaning of the act of 29 September 1994 on accounting, with a value exceeding:
    - a) PLN 20,000,000 or

- b) 5% of the total assets within the meaning of the act of 29 September 1994 on accounting, determined based on the last approved financial statements,
- 4) any instance of leasing, renting, borrowing, usufructing or otherwise using a fixed asset, except for real estate, on the basis of one or more legal acts for a period of twelve consecutive months, with the value of rent for the period of twelve consecutive months exceeding the equivalent of EUR 5,000,000,
- 5) implementing projects, unless they are accounted for in the approved annual investment plan, and their value exceeds 10% of the value of investments in the approved annual plan, except for investments in financial assets aimed at investing surplus funds as part of day-to-day management,
- 6) issuing guarantees and sureties by the Company which, on the basis of one or more legal acts during twelve consecutive months, and towards one entity, exceed the equivalent of EUR 5,000,000,
- 7) issuing promissory notes with a value exceeding EUR 5,000,000 and blank promissory notes,
- 8) incurring other obligations than those described above, which, on the basis of one or more legal acts during twelve consecutive months exceed the equivalent of EUR 5,000,000, with the exception of legal acts carried out by the Management Board as part of its duties defined in the annual material and financial plan approved by the Supervisory Board, which expressly states that no such approval is required to carry out the duty,
- 9) establishing branch offices, representative offices and other entities as well as participating in other companies and ventures outside the territory of the Republic of Poland,
- 10) the Company establishing or joining another company in the Republic of Poland if the purchase price for the share(s) or the advance on the contribution in a civil partnership exceeds EUR 5,000,000,
- 11) subscribing for or purchasing shares in other companies, with the value exceeding:
  - a) PLN 20,000,000 or,
  - b) 10% of the total assets within the meaning of the act of 29 September 1994 on accounting, determined based on the last approved financial statements,
- 12) disposing of shares in other companies of the market value exceeding:
  - a) PLN 20,000,000 or,
  - b) 10% of the total assets within the meaning of the act of 29 September 1994 on accounting, determined based on the last approved financial statements,
- 13) conclusion of a contract for legal services, marketing services, public relations services and social communication services and consultancy services related to the management if the amount of remuneration foreseen for the provided services in the contract or other contracts concluded with the same entity exceeds PLN 500,000 net annually,
- 14) amendment of a contract for legal services, marketing services, public relations services and social communication services and consultancy services related to the management increasing the remuneration above the amount mentioned in item 13) above,
- 15) conclusion of a contract for legal services, marketing services, public relations services and social communication services and consultancy services related to the management in which the maximum value of the remuneration is not set,



- 16) conclusion of a contract of donation or another contract with a similar effect of the value exceeding PLN 20,000 or 0.1% of the sum of assets under the act of 29 September 1994 on accounting, determined based on the last approved financial statements,
- 17) conclusion of a contract of debt release or another contract with a similar effect of the value exceeding PLN 50,000 or 0.1% of the sum of assets under the act of 29 September 1994 on accounting, determined based on the last approved financial statements.

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution shall come into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

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 will be adopted in open voting.

**DRAFT**  
**Resolution No. ...**

**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań,  
dated 20 May 2019**

**on amending § 20 item 4 of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 20 item 4 shall read as follows:

„4. The requirement of obtaining the Supervisory Board's approval set out in § 20 item 2 and 3 above applies only if the General Meeting of Shareholders is not authorised, under this Statute or by law, to grant its consent to such actions. If the General Meeting is authorised to grant its consent to such actions, the Supervisory Board should comment on the admissibility of such actions beforehand. The requirement of obtaining any consent foreseen in § 20 item 2 and 3 above from the Supervisory Board shall not apply to legal acts performed on market terms, in particular on commodity exchanges within the meaning of the regulations on commodity exchanges or in financial instrument trading systems within the meaning of the regulations on trading in financial instruments, as part of the Company's sales or trading operations in: electricity, fuels for electricity generation, including natural gas and coal or related products, including property rights resulting from certificates of origin of electricity, certificates of origin of agricultural biogas or energy efficiency certificates, guarantees of origin and CO<sub>2</sub> emission allowances, or their derivatives or other rights related to them, if the value of the transaction does not exceed 5% of the total assets within the meaning of the Act of 29 September 1994 on accounting, determined based on the last approved financial statements, and in the case of acquisition of the above mentioned fixed assets – if the value of a given act does not exceed the value indicated above or the amount of PLN 100,000,000.”

