

**Draft resolutions**  
**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań**  
**convened for 17 June 2021**

*Draft resolution to item 2 of the proposed agenda*

**D R A F T**

**Resolution No. ....**

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

**to elect the Chairperson of the Ordinary General Meeting**

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

§1

The Ordinary General Meeting of ENEA S.A. hereby elects Mr./Ms. ....  
as the Chairperson of the Ordinary 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 Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2021**

**to accept 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. with its registered office in Poznań accepts the following agenda of the Ordinary General Meeting:

1. Open the Ordinary General Meeting.
2. Elect the Chairperson of the Ordinary General Meeting.
3. Assert that the Ordinary General Meeting has been convened correctly and is capable of adopting resolutions.
4. Accept the agenda.
5. Present the *Report of the Supervisory Board of ENEA S.A. on its activity in 2020*.
6. Present the report of the independent certified auditor on the audit of the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2020*, the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2020* and the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2020*.
7. Examine and adopt a resolution to approve the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2020*.
8. Examine and adopt a resolution to approve the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2020*.
9. Examine and adopt a resolution to approve the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2020*.
10. Adopt a resolution to cover the net loss of ENEA S.A. for the financial year covering the period from 1 January 2020 to 31 December 2020.
11. Adopt resolutions to discharge the ENEA S.A. Management Board Members on the performance of their duties in financial year 2020.
12. Adopt resolutions to discharge the ENEA S.A. Supervisory Board Members on the performance of their duties in financial year 2020.
13. Adopt a resolution to issue an opinion on the document, adopted by the Supervisory Board, entitled "*Report on remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2019-2020*".
14. Present information on the outcome of the recruitment procedure for the position of ENEA S.A. Management Board Member for Financial Matters, which was conducted from 19 November 2020 to 9 December 2020.
15. Adjourn the Ordinary 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 7 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to approve the *Standalone Financial Statements of ENEA S.A  
for the financial year ended 31 December 2020***

Acting pursuant to Article 53(1) of the Accounting Act and Article 395(2)(1) of the Commercial Company Code, the Ordinary General Meeting hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2020*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. standalone statement of financial position as at 31 December 2020, showing a balance of assets and liabilities in the amount of PLN 19,494,521 thousand (nineteen billion four hundred ninety four million five hundred twenty one thousand Polish zloty),
2. standalone statement of comprehensive income for the period from 1 January 2020 to 31 December 2020, showing a net loss of PLN 3,356,750 thousand (three billion three hundred fifty six million seven hundred fifty thousand Polish zloty) and comprehensive income of PLN -3,446,707 thousand (negative three billion four hundred forty six million seven hundred seven thousand Polish zloty),
3. standalone statement of changes in equity for the financial year from 1 January 2020 to 31 December 2020, showing a decrease in equity by PLN 3,446,707 thousand (three billion four hundred forty six million seven hundred seven thousand Polish zloty),
4. standalone statement of cash flows, showing a decrease in cash by PLN 2,337,517 thousand (two billion three hundred thirty seven million five hundred seventeen thousand Polish zloty),
5. notes to the standalone financial statements, including a description of key accounting policies applied and other explanations.

**§ 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.

**Justification:**

In accordance with Article 53(1) of the Accounting Act, the annual standalone financial statements are subject to approval by the approving body, no later than within 6 months from the balance sheet date. Moreover, pursuant to Article 395(2)(1) of the Commercial Company Code, the subject matter of an ordinary general meeting should be the examination and approval of the financial statements. In light of the foregoing, the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2020* have been submitted to the Ordinary General Meeting.

By Resolution No. 16/X/2021 of 25 March 2021, the ENEA S.A. Supervisory Board issued a favorable assessment of compliance of the said Financial Statements with the Company's accounting ledgers and documents as well as the facts, and recommended their approval by the Ordinary General Meeting.

