

**Draft resolutions
of the Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań,
convened for 18 November 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 18 November 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 18 November 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) 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 18 November 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

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:

On 13 October 2021, the Company received a letter from the Deputy Prime Minister and Minister of State Assets (ref. no.: IK: 639480) of 13 October 2021 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 shareholder's 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 18 November 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

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:

On 13 October 2021, the Company received a letter from the Deputy Prime Minister and Minister of State Assets (ref. no.: IK: 639480) of 13 October 2021 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 shareholder's 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 ENEA Spółka Akcyjna with its registered office in Poznań on 18 November 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.