

Draft resolutions

**of the Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań
convened for 30 January 2024**

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**

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
ENE A Spółka Akcyjna with its registered office in Poznań
on
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 a resolution to accept the amendments to the Statute of ENEA S.A. – which have received a favorable opinion from the Supervisory Board – concerning the rules and procedure for electing employees' representatives to the Company's Management Board and Supervisory Board.
- 6) Adopt a resolution to accept the amendments to the Statute of ENEA S.A. – which have received a favorable opinion from the Supervisory Board – concerning the powers of corporate bodies and issues of a clarifying and housekeeping nature.
- 7) Adopt a resolution on claims to remedy damage caused in the performance of management or supervision duties.
- 8) Adopt resolutions on changes in the composition of the Supervisory Board.
- 9) Adopt a resolution on covering the expenses incurred to hold the Extraordinary General Meeting.
- 10) Present information on the outcome of the recruitment procedure for the position of ENEA S.A. Management Board Member for Commercial Matters, which was conducted from 21 June 2023 to 6 July 2023.
- 11) 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**

to amend the Company's Statute with regard to the rules and procedure for electing employees' representatives to the Company's Management Board and Supervisory Board

The Extraordinary Shareholder Meeting of Enea S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

§ 1

The Company's Statute shall be amended as follows:

1) § 14(2) of the Company's Statute shall be given the following new wording:

"2. A candidate for a Management Board member elected by employees is deemed to be the person who receives an absolute majority of validly cast votes in the election. The voting outcome will be binding on the body authorized to appoint members of the Management Board, provided that at least 50% of all employees participate in the election."

2) § 14(6) of the Company's Statute shall be given the following new wording:

"6. The Supervisory Board adopts the rules and regulations for holding elections, including the detailed rules and procedure for appointing and dismissing Management Board members elected by employees and for holding supplementary elections."

3) § 14(7) of the Company's Statute shall be given the following new wording:

"7. The following rules and procedure for appointing and dismissing Management Board members elected by employees and for holding supplementary elections are hereby established:

- 1) A candidate may be a person who fulfills the requirements set forth in generally applicable laws and who is proposed in accordance with the procedure provided for in § 14(7)(2).
- 2) The right to propose candidates is vested in any trade union organization operating in the Company or in any group of at least 300 employees. An employee may support only a single candidate.
- 3) (Repealed)
- 4) In the event of failure to elect the respective member in accordance with § 14(2), a second round of the election will be held with the two candidates who received the largest number of votes in the first round.
- 5) The second round of election will be conducted in accordance with the procedure established for the first round.
- 6) After determining the final outcome of the election, the Chief Election Commission will assert the validity of the election and then make the pertinent announcement and forward the election documentation to the Supervisory Board.
- 7) Promptly upon receipt of the election documentation, the Supervisory Board will appoint the Management Board member elected by employees."

4) § 23 of the Company's Statute shall be given the following new wording:

“§ 23

1. The employees of the Company and its Subsidiaries are entitled to elect Supervisory Board members in the manner set out by the prevailing provisions of law, including the provisions of the Act on Commercialization and Certain Employee Rights.
2. The provisions of § 14, § 15 and § 16 apply to the election and dismissal of Supervisory Board members referred to in item 1 and to the holding of supplementary elections, as the case may be, provided that:
 - 1) where the provisions on the election of Supervisory Board members refer to employees, employees of the Company or a trade union organization operating in the Company, this will be construed as employees of the Company and/or its Subsidiaries and trade union organizations operating in the Company or its Subsidiaries, as the case may be,
 - 2) such election should be held within a period of no more than two months after it is called by the Supervisory Board,
 - 3) the outcome of the vote will be binding on the General Meeting regardless of the number of employees participating in the vote,
 - 4) an employee may vote for as many candidates as there are Supervisory Board members to be elected in the respective election,
 - 5) in the event of failure to elect all or some of the Supervisory Board members in the first round, a second round of the election will be held,
 - 6) the second round will be attended by two candidates – for each of the vacant seats – who received the largest number of votes in the first round,
 - 7) the Supervisory Board members elected by employees in the second round will be considered those candidates who receive the largest number of votes ranked from the top to the place corresponding to the number of vacant mandate seats,
 - 8) the Supervisory Board will call a supplementary election within one month after the Supervisory Board is notified of the occurrence of an event justifying the holding of an election. Such election should be held within two months after they are called by the Supervisory Board.
3. The Supervisory Board adopts the rules and regulations for holding elections, including the detailed rules and procedure for appointing and dismissing Supervisory Board members elected by employees of the Company and its Subsidiaries and for holding supplementary elections.”