**Draft resolution to item 8 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to approve the *Consolidated Financial Statements of the ENEA Group for the financial year  
ended 31 December 2020***

Acting pursuant to Article 63c(4) of the Accounting Act and Article 395(5) of the Commercial Company Code, the Ordinary General Meeting hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2020*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. consolidated statement of financial position as at 31 December 2020, showing a balance of assets and liabilities in the amount of PLN 29,889,863 thousand (twenty-nine billion eight hundred eighty-nine million eight hundred sixty-three thousand Polish zloty),
2. consolidated statement of comprehensive income for the period from 1 January 2020 to 31 December 2020, showing a net loss of PLN 2,234,337 thousand (two billion two hundred thirty four million three hundred thirty seven thousand Polish zloty) and comprehensive income of PLN -2,385,418 thousand (negative two billion three hundred eighty five million four hundred eighteen thousand Polish zloty),
3. consolidated statement of changes in equity for the financial year from 1 January 2020 to 31 December 2020, showing a decrease in equity by PLN 2,385,418 thousand (two billion three hundred eighty five million four hundred eighteen thousand Polish zloty),
4. consolidated statement of cash flows, showing a decrease in cash by PLN 1,820,393 thousand (one billion eight hundred twenty million three hundred ninety three thousand Polish zloty),
5. notes to the consolidated financial statements including a description of key accounting policies applied and other explanations;

**§ 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.

### **Justification:**

In accordance with Article 63c(4) of the Accounting Act of 29 September 1994, the annual consolidated financial statements are subject to approval by the approving body of the parent entity, no later than within 6 months from the balance sheet date, as at which the annual financial statements of the parent entity should be prepared. Moreover, pursuant to Article 395(5) of the Commercial Company Code, the subject matter of an ordinary general meeting may be the examination and approval of the financial statements of a corporate group within the meaning of accounting regulations. In light of the foregoing, the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2020* have been submitted to the Ordinary General Meeting.

By Resolution No. 16/X/2021 of 25 March 2021, the ENEA S.A. Supervisory Board issued a favorable assessment of the said Financial Statements and recommended their approval by the Ordinary General Meeting.

**Draft resolution to item 9 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to approve the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2020***

Acting pursuant to Article 395(2)(1) and Article 395(5) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2020*.

**§ 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.

**Justification:**

In accordance with Article 395(2)(1) of the Commercial Company Code, the subject matter of the Ordinary General Meeting of ENEA S.A. should be the examination and approval of the management board's report on the company's activity in the previous financial year. Moreover, in accordance with Article 395(5) of the Commercial Company Code, the subject matter of the Ordinary General Meeting of ENEA S.A. may also be the examination and approval of the financial statements of a corporate group within the meaning of accounting regulations and other matters than those enumerated in § 2 of this Article.

Accordingly, it is necessary for the Ordinary General Meeting to examine and make a decision regarding the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2020*.

By Resolution No. 17/X/2021 of 25 March 2021, the ENEA S.A. Supervisory Board issued a favorable assessment of the said Report, confirmed its compliance with the accounting ledgers, documents and facts, and recommended its approval by the Ordinary General Meeting.



**Draft resolution to item 10 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to cover the net loss of ENEA S.A. for the financial year covering the period from 1 January  
2020 to 31 December 2020**

Acting pursuant to Article 395(2)(2) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The net loss of ENEA S.A. for the financial year from 1 January 2020 to 31 December 2020 in the amount of PLN 3,356,750 thousand (three billion three hundred fifty six million seven hundred fifty thousand Polish zloty) will be covered with retained earnings in the amount of PLN 2,417,070 thousand (two billion four hundred seventeen million seventy thousand Polish zloty) and supplementary capital in the amount of PLN 939,680 thousand (nine hundred thirty nine million six hundred eighty thousand Polish zloty).

**§ 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.

**Justification:**

The adoption of this resolution constitutes the execution of the instruction contained in Article 395(2)(2) of the Commercial Company Code.

The Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2020 showed a net loss of PLN 3,356,750 thousand (three billion three hundred fifty-six million seven hundred fifty thousand Polish zloty).

