

**Draft resolutions**  
**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań**  
**convened for 12 June 2023**

*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 12 June 2023**

**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 12 June 2023**

**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. Adopt the agenda.
5. Adopt a resolution to approve the *Report of the ENEA S.A. Supervisory Board on its activity in 2022*.
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 2022*, the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2022* and the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2022*.
7. Examine and adopt a resolution to approve the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2022*.
8. Examine and adopt a resolution to approve the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2022*.
9. Examine and adopt a resolution to approve the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2022*.
10. Adopt a resolution on the distribution of the Company's net profit generated in the financial year ended 31 December 2022
11. Adopt resolutions to discharge the ENEA S.A. Management Board Members on the performance of their duties in the financial year 2022.
12. Adopt resolutions to discharge the ENEA S.A. Supervisory Board Members on the performance of their duties in the financial year 2022.
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 2022*".
14. 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 5 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 12 June 2023**

**to approve the document entitled “*Report of the ENEA S.A. Supervisory Board on its activity in 2022*”**

Acting pursuant to principle 2.11 of the “*Best Practice for WSE Listed Companies 2021*” in conjunction with Article 382(3)(3) of the Commercial Company Code, the Ordinary General Meeting resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby approves the “*Report of the ENEA S.A. Supervisory Board on its activity in 2022*” in the wording adopted by Resolution No. 48/XI/2023 of the ENEA S.A. Supervisory Board of 26 April 2023.

**§ 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 principle 2.11 of the “*Best Practice for WSE Listed Companies 2021*”, in addition to activities resulting from the applicable laws, once per year the supervisory board prepares and presents an annual report for approval to the ordinary general meeting. Moreover, the obligation imposed on the supervisory board to submit an annual written report to the general meeting arises from Article 382(3)(3) of the Commercial Company Code.

By Resolution No. 48/XI/2023 of 26 April 2023, the ENEA S.A. Supervisory Board adopted the document entitled “*Report of the ENEA S.A. Supervisory Board on its activity in 2022*”.

Accordingly, it is necessary for the Ordinary General Meeting of ENEA S.A to examine and make a decision on approving the document entitled “*Report of the ENEA S.A. Supervisory Board on its activity in 2022*”.

**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 12 June 2023**

**to approve the *Standalone Financial Statements of ENEA S.A  
for the financial year ended 31 December 2022***

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 2022*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. standalone statement of financial position as at 31 December 2022, showing a balance of assets and liabilities in the amount of PLN 21,548,951 thousand (twenty-one billion five hundred forty-eight million nine hundred fifty-one thousand Polish zloty),
2. standalone statement of comprehensive income for the period from 1 January 2022 to 31 December 2022, showing a net profit of PLN 2,448,024 thousand (two billion four hundred forty-eight million twenty-four thousand Polish zloty) and comprehensive income of PLN 2,522,840 thousand (two billion five hundred twenty-two million eight hundred forty thousand Polish zloty),
3. standalone statement of changes in equity for the financial year from 1 January 2022 to 31 December 2022, showing an increase in equity by PLN 3,267,014 thousand (three billion two hundred sixty-seven million fourteen thousand Polish zloty);
4. standalone statement of cash flows, showing an increase in cash by PLN 488,500 thousand (four hundred eighty-eight million five hundred 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 2022* have been submitted to the Ordinary General Meeting.

By Resolution No. 22/XI/2023 of 22 March 2023, 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 12 June 2023**

**to approve the *Consolidated Financial Statements of the ENEA Group for the financial year  
ended 31 December 2022***

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 2022*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. consolidated statement of financial position as at 31 December 2022, showing a balance of assets and liabilities in the amount of PLN 37,434,972 thousand (thirty-seven billion four hundred thirty-four million nine hundred seventy-two thousand Polish zloty),
2. consolidated statement of comprehensive income for the period from 1 January 2022 to 31 December 2022, showing a net profit of PLN 118,920 thousand (one hundred eighteen million nine hundred twenty thousand Polish zloty) and comprehensive income of PLN 203,353 thousand (two hundred three million three hundred fifty-three thousand Polish zloty),
3. consolidated statement of changes in equity for the financial year from 1 January 2022 to 31 December 2022, showing an increase in equity by PLN 944,211 thousand (nine hundred forty-four million two hundred eleven thousand Polish zloty),
4. consolidated statement of cash flows, showing a decrease in cash by PLN 2,589,837 thousand (two billion five hundred eighty-nine million eight hundred thirty-seven 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 2022* have been submitted to the Ordinary General Meeting.