§ 2

The Company's Extraordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

§ 3

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

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:

General remarks

With regard to the provisions concerning the election of a representative of employees to the Management Board, the proposed amendments are of a housekeeping or clarifying nature. They do not alter the existing rules as to their substance. The adoption of the proposed amendments will help avoid doubts at the stage of conducting the election process. It should be mentioned that despite the absence of elections to the Company's Management Board at the moment, the rules governing this process are applied accordingly to the conduct of elections for employee representatives to the Supervisory Board.

The proposed amendments have been agreed upon with representatives of the Chief Election Commission which prepared the recent elections for employee representatives to the Supervisory Board and with representatives of the trade unions operating in the ENEA Group.

In reference to item 1

Amendment to § 14(2) of the Company's Statute by giving it a new wording

Current wording:

"2. A Management Board member elected by employees is deemed to be the person who receives an absolute majority of votes cast in the election. The voting outcome will be binding on the body authorized to appoint members of the Management Board, provided that at least 50% of all employees participate in the election."

The proposed new wording:

"2. A candidate for a Management Board member elected by employees is deemed to be the person who receives an absolute majority of validly cast votes in the election. The voting outcome will be binding on the body authorized to appoint members of the Management Board, provided that at least 50% of all employees participate in the election."

The purpose of the proposed amendment is to clarify the status of the person elected by employees in the election and the status of the votes taken into account in determining the voting outcome.

The amendment is intended to clarify that a person elected by employees in an election for a member of the company's Management Board has the status of a candidate for a Management Board member. This is because, in accordance with § 13(2) of the Statute of ENEA S.A., distinct Management Board members or the whole Management Board are appointed and dismissed by the Supervisory Board. A candidate elected by employees in an election becomes a member of the company's Management Board after being appointed to that capacity by the Supervisory Board.

The amendment is also intended to remove any potential doubts that may arise regarding the eligibility of votes counted when determining the voting outcome. It introduces a clarification that the required absolute majority is counted with respect to validly cast votes. It does not alter the existing rules or previous practice;

In reference to item 2

Amendment to § 14(6) of the Company's Statute by giving it a new wording

Current wording:

"6. The Supervisory Board adopts the detailed rules and regulations for appointing and dismissing Management Board members elected by employees and for holding supplementary elections, in accordance with the rules set forth above."

The proposed new wording:

“6. The Supervisory Board adopts the rules and regulations for holding elections, including the detailed rules and procedure for appointing and dismissing Management Board members elected by employees and for holding supplementary elections.”

The purpose of the proposed amendment is to clarify the scope of authorization for the Supervisory Board to issue the rules and regulations for holding elections.

The amendment is intended to clarify the scope of authorization for the Supervisory Board to issue the *Rules and regulations for appointing and dismissing Management Board members elected by employees*. Such rules and regulations are intended to be an elaboration of the Statute, both in terms of the procedure for holding the elections and in terms of clarifying and detailing the rules for conducting them. In order to fulfill this objective, the Statute must provide for appropriate authorization for the Supervisory Board to introduce such regulations, especially as to their scope.

The amendment made at the end of item 6 (deletion of the words “in accordance with...” after the comma) is solely of a housekeeping nature. Because the rules for the election of Management Board members are set forth in the Statute, both above and below this item, it is proposed to delete the phrase “in accordance with the rules set forth above.”