The negative financial result for the financial year ended 31 December 2020 resulted primarily from tests for the impairment of shares held by ENEA S.A. in its subsidiaries. Based on the performed tests, impairment was ascertained on the shares in ENEA Wytwarzanie Sp. z o.o. in the amount of PLN 3,134,566 thousand (including PLN 317,908 thousand as at 30 June 2020), whereupon impairment losses were posted on the value of shares in ENEA Wytwarzanie Sp. z o.o. in the standalone financial statements of ENEA S.A. for the financial year ended 31 December 2020, recognized in the profit and loss account under "Change in impairment losses on shares in subsidiaries, associates and jointly controlled entities".

An independent auditor audited the standalone financial statements of ENEA S.A. for the financial year ended 31 December 2020 and, on 25 March 2021, issued an unqualified opinion on the

standalone financial statements of ENEA S.A. for the financial year ended 31 December 2020, stating that the standalone financial statements of ENEA S.A. for the financial year ended 31 December 2020 present in a reliable and clear manner the property and financial standing of the Company as at 31 December 2020, the financial result and the cash flows for the financial year ended on that day, that the said financial statements have been prepared in compliance with International Financial Reporting Standards, as endorsed by the European Union, that the said financial statements are in compliance with the provisions of law affecting the content of the standalone financial statements and the provisions of the Company's Articles of Association, and that the said financial statements have been prepared on the basis of properly kept accounting ledgers.

By Resolution No. 26/X/2021 of 21 April 2021, the ENEA S.A. Supervisory Board issued a positive opinion on the motion submitted by the Company's Management Board regarding the coverage of the net loss for the period from 1 January 2020 to 31 December 2020 and the recommendation to refrain from the disbursement of a dividend for the financial year covering the period from 1 January 2020 to 31 December 2020.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

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

**to discharge Mr. Paweł Szczeszek, President of the Management Board,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Paweł Szczeszek, President of the Management Board, on the performance of his duties in the period from 30 June 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Paweł Szczeszek served as President of the Management Board in the period from 30 June 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 28/X/2021 of 21 April 2021, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Paweł Szczeszek, President of the Management Board, on the performance of his duties in the period from 30 June 2020 to 31 December 2020.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

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

**to discharge Mr. Tomasz Szczegielniak, Management Board Member,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Tomasz Szczegielniak, Management Board Member, on the performance of his duties in the period from 7 August 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Tomasz Szczegielniak served as Management Board Member for Corporate Matters in the period from 7 August 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 29/X/2021 of 21 April 2021, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Tomasz Szczegielniak, Management Board Member, on the performance of his duties in the period from 7 August 2020 to 31 December 2020.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

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

**to discharge Mr. Tomasz Siwak, Management Board Member,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Tomasz Siwak, Management Board Member, on the performance of his duties in the period from 17 August 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Tomasz Siwak served as Management Board Member for Commerce in the period from 17 August 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 30/X/2021 of 21 April 2021, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Tomasz Siwak, Management Board Member, on the performance of his duties in the period from 17 August 2020 to 31 December 2020.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

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

**to discharge Mr. Marcin Pawlicki, Management Board Member,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Marcin Pawlicki, Management Board Member, on the performance of his duties in the period from 29 October 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Marcin Pawlicki served as Management Board Member for Operational Matters in the period from 29 October 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 31/X/2021 of 21 April 2021, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Marcin Pawlicki, Management Board Member, on the performance of his duties in the period from 29 October 2020 to 31 December 2020.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2021**

**adopt a resolution to discharge Mr. Rafał Marek Mucha, Management Board Member,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Rafał Marek Mucha, Management Board Member, on the performance of his duties in the period from 21 December 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Rafał Marek Mucha served as Management Board Member for Finance in the period from 21 December 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 32/X/2021 of 21 April 2021, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Rafał Marek Mucha, Management Board Member, on the performance of his duties in the period from 21 December 2020 to 31 December 2020.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

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

**to discharge Mr. Mirosław Kowalik, President of the Management Board,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Mirosław Kowalik, President of the Management Board, on the performance of his duties in the period from 1 January 2020 to 5 June 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Mirosław Kowalik served as President of the Management Board in the period from 1 January 2020 to 5 June 2020, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 33/X/2021 of 21 April 2021, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Mirosław Kowalik, President of the Management Board, on the performance of his duties in the period from 1 January 2020 to 5 June 2020.



