

**Draft resolutions
of the Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań,
convened for 7 January 2021**

Draft resolution to item 2 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business
name of
ENEA Spółka Akcyjna with its registered office in Poznań
on 7 January 2021**

to elect the Chairperson of the Extraordinary General Meeting

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

§1

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

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital:	: ...
Total number of votes cast:	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Draft resolution to item 4 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
ENEA Spółka Akcyjna with its registered office in Poznań
on 7 January 2021**

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 its registered office in Poznań hereby adopts the following agenda of the Extraordinary General Meeting:

Detailed agenda:

- 1) Open the Extraordinary General Meeting.
- 2) Elect the Chairperson of the Extraordinary General Meeting,
- 3) Assert that the Extraordinary General Meeting has been properly convened and that is capable of adopting resolutions.
- 4) Accept the agenda.
- 5) Adopt resolutions on changes in the composition of the Supervisory Board.
- 6) Adopt a resolution on covering the expenses incurred to hold the Extraordinary General Meeting.
- 7) Present information on the outcome of the recruitment procedure for the position of President of the ENEA S.A. Management Board, which was conducted from 17 June 2020 to 30 June 2020, the recruitment procedure for the position of Member of the ENEA S.A. Management Board for Commercial Matters and the position of Member of the ENEA S.A. Management Board for Corporate Matters, which was conducted from 24 July 2020 to 7 August 2020 and the recruitment procedure for the position of Member of the ENEA S.A. Management Board for Operational Matters, which was conducted from 24 September 2020 to 23 October 2020.
- 8) Adjourn the Extraordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital:	: ...
Total number of votes cast:	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Draft resolution to item 5 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
ENEA Spółka Akcyjna with its registered office in Poznań
on 7 January 2021**

to dismiss a member of the ENEA S.A. Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 33(1) of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Extraordinary General Meeting hereby dismisses Ms./Mr. from the composition of the ENEA Spółka Akcyjna Supervisory Board.

§ 2

The Resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	:
Percentage of these shares in the share capital:	:
Total number of votes cast:	:
Number of votes in favor	:
Number of votes against	:
Number of votes abstaining	:

This resolution will be adopted by secret ballot.

Justification:

On 30 November 2020, the Company received a letter from the Deputy Prime Minister and Minister of State Assets (ref. no.: IK: 543974) of 27 November 2020 representing the State Treasury acting as a shareholder – pursuant to Article 7(2)(1) of the Act of 16 December 2016 on the Rules for Managing State Property (consolidated text: Journal of Laws of 2020, item 735) with a request to convene an Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań and place on the agenda an item regarding changes in the composition of the ENEA S.A. Supervisory Board.

In the said letter, the Deputy Prime Minister and Minister of State Assets stated that placing the said item on the agenda of the Extraordinary General Meeting stems from the shareholders' right to shape the composition of the Company's supervisory body.

Draft resolution to item 5 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
ENEA Spółka Akcyjna with its registered office in Poznań
on 7 January 2021**

to appoint a member of the ENEA S.A. Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 33(1) of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Extraordinary General Meeting of ENEA S.A. hereby appoints Ms./Mr. to the composition of the ENEA Spółka Akcyjna Supervisory Board of the 10th term of office.

§ 2

The Resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	:
Percentage of these shares in the share capital:	:
Total number of votes cast:	:
Number of votes in favor	:
Number of votes against	:
Number of votes abstaining	:

This resolution will be adopted by secret ballot.

Justification:

On 30 November 2020, the Company received a letter from the Deputy Prime Minister and Minister of State Assets (ref. no.: IK: 543974) of 27 November 2020 representing the State Treasury acting as a shareholder – pursuant to Article 7(2)(1) of the Act of 16 December 2016 on the Rules for Managing State Property (consolidated text: Journal of Laws of 2020, item 735) with a request to convene an Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań and place on the agenda an item regarding changes in the composition of the ENEA S.A. Supervisory Board.

In the said letter, the Deputy Prime Minister and Minister of State Assets stated that placing the said item on the agenda of the Extraordinary General Meeting stems from the shareholders' right to shape the composition of the Company's supervisory body.

Draft resolution to item 6 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
ENE A Spółka Akcyjna with its registered office in Poznań
on 7 January 2021**

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

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

§ 1

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

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	:
Percentage of these shares in the share capital:	:
Total number of votes cast:	:
Number of votes in favor	:
Number of votes against	:
Number of votes abstaining	:

This resolution will be adopted by open ballot.