In reference to item 3

Amendment to § 14(7) of the Company’s Statute by giving it a new wording

Current wording:

“7. The following rules and procedure for appointing and dismissing Management Board members elected by employees and for holding supplementary elections are hereby established:

- 1) A candidate may be a person proposed in accordance with the procedure provided for in § 14(7)(2) and (3).
- 2) The right to propose candidates is vested in any trade union organization operating in the Company or in any group of at least 300 employees. An employee may support only a single candidate.
- 3) Candidates must be submitted in writing to the Chief Election Commission no later than 7 days before the scheduled voting date.
- 4) In the event of failure to elect the respective member in accordance with § 14(2), a second round of the election will be held with the two candidates who received the largest number of votes in the first round.
- 5) The second round of election will be conducted in accordance with the procedure established for the first round, taking into account the changes resulting from § 14(7)(4).
- 6) After determining the final outcome of the election, the Chief Election Commission will assert the validity of the election and then make the pertinent announcement and forward the election documentation to the Supervisory Board.
- 7) Promptly upon receipt of the election documentation, the Supervisory Board will appoint the Management Board member elected by employees.

The proposed new wording:

“7. The following rules and procedure for appointing and dismissing Management Board members elected by employees and for holding supplementary elections are hereby established:

- 1) A candidate may be a person who fulfills the requirements set forth in generally applicable laws and who is proposed in accordance with the procedure provided for in § 14(7)(2).*
- 2) The right to propose candidates is vested in any trade union organization operating in the Company or in any group of at least 300 employees. An employee may support only a single candidate.*
- 3) (Repealed)*

- 4) *In the event of failure to elect the respective member in accordance with § 14(2), a second round of the election will be held with the two candidates who received the largest number of votes in the first round.*
- 5) *The second round of election will be conducted in accordance with the procedure established for the first round.*
- 6) *After determining the final outcome of the election, the Chief Election Commission will assert the validity of the election and then make the pertinent announcement and forward the election documentation to the Supervisory Board.*
- 7) *Promptly upon receipt of the election documentation, the Supervisory Board will appoint the Management Board member elected by employees."*

Description of the proposed amendments to § 14 of the Statute:

1. § 14(7)(1) – adding the requirement to fulfill the prerequisites arising from generally applicable laws.

The amendment proposed in item 1 is of a clarifying nature. It does not introduce any substantive changes, but merely confirms the existing legal requirement. In connection with the deletion in § 14(7)(3), a proper correction of the reference is made in this provision.

2. § 14(7)(3) – shift of the subject matter of the time limit for submitting candidates to the rules and regulations for electing employee representatives.

It is proposed to repeal item 3, which specifies the time limit for submitting candidates to the Chief Election Commission, because this matter too detailed to be governed by the Statute. Moving this provision to the *Rules and regulations for appointing and dismissing Management Board members elected by employees* (clearly, in the event of a need for an election to this body) and, by analogy, to the *Rules and regulations for appointing and dismissing ENEA S.A. Supervisory Board members elected by employees* will permit greater flexibility for possible changes, if only in terms of the length of the time limit, should such a need arise.

3. § 14(7)(4) through (7) – housekeeping amendments.

The amendments proposed in items 4 through 7 are of a housekeeping nature. The amendment proposed in item 5 is intended to remove a provision that is unnecessary from a legislative point of view and may be misleading.

In reference to item 4

Amendment to § 23 of the Company's Statute by giving it a new wording

Current wording:

“§ 23

1. The employees of the Company and its Subsidiaries are entitled to elect Supervisory Board members in the manner set out by the prevailing provisions of law, including the provisions of the Act on Commercialization and Certain Employee Rights.
2. The Supervisory Board calls the election of Supervisory Board members. To this extent, § 14 and § 15 apply correspondingly, provided that, where these provisions refer to employees, employees of the Company or a trade union organization operating in the Company, this will be construed as employees of the Company and/or its Subsidiaries and trade union organizations operating in the Company or its Subsidiaries, as the case may be.
3. The Supervisory Board adopts the Rules and Regulations for Holding Elections, including the detailed procedure for appointing and dismissing Supervisory Board members elected by employees of the Company and its Subsidiaries.
4. The provisions of § 16 apply correspondingly to the dismissal of a Supervisory Board member elected by employees of the Company and its Subsidiaries, provided that, where these provisions refer to employees or employees of the Company, this will be construed as employees of the Company and/or its Subsidiaries.”