**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to discharge Mr. Zbigniew Piętka, Management Board Member,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Zbigniew Piętka, Management Board Member, on the performance of his duties in the period from 1 January 2020 to 24 July 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Zbigniew Piętka served as Management Board Member for Corporate Matters in the period from 1 January 2020 to 24 July 2020, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 34/X/2021 of 21 April 2021, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Zbigniew Piętka, Management Board Member, on the performance of his duties in the period from 1 January 2020 to 24 July 2020.

**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to discharge Mr. Piotr Adamczak, Management Board Member,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Piotr Adamczak, Management Board Member, on the performance of his duties in the period from 1 January 2020 to 10 August 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Piotr Adamczak served as Management Board Member for Commerce in the period from 1 January 2020 to 10 August 2020, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 35/X/2021 of 21 April 2021, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Piotr Adamczak, Management Board Member, on the performance of his duties in the period from 1 January 2020 to 10 August 2020.

**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2021**

**to discharge Mr. Jarosław Ołowski, Management Board Member,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Jarosław Ołowski, Management Board Member, on the performance of his duties in the period from 1 January 2020 to 17 November 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Jarosław Ołowski served as Management Board Member for Finance in the period from 1 January 2020 to 17 November 2020, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 36/X/2021 of 21 April 2021, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Jarosław Ołowski, Management Board Member, on the performance of his duties in the period from 1 January 2020 to 17 November 2020.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2021**

**to discharge Mr. Stanisław Kazimierz Hebda, Chairman of the Supervisory Board, on the  
performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Stanisław Kazimierz Hebda, Chairman of the Supervisory Board, on the performance of his duties in the period from 1 January 2020 to 6 February 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Stanisław Kazimierz Hebda served as Chairman of the Supervisory Board in the period from 1 January 2020 to 6 February 2020, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to discharge Ms. Izabela Felczak-Poturnicka, Chairwoman of the Supervisory Board, on the  
performance of her duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Ms. Izabela Felczak-Poturnicka, Chairwoman of the Supervisory Board, on the performance of her duties in the period from 19 March 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Izabela Felczak-Poturnicka served as Chairwoman of the Supervisory Board in the period from 19 March 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to discharge Mr. Mariusz Pliszka, Supervisory Board Member, on the performance of his duties  
in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Mariusz Pliszka, Supervisory Board Member, on the performance of his duties in the period from 1 January 2020 to 31 December 2020, including as Vice-Chairman of the Supervisory Board from 1 January 2020 to 6 February 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Mariusz Pliszka served as Supervisory Board Member from 1 January 2020 to 31 December 2020 (including as Vice-Chairman of the Supervisory Board from 1 January 2020 to 6 February 2020), the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to discharge Mr. Bartosz Nieścior, Supervisory Board Member, on the performance of his  
duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Bartosz Nieścior, Supervisory Board Member, on the performance of his duties in the period from 3 February 2020 to 27 May 2020, including as Vice-Chairman of the Supervisory Board from 6 February 2020 to 27 May 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Bartosz Nieścior served as Supervisory Board Member from 3 February 2020 to 27 May 2020 (including as Vice-Chairman of the Supervisory Board from 6 February 2020), the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to discharge Mr. Roman Stryjski, Supervisory Board Member, on the performance of his duties  
in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Roman Stryjski, Supervisory Board Member, on the performance of his duties in the period from 1 January 2020 to 31 December 2020, including as Vice-Chairman of the Supervisory Board from 4 June 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Roman Stryjski served as Supervisory Board Member from 1 January 2020 to 31 December 2020 (including as Vice-Chairman of the Supervisory Board from 4 June 2020), the adoption of this resolution is appropriate and reasonable.



