

**Draft resolutions
of the Extraordinary General Meeting of ENEA S.A. with registered office in Poznań,
convened to be held on 19 March 2020**

Draft resolution concerning item no. 2 of the planned agenda

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting of the Company:
ENEA Spółka Akcyjna with registered office in Poznań,
dated 19 March 2020**

regarding election of the Chairman of the Extraordinary General Meeting

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

§1

The Extraordinary General Meeting of ENEA S.A. hereby appoints Mr/Ms
the Chairperson of the Extraordinary General Meeting.

§ 2

The Resolution shall enter 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 will be adopted in secret voting.

Draft resolution concerning item no. 4 of the planned agenda

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting of the Company:
ENE A Spółka Akcyjna with registered office in Poznań,
dated 19 March 2020**

regarding adoption of the agenda of the Extraordinary General Meeting

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

§ 1

The Extraordinary General Meeting of ENEA S.A. with registered office in Poznań adopts the following agenda of the Extraordinary General Meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Stating that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of resolutions on changes in the composition of the Supervisory Board.
6. Adoption of a resolution on covering the expenses incurred to hold the Extraordinary General Meeting.
7. Closing of the Extraordinary General Meeting.

§ 2

The Resolution shall enter 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 will be adopted in open voting.

Draft resolutions concerning item no. 5 of the planned agenda

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting of the Company:
ENEA Spółka Akcyjna with registered office in Poznań,
dated 19 March 2020**

on dismissing a member of the Supervisory Board of ENEA S.A.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 33(1) of the Company's Statute:

§ 1

It is resolved that Mr/Ms shall be dismissed from the Supervisory Board of ENEA Spółka Akcyjna.

§ 2

The Resolution shall enter 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.

Substantiation:

On 17 February 2020, the Company received a letter by the Minister of State Assets acting on behalf of the State Treasury – a shareholder of the Company representing not less than one-twentieth of the share capital (ref.: DNP.II.4621.15.2020) – requesting to convene an Extraordinary General Meeting of ENEA S.A. with registered seat in Poznań and place on the agenda an item concerning changes in the composition of the Supervisory Board of ENEA S.A.

In the aforementioned letter of the Minister of State Assets, it was indicated that placing the aforementioned item on the agenda of the Extraordinary General Meeting is justified by the necessity to strengthen the ownership supervision over the Company's activity.

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting of the Company:
ENEA Spółka Akcyjna with registered office in Poznań,
dated 19 March 2020**

on appointing a member of the Supervisory Board of ENEA S.A.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 33(1) of the Company's Statute:

§ 1

It is resolved that Mr/Ms shall be appointed to the Supervisory Board of ENEA Spółka Akcyjna.

§ 2

The Resolution shall enter 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 will be adopted in secret voting.

Substantiation:

On 17 February 2020, the Company received a letter by the Minister of State Assets acting on behalf of the State Treasury – a shareholder of the Company representing not less than one-twentieth of the share capital (ref.: DNP.II.4621.15.2020) – requesting to convene an Extraordinary General Meeting of ENEA S.A. with registered seat in Poznań and place on the agenda an item concerning changes in the composition of the Supervisory Board of ENEA S.A.

In the aforementioned letter of the Minister of State Assets, it was indicated that placing the aforementioned item on the agenda of the Extraordinary General Meeting is justified by the necessity to strengthen the ownership supervision over the Company's activity.

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting of the Company:
ENEA Spółka Akcyjna with registered office in Poznań,
dated 19 March 2020**

on appointing the Chairperson of the Supervisory Board of ENEA S.A.

Acting pursuant to § 22(5) of the Company's Statute:

§ 1

It is resolved that Mr/Ms shall be appointed the Chairperson of the Supervisory Board of ENEA Spółka Akcyjna.

§ 2

The Resolution shall enter 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 will be adopted in secret voting.

Substantiation:

On 17 February 2020, the Company received a letter by the Minister of State Assets acting on behalf of the State Treasury– a shareholder of the Company representing not less than one-twentieth of the share capital (ref.: DNP.II.4621.15.2020) – requesting to convene an Extraordinary General Meeting of ENEA S.A. with registered seat in Poznań and place on the agenda an item concerning changes in the composition of the Supervisory Board of ENEA S.A.

In the aforementioned letter of the Minister of State Assets, it was indicated that the necessity to adopt a resolution on appointing the Chairperson of the Supervisory Board results from the fact that the Chairman of the Supervisory Board, Mr Stanisław Hebda, resigned from being a Member of the Supervisory Board of ENEA S.A.

Draft resolution concerning item no. 6 of the planned agenda

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting of the Company:
ENE A Spółka Akcyjna with registered office in Poznań,
dated 19 March 2020**

on covering the expenses incurred to hold the Extraordinary General Meeting.

Acting under Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The expenses incurred to hold the Extraordinary General Meeting shall be covered by the Company.

§ 2

The Resolution shall enter 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 will be adopted in open voting.