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution shall come into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

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 will be adopted in open voting.

**DRAFT**  
**Resolution No. ...**

**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań,  
dated 20 May 2019**

**on amending § 36 of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 36 shall read as follows:

„§ 36

1. Disposal by the Company of fixed assets under the meaning of the act of 29 September 1994 on accounting, of the value above 0.1% of the sum of assets, determined based on the last approved financial statements, is performed during a tender or an auction, unless the market value of sold assets does not exceed PLN 20,000.
2. The company may dispose of fixed assets without a tender or an auction if:
  - 1) the subject of the agreement are shares or other elements of the financial fixed assets or licenses, patents or other industrial property rights or know-how if the conditions and the mode of sale other than in a public tender or an auction are specified in a resolution of the Supervisory Board,
  - 2) the sale takes place in the liquidation procedure subject to the terms specified in a resolution of the General Meeting subject to separate provisions,
  - 3) the subject of sale are residential apartments owned by the company, and the sale takes place for the price not lower than 50% of their market value, to the tenant or a close person permanently residing with them in the meaning of Article 4 item 13 of the act of 21 August 1997 on property management; the price is specified taking into account that the subject of sale includes occupied apartments; the value of improvements made by the tenant are credited towards the price of the apartment,
  - 4) in other justified cases, on the motion of the Management Board, for the price and subject to the terms specified in the Supervisory Board's resolution,
  - 5) the sale is performed to subsidiaries,
  - 6) the subject of the sale is allowances for emission of CO<sub>2</sub> and their equivalents.
3. The following mode of selling fixed assets is hereby determined:
  - 1) A tender or auction invitation is published in the Public Information Bulletin on the website of the Ministry of Energy, on the Company's website, in a visible, publicly available place in the Company's seat and in other places in which notices are customarily published/made.
  - 2) The tender or auction may be conducted not earlier than after 14 days of the publication of the tender or auction invitation.
  - 3) The following entities may not be offerers in the tender or auction:
    - a) Members of the Company's Management Board and Supervisory Board,

- b) a business entity conducting the tender or auction procedure and its Members of the Management Board and Supervisory Board,
  - c) entities to whom the performance of activities related to the conduct of the tender or auction was entrusted,
  - d) a spouse, children and siblings of persons mentioned in items a-c,
  - e) persons who remain in a legal or factual relation with the person conducting the tender or auction which may give reasonable doubts as regards the impartiality of the person conducting the tender or auction.
4. The condition for accessing the tender or auction is paying a bid security in the amount of at least 5% of the asking price of the sold fixed assets. The Regulations mentioned in item 8 may foresee a higher bid security.
  5. Before accessing the tender or auction, the Company specifies the asking price which may not be lower than the market value set by appraisers; if such a value may not be determined, the price may not be lower than the net book value.
  6. The company may withdraw from the valuation of the sold fixed assets by an appraiser if:
    - 1) the cost of appraisal evidently exceeds the market value,
    - 2) the element of fixed assets has a fixed market price.
  7. The regulations determining the principles and mode of conducting the tender or auction procedure, the content of the tender or auction invitation, the form of the tender or auction and conditions governing the tender or auction procedure are specified by the Company.
  8. The tender or auction organiser has the right to close the tender or auction without selecting any offer, giving no reasons therefor.
  9. The tender or auction is won by the offerer who has made the highest bid.

## § 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

## § 3

The resolution shall come into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

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 will be adopted in open voting.