By Resolution No. 22/XI/2023 of 22 March 2023, 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 12 June 2023**

**to approve the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2022***

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 2022*.

**§ 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 2022*.

By Resolution No. 23/XI/2023 of 22 March 2023, 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  
ENEA Spółka Akcyjna with its registered office in Poznań  
on 12 June 2023**

**on the distribution of the Company's net profit generated in the financial year ended 31  
December 2022**

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 profit of PLN 2,448,024,226.61 generated by ENEA S.A. in the financial year ended 31 December 2022 is hereby distributed by allocating the entire profit to an increase in the Company's reserve capital to carry out its scheduled investments.

**§ 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 ENEA S.A. Management Board's rationale for the proposed distribution of the Company's net profit generated in the financial year ended 31 December 2022 is presented in the document entitled "Rationale presented by the ENEA S.A. Management Board for the proposed distribution of the Company's net profit generated in the financial year ended 31 December 2022".

By Resolution No. 39/XI/2023 of 26 April 2023, the ENEA S.A. Supervisory Board issued a positive opinion on the motion submitted by the Company's Management Board regarding the distribution of ENEA S.A.'s net profit for the financial year ended 31 December 2022.

**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 12 June 2023**

**to discharge Mr. Paweł Majewski, President of the Management Board,  
on the performance of his duties in the financial year 2022**

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 Majewski, President of the Management Board, on the performance of his duties in the period from 25 April 2022 to 31 December 2022.

**§ 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 Majewski served as President of the Management Board in the period from 25 April 2022 to 31 December 2022, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 40/XI/2023 of 26 April 2023, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Paweł Majewski, President of the Management Board, on the performance of his duties in the period from 25 April 2022 to 31 December 2022.

**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 12 June 2023**

**to discharge Mr. Paweł Szczeszek, President of the Management Board,  
on the performance of his duties in the financial year 2022**

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 1 January 2022 to 10 April 2022.

**§ 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 1 January 2022 to 10 April 2022, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 41/XI/2023 of 26 April 2023, 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 1 January 2022 to 10 April 2022.

**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 12 June 2023**

**adopt a resolution to discharge Mr. Rafał Marek Mucha, Management Board Member,  
on the performance of his duties in the financial year 2022**

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, Supervisory Board Member, on the performance of his duties in the period from 1 January 2022 to 31 December 2022, including as acting President of the Management Board from 11 April 2022 to 24 April 2022.

**§ 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 Financial Matters in the period from 1 January 2022 to 31 December 2022, including as acting President of the Management Board from 11 April 2022 to 24 April 2022, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 42/XI/2023 of 26 April 2023, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Rafał Marek Mucha, Supervisory Board Member, on the performance of his duties in the period from 1 January 2022 to 31 December 2022, including as acting President of the Management Board from 11 April 2022 to 24 April 2022.

**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 12 June 2023**

**to discharge Mr. Marcin Pawlicki, Management Board Member,  
on the performance of his duties in the financial year 2022**

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 1 January 2022 to 31 December 2022.

**§ 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 1 January 2022 to 31 December 2022, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 43/XI/2023 of 26 April 2023, 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 1 January 2022 to 31 December 2022.

**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 12 June 2023**

**to discharge Mr. Tomasz Siwak, Management Board Member,  
on the performance of his duties in the financial year 2022**

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 1 January 2022 to 19 December 2022.

**§ 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 Commercial Matters in the period from 1 January 2022 to 19 December 2022, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 44/XI/2023 of 26 April 2023, 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 1 January 2022 to 19 December 2022.