**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2021**

**to discharge Mr. Michał Jaciubek, Supervisory Board Secretary, on the performance of his  
duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Michał Jaciubek, Supervisory Board Member – Secretary, on the performance of his duties in the period from 1 January 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Michał Jaciubek served as Supervisory Board Member – Secretary in the period from 1 January 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to discharge Mr. Mariusz Fistek, Supervisory Board Member, on the performance of his duties  
in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Mariusz Fistek, Supervisory Board Member, on the performance of his duties in the period from 19 March 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Mariusz Fistek served as Supervisory Board Member in the period from 19 March 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2021**

**to discharge Mr. Paweł Korobłowski, Supervisory Board Member, on the performance of his  
duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Paweł Korobłowski, Supervisory Board Member, on the performance of his duties in the period from 1 January 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Paweł Korobłowski served as Supervisory Board Member in the period from 1 January 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2021**

**to discharge Mr. Ireneusz Kulka, Supervisory Board Member,  
on the performance of his duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Ireneusz Kulka, Supervisory Board Member, on the performance of his duties in the period from 1 January 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Ireneusz Kulka served as Supervisory Board Member in the period from 1 January 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2021**

**to discharge Mr. Maciej Mazur, Supervisory Board Member, on the performance of his duties in  
financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Maciej Mazur, Supervisory Board Member, on the performance of his duties in the period from 1 January 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Maciej Mazur served as Supervisory Board Member in the period from 1 January 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2021**

**to discharge Mr. Piotr Mirkowski, Supervisory Board Member, on the performance of his duties  
in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Piotr Mirkowski, Supervisory Board Member, on the performance of his duties in the period from 1 January 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Piotr Mirkowski served as Supervisory Board Member in the period from 1 January 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to discharge Mr. Paweł Szczeszek, Supervisory Board Member, on the performance of his  
duties in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Paweł Szczeszek, Supervisory Board Member, on the performance of his duties in the period from 27 May 2020 to 29 June 2020, including as acting President of the ENEA S.A. Management Board in the period of his secondment to serve in such capacity, i.e. from 6 June 2020 to 29 June 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Paweł Szczeszek served as Supervisory Board Member from 27 May 2020 to 29 June 2020 (including as acting President of the ENEA S.A. Management Board in the period of his secondment to serve in such capacity, i.e. from 6 June 2020 to 29 June 2020), the adoption of this resolution is appropriate and reasonable.

By Resolution No. 27/X/2021 of 21 April 2021, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Paweł Szczeszek, Member of the ENEA S.A. Supervisory Board seconded to temporarily serve in the capacity of acting President of the Company's Management Board, on the performance of his duties in the period from 6 June 2020 to 29 June 2020.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to discharge Mr. Rafał Włodarski, Supervisory Board Member, on the performance of his duties  
in financial year 2020**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Rafał Włodarski, Supervisory Board Member, on the performance of his duties in the period from 16 September 2020 to 31 December 2020.

**§ 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.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Rafał Włodarski served as Supervisory Board Member in the period from 16 September 2020 to 31 December 2020, the adoption of this resolution is appropriate and reasonable.



**Draft resolution to item 13 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

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

**to issue an opinion on the document entitled “Report on remuneration of ENEA S.A.  
Management Board and Supervisory Board Members in 2019-2020”**

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, having read the “*Independent auditor’s report on the assurance engagement regarding the evaluation of the Compensation Report*”:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby issues its favorable opinion on the “*Report on remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2019-2020*” in the wording adopted by Resolution No. 39/X/2021 of the ENEA S.A. Supervisory Board of 10 May 2021.

**§ 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.

**Justification:**

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, the General Meeting adopts a resolution with an opinion on the Compensation Report. Such resolution is of an advisory nature.

By Resolution No. 39/X/2021 of 10 May 2021, the ENEA S.A. Supervisory Board adopted the document entitled “*Report on remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2019-2020*”.

The certified auditor has verified that the Compensation Report includes all information required under Article 90g(1)-(5) and (8) of the Act on Public Offering. In the “*Independent auditor’s report on the assurance engagement regarding the evaluation of the Compensation Report*,” the auditor stated that the Compensation Report, in all material respects, contains all the elements enumerated in Article 90g(1)-(5) and (8) of the Act.

Following the completion of the Annual General Meeting, the Compensation Report will be uploaded to the website [www.enea.pl](http://www.enea.pl), where it will be made available gratuitously for at least 10 years.

Accordingly, it is necessary for the Ordinary General Meeting of ENEA S.A to examine and make a decision regarding an opinion on the document entitled "Report on remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2019-2020".