

**Draft resolutions  
of the Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań  
convened for 13 March 2023**

**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 13 March 2023**

**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 13 March 2023**

**to adopt 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 convened correctly and is capable of adopting resolutions.
- 4) Adopt 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 13 March 2023**

**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 2 February 2023, the Company received a letter from the Undersecretary of State in the Ministry of State Assets acting on the basis of a power of attorney granted by the Deputy Prime Minister appointed to the position of the Minister of State Assets – a shareholder representing at least one-twentieth of the Company's share capital (Shareholder) with a request to convene an Extraordinary General Meeting of ENEA S.A. and place on the agenda an item regarding changes in the composition of the Supervisory Board.

In the said letter, the Undersecretary of State in the Ministry 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 13 March 2023**

**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, in conjunction with § 22(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 Mr./Ms. .... to the ENEA Spółka Akcyjna Supervisory Board of the 11th 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 2 February 2023, the Company received a letter from the Undersecretary of State in the Ministry of State Assets acting on the basis of a power of attorney granted by the Deputy Prime Minister appointed to the position of the Minister of State Assets – a shareholder representing at least one-twentieth of the Company's share capital (Shareholder) with a request to convene an Extraordinary General Meeting of ENEA S.A. and place on the agenda an item regarding changes in the composition of the Supervisory Board.

In the said letter, the Undersecretary of State in the Ministry 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 13 March 2023**

**to appoint the Chairperson of the ENEA S.A. Supervisory Board**

Acting pursuant to § 22(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 appoints Mr./Ms. .... as Chairperson 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 2 February 2023, the Company received a letter from the Undersecretary of State in the Ministry of State Assets acting on the basis of a power of attorney granted by the Deputy Prime Minister appointed to the position of the Minister of State Assets – a shareholder representing at least one-twentieth of the Company's share capital (Shareholder) with a request to convene an Extraordinary General Meeting of ENEA S.A. and place on the agenda an item regarding changes in the composition of the Supervisory Board.

In the said letter, the Undersecretary of State in the Ministry 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 13 March 2023**

**to appoint an ENEA S.A. Supervisory Board Member to serve as the ENEA S.A. Supervisory Board Chairperson**

Acting pursuant to Article 385 § 1 of the Commercial Company Code, § 22(4) and § 22(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 appoints Mr./Ms. .... to the Company's Supervisory Board of the 11th joint term of office and entrusts him/her the function of Supervisory Board Chairman/Chairwoman.

**§ 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 2 February 2023, the Company received a letter from the Undersecretary of State in the Ministry of State Assets acting on the basis of a power of attorney granted by the Deputy Prime Minister appointed to the position of the Minister of State Assets – a shareholder representing at least one-twentieth of the Company's share capital (Shareholder) with a request to convene an Extraordinary General Meeting of ENEA S.A. and place on the agenda an item regarding changes in the composition of the Supervisory Board.

In the said letter, the Undersecretary of State in the Ministry 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 13 March 2023**

**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.