**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 12 June 2023**

**to discharge Mr. Tomasz Szczegielniak, Management Board Member,  
on the performance of his duties in the financial year 2022**

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 1 January 2022 to 24 June 2022.

**§ 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 1 January 2022 to 24 June 2022, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 45/XI/2023 of 26 April 2023, 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 1 January 2022 to 24 June 2022.

**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 12 June 2023**

**to discharge Mr. Dariusz Szymczak, Management Board Member,  
on the performance of his duties in the financial year 2022**

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. Dariusz Szymczak, Management Board Member, on the performance of his duties in the period from 25 June 2022 to 31 December 2022.

**§ 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. Dariusz Szymczak served as Management Board Member for Corporate Matters in the period from 25 June 2022 to 31 December 2022, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 46/XI/2023 of 26 April 2023, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Dariusz Szymczak, Management Board Member, on the performance of his duties in the period from 25 June 2022 to 31 December 2022.

**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 12 June 2023**

**to discharge Mr. Lech Adam Żak, Management Board Member,  
on the performance of his duties in the financial year 2022**

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. Lech Adam Żak, Management Board Member, on the performance of his duties in the period from 1 January 2022 to 31 December 2022.

**§ 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. Lech Adam Żak served as Management Board Member for Strategy and Development in the period from 1 January 2022 to 31 December 2022, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 47/XI/2023 of 26 April 2023, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Lech Adam Żak, Management Board Member, on the performance of his duties in the period from 1 January 2022 to 31 December 2022.

**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 12 June 2023**

**to discharge Mr. Rafał Włodarski, Supervisory Board Chairman, on the performance of his  
duties in the financial year 2022**

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 Chairman, on the performance of his duties in the period from 1 January 2022 to 31 December 2022.

**§ 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 Chairman in the period from 1 January 2022 to 31 December 2022, 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 12 June 2023**

**to discharge Mr. Roman Stryjski, Supervisory Board Deputy Chairman, on the performance of  
his duties in the financial year 2022**

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 – Deputy Chairman, on the performance of his duties in the period from 1 January 2022 to 31 December 2022.

**§ 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 2022 to 31 December 2022, including as Supervisory Board Deputy Chairman from 1 January 2022 to 24 June 2022 and from 6 July 2022 to 13 December 2022, 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 12 June 2023**

**to discharge Mr. Mariusz Pliszka, Supervisory Board Secretary, on the performance of his  
duties in the financial year 2022**

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 2022 to 31 December 2022, including as Supervisory Board Secretary from 6 July 2022 to 31 December 2022.

**§ 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 2022 to 31 December 2022, including as Supervisory Board Secretary from 6 July 2022 to 31 December 2022, 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 12 June 2023**

**to discharge Mr. Michał Jaciubek, Supervisory Board Secretary, on the performance of his  
duties in the financial year 2022**

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 2022 to 24 June 2022.

**§ 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 2022 to 24 June 2022, 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 12 June 2023**

**to discharge Mr. Łukasz Ciołko, Supervisory Board Member, on the performance of his duties  
in the financial year 2022**

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. Łukasz Ciołko, Supervisory Board Member, on the performance of his duties in the period from 16 September 2022 to 31 December 2022.

**§ 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. Łukasz Ciołko served as Supervisory Board Member in the period from 16 September 2022 to 31 December 2022, 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 12 June 2023**

**to discharge Mr. Mariusz Damasiewicz, Supervisory Board Member, on the performance of his  
duties in the financial year 2022**

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 Damasiewicz, Supervisory Board Member, on the performance of his duties in the period from 25 June 2022 to 31 December 2022.

**§ 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 Damasiewicz served as Supervisory Board Member in the period from 25 June 2022 to 31 December 2022, 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 12 June 2023**

**to discharge Ms. Aneta Kordowska, Supervisory Board Member, on the performance of her  
duties in the financial year 2022**

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. Aneta Kordowska, Supervisory Board Member, on the performance of her duties in the period from 18 November 2022 to 31 December 2022.