The proposed new wording:

“§ 23

- 1. The employees of the Company and its Subsidiaries are entitled to elect Supervisory Board members in the manner set out by the prevailing provisions of law, including the provisions of the Act on Commercialization and Certain Employee Rights.*
- 2. The provisions of § 14, § 15 and § 16 apply to the election and dismissal of Supervisory Board members referred to in item 1 and to the holding of supplementary elections, as the case may be, provided that:
 - 1) where the provisions on the election of Supervisory Board members refer to employees, employees of the Company or a trade union organization operating in the Company, this will be construed as employees of the Company and/or its Subsidiaries and trade union organizations operating in the Company or its Subsidiaries, as the case may be,*
 - 2) such election should be held within a period of no more than two months after it is called by the Supervisory Board,*
 - 3) the outcome of the vote will be binding on the General Meeting regardless of the number of employees participating in the vote,*
 - 4) an employee may vote for as many candidates as there are Supervisory Board members to be elected in the respective election,*
 - 5) in the event of failure to elect all or some of the Supervisory Board members in the first round, a second round of the election will be held,*
 - 6) the second round will be attended by two candidates – for each of the vacant seats – who received the largest number of votes in the first round,*
 - 7) the Supervisory Board members elected by employees in the second round will be considered those candidates who receive the largest number of votes ranked from the top to the place corresponding to the number of vacant mandate seats,*
 - 8) the Supervisory Board will call a supplementary election within one month after the Supervisory Board is notified of the occurrence of an event justifying the holding of an election. Such election should be held within two months after they are called by the Supervisory Board.**
- 3. The Supervisory Board adopts the rules and regulations for holding elections, including the detailed rules and procedure for appointing and dismissing Supervisory Board members elected by employees of the Company and its Subsidiaries and for holding supplementary elections.”*

Description of the proposed amendments to § 23 of the Statute:

1. Introduction to § 23(2) and § 23(2)(1) – housekeeping amendments.

The proposed amendment contained in the introduction to item 2 is of a housekeeping nature. No change is made to the rule according to which the provisions of the Statute governing the election of Management Board members elected by employees apply accordingly to elections to the Supervisory Board unless regulated directly by provisions pertaining specifically to the latter. The amendments consist, in particular, but without limitation, of making the existing wording of the introduction to § 23(2) more consistent with other provisions by including the content of the existing item 4.

2. § 23(2)(2) – extending the period in which elections must be held.

The amendment proposed in item 2(2) is intended at extending the period within which an election to the Supervisory Board must be held, from the current one month to two months from the date the election is called by the Supervisory Board. This is one of the main requests made by the Chief Election Commission, arising from the experience of holding recent elections and problems of an organizational and logistical nature that emerged in the process.

3. § 23(2)(3) – abandoning the turnout requirement.

The amendment proposed in item 3 is the second key request made by the Chief Election Commission. Its purpose is to abandon the 50% turnout requirement, as previously adopted for the validity of elections. A minimum of 50% of eligible voters had to participate in the first round of elections for the outcome to be binding on the company's corporate bodies. In accordance with the trade unions' request, it is proposed to completely abandon this requirement for elections to the Supervisory Board. Elections to the Supervisory Board differ from elections to the Management Board in that they are held throughout the corporate group. During the most recent Supervisory Board election, difficulties in securing the required turnout resulted in the need to repeat the election twice. In a situation where the owner's will is to ensure that employees have their representatives on the Supervisory Board, maintaining the turnout requirement only makes it necessary to repeat the whole election process several times.

4. § 23(2)(4) through (6) – clarifying and housekeeping amendments.

The amendments proposed in items 4–6 are clarifying and housekeeping in nature and as such they do not alter the current practice of conducting the election process.

5. § 23(2)(7) – amendment to abandon the requirement for an absolute majority of votes in the second round of voting.

The amendment is a tool aimed at streamlining the process of electing employee representatives to the Supervisory Board. Maintaining the requirement for an absolute majority of votes in the second round of elections hinders the efficient conduct of the process and leads directly to the need to repeat the whole election process.

6. § 23(2)(8) – extension of the time limit for holding supplementary elections.

The amendment proposed in item 8 is related to the amendment in item 2 and introduces an extension of the time limit for holding supplementary elections from one to two months from the date they are called by the Supervisory Board.

7. § 23(3) – clarification of the scope of authorization for the Supervisory Board to issue the rules and regulations for holding elections.