**§ 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. Aneta Kordowska served as Supervisory Board Member in the period from 18 November 2022 to 31 December 2022, 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 12 June 2023**

**to discharge Mr. Paweł Korobłowski, Supervisory Board Member, on the performance of his  
duties in the financial year 2022**

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 2022 to 18 November 2022.

**§ 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 2022 to 18 November 2022, 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 12 June 2023**

**to discharge Mr. Radosław Kwaśnicki, Supervisory Board Member, on the performance of his  
duties in the financial year 2022**

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. Radosław Kwaśnicki, Supervisory Board Member, on the performance of his duties in the period from 1 January 2022 to 31 August 2022.

**§ 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. Radosław Kwaśnicki served as Supervisory Board Member in the period from 1 January 2022 to 31 August 2022, 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 12 June 2023**

**to discharge Mr. Tomasz Lis, Supervisory Board Member,  
on the performance of his duties in the financial year 2022**

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 Lis, Supervisory Board Member, on the performance of his duties in the period from 1 January 2022 to 31 December 2022.

**§ 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 Lis served as Supervisory Board Member in the period from 1 January 2022 to 31 December 2022, 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 12 June 2023**

**to discharge Mr. Paweł Łącki, Supervisory Board Member, on the performance of his duties in  
the financial year 2022**

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 Łącki, Supervisory Board Member, on the performance of his duties in the period from 18 November 2022 to 31 December 2022.

**§ 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 Łącki served as Supervisory Board Member in the period from 18 November 2022 to 31 December 2022, 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 12 June 2023**

**to discharge Mr. Maciej Mazur, Supervisory Board Member, on the performance of his duties in  
the financial year 2022**

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 2022 to 24 June 2022.

**§ 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 2022 to 24 June 2022, 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 12 June 2023**

**to discharge Mr. Piotr Mirkowski, Supervisory Board Member, on the performance of his duties  
in the financial year 2022**

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 2022 to 24 June 2022.

**§ 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 2022 to 24 June 2022, 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 12 June 2023**

**to discharge Mr. Mariusz Romańczuk, Supervisory Board Member, on the performance of his  
duties in the financial year 2022**

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 Romańczuk, Supervisory Board Member, on the performance of his duties in the period from 25 June 2022 to 31 December 2022.

**§ 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 Romańczuk served as Supervisory Board Member in the period from 25 June 2022 to 31 December 2022, 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 12 June 2023**

**to discharge Ms. Dorota Szymanek, Supervisory Board Member, on the performance of her  
duties in the financial year 2022**

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. Dorota Szymanek, Supervisory Board Member, on the performance of her duties in the period from 1 January 2022 to 11 July 2022.

**§ 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. Dorota Szymanek served as Supervisory Board Member in the period from 1 January 2022 to 11 July 2022, 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 12 June 2023**

**to discharge Mr. Piotr Zborowski, Supervisory Board Member, on the performance of his duties  
in the financial year 2022**

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 Zborowski, Supervisory Board Member, on the performance of his duties in the period from 18 November 2022 to 31 December 2022.

**§ 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 Zborowski served as Supervisory Board Member in the period from 18 November 2022 to 31 December 2022, 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 12 June 2023**

**to issue an opinion on the document entitled “*Report on Remuneration of ENEA S.A.  
Management Board and Supervisory Board Members in 2022*”**

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 Remuneration 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 2022*” in the wording adopted by Resolution No. 37/XI/2023 of the ENEA S.A. Supervisory Board of 26 April 2023.

**§ 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 Remuneration Report. Such resolution is of an advisory nature.

By Resolution No. 37/XI/2023 of 26 April 2023, the ENEA S.A. Supervisory Board adopted the document entitled “*Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2022*”. The certified auditor has verified that the Remuneration Report includes all information required under Article 90g(1)-(5) and (8) of the Act on Public Offerings. In the “*Independent auditor’s report on the assurance engagement regarding the evaluation of the Remuneration Report*,” the auditor stated that the Remuneration 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 Ordinary General Meeting, the Remuneration Report will be uploaded to the website [www.enea.pl](http://www.enea.pl), where it will be available free of charge 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 2022*”.