The amendment is intended to clarify the scope of authorization for the Supervisory Board to issue the Rules and regulations for appointing and dismissing Supervisory Board members elected by employees. Such rules and regulations are intended to be an elaboration of the Statute, both in terms of the procedure for holding the elections and in terms of clarifying and detailing the rules for conducting them. In order to fulfill this objective, the Statute must provide for appropriate authorization for the Supervisory Board to introduce such regulations, especially as to their scope.

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**

to make amendments to the Company's Statute regarding the powers of corporate bodies and issues of a clarifying and housekeeping nature

The Extraordinary Shareholder Meeting of Enea S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

§ 1

The Company's Statute shall be amended as follows:

1) § 11(2)(1) of the Company's Statute shall be given the following new wording:

"1) adopting the rules and regulations of organizational units and the Company's organizational rules and regulations, subject to the approval of the Company's organizational rules and regulations by the Supervisory Board,"

2) § 11(2)(13) of the Company's Statute shall be given the following new wording:

"13) matters the resolution of which is requested by the Management Board from the Supervisory Board or General Meeting,"

3) § 13(7) of the Company's Statute shall be repealed in full

4) § 20(3)(3)(b) of the Company's Statute shall be given the following new wording:

"b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"

5) § 20(3)(4) of the Company's Statute shall be given the following new wording:

"4) any instance of leasing, renting, borrowing, usufructing or otherwise using a non-current asset, except for real estate, on the basis of one or more legal acts for a period of twelve consecutive months, with the value of rent for the period of twelve consecutive months exceeding the equivalent of PLN 20,000,000,"

6) § 20(3)(11)(b) of the Company's Statute shall be given the following new wording:

"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"

7) § 20(3)(12)(b) of the Company's Statute shall be given the following new wording:

"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"

8) § 20(5)(5) of the Company's Statute shall be given the following new wording:

"5) in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, the consent of the Supervisory Board is required to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:

- a. (Repealed)
- b. amending the company's articles of association or articles of partnership and the company's line of business,
- c. merger, transformation, demerger, dissolution or liquidation of the company,
- d. increase or decrease of the company's share capital,
- e. sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,
- f. retirement of shares,
- g. rules for setting the compensation of members of management boards and supervisory boards,
- h. decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,
- i. as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property."

9) § 27(1) of the Company's Statute shall be given the following new wording:

"1. The Supervisory Board adopts its resolutions by open ballot unless otherwise provided for by law. The Supervisory Board may adopt resolutions following the written procedure or via remote means of direct communication."

10) § 28(2) of the Company's Statute shall be given the following new wording:

"2. Supervisory Board members should specify the reasons for their absence from a meeting in writing. Justification of the absence of a member of the Supervisory Board requires the adoption of a resolution by the Supervisory Board."

11) § 40(5) of the Company's Statute shall be given the following new wording:

"5. Whenever the Statute refers to a "Material Subsidiary", it shall be construed to mean a Subsidiary in which the book value of the Company's interest as shown in the Company's most recently approved financial statements is greater than 10% (ten percent) of the Company's equity."

12) § 40(7) of the Company's Statute shall be given the following new wording:

"7 Whenever the Statute refers to a "Subsidiary", it shall be construed to mean a subsidiary of the Company within the meaning of Article 3(1)(39) of the Accounting Act of 29 September 1994."

§ 2

The Company's Extraordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

§ 3

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

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 reference to item 1

Amendment to § 11(2)(1) of the Company's Statute by giving it a new wording

Current wording:

"1) adopting the Company's organizational rules and regulations, subject to their approval by the Supervisory Board,"

The proposed new wording:

"1) *adopting the rules and regulations of organizational units and the Company's organizational rules and regulations, subject to the approval of the Company's organizational rules and regulations by the Supervisory Board,*"

The purpose of the proposed amendment is to expand the catalog of matters that require a Resolution of the Management Board to include the adoption of the rules and regulations of organizational units.

The Rules and Regulations of Organizational Units of ENEA S.A. define the internal organizational structure of the Departments and Offices existing within ENEA S.A. and the detailed scopes of tasks within the structure of the Company's enterprise, as well as the responsibility and authority of management, constituting one of the most significant internal normative acts adopted by the Company. The proposed amendment is intended to reflect the relevance of this set of regulations and to make the procedure for its adoption more consistent with the established order pertaining to the related organizational rules and regulations of the Company's enterprise.

In reference to item 2

Amendment to § 11(2)(13) of the Company's Statute by giving it a new wording

Current wording:

"13) matters the resolution of which is requested by the Management Board from the Supervisory Board or General Meeting."

The proposed new wording:

"13) *matters the resolution of which is requested by the Management Board from the Supervisory Board or General Meeting,*"

Editorial correction to replace the period with a comma at the end of the sentence.

In reference to item 3

Amendment to repeal in its entirety § 13(7) of the Company's Statute

Current wording:

"7. The Supervisory Board will notify shareholders about the outcome of the recruitment procedure and make the recruitment procedure report available to them."

The proposed new wording:

"7. *(Repealed).*"

The proposed amendment is to repeal § 13(7), according to which the Supervisory Board notifies shareholders about the outcome of the recruitment procedure for a Management Board Member and makes the recruitment procedure report available to them.

ENEA S.A. is a company that is listed and public. In accordance with § 5(5) of the Finance Minister's Regulation of 29 March 2018 on the Current and Periodic Information Transmitted by Securities Issuers

and the Conditions for Recognizing the Information Required by the Regulations of a Non-Member State as Equivalent, the Issuer is required to provide information in the form of a current report on the appointment of a managing or supervising person. At the same time, in accordance with § 10 of the said Regulation, in the case referred to in § 5(5), the current report must contain the following:

- 1) date of appointment of the managing or supervising person;
- 2) name of the appointed managing or supervising person;
- 3) identification of the function assigned in the issuer's company;
- 4) education, qualifications and positions held prior along with a description of professional career;
- 5) indication of another activity performed outside of the issuer's company, including an evaluation of whether such activity is competitive to the issuer's business and indication whether the person participates in a competitive business as a partner in a civil law company, partnership or corporation, or participates in any other competitive legal person as a member of its corporate body;
- 6) information on registration of the appointed managing or supervising person in the Register of Insolvent Debtors kept pursuant to the National Court Register Act.

Accordingly, the notification of the outcome of the recruitment procedure must be made promptly upon appointment of the Management Board member. The existing provision of the Statute does not ensure such promptness, because the pertinent notification under this provision is made only at the first General Meeting following the appointment of the Management Board Member;

In reference to item 4

Amendment to § 20(3)(3)(b) of the Company's Statute by giving it a new wording

Current wording:

"b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent financial statements,"

The proposed new wording:

"b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"

The proposed amendment clarifies the reference to the most recent financial statements by adding the word "approved."

The proposed amendment is made for clarification purposes and is based on the wording of Article 17(1)(2)(b) of the Act on the Rules for Managing State Property.

In reference to item 5

Amendment to § 20(3)(4) of the Company's Statute by giving it a new wording

Current wording:

"4) any instance of leasing, renting, borrowing, usufructing or otherwise using a non-current asset, except for real estate, on the basis of one or more legal acts for a period of twelve consecutive months, with the value of rent for the period of twelve consecutive months exceeding the equivalent of PLN 20,000,000, ,"

The proposed new wording:

"4) any instance of leasing, renting, borrowing, usufructing or otherwise using a non-current asset, except for real estate, on the basis of one or more legal acts for a period of twelve consecutive months, with the value of rent for the period of twelve consecutive months exceeding the equivalent of PLN 20,000,000,"

Editorial correction to remove the unnecessary comma at the end of the sentence.

In reference to item 6

Amendment to § 20(3)(11)(b) of the Company's Statute by giving it a new wording

Current wording:

"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent financial statements,"

The proposed new wording:

"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"

The proposed amendment clarifies the reference to the most recent financial statements by adding the word "approved."

The proposed amendment is made for clarification purposes and is based on the wording of Article 17(1)(3)(b) of the Act on the Rules for Managing State Property.

In reference to item 7

Amendment to § 20(3)(12)(b) of the Company's Statute by giving it a new wording

Current wording:

"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent financial statements,"

The proposed new wording:

"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"

The proposed amendment clarifies the reference to the most recent financial statements by adding the word "approved."

The proposed amendment is made for clarification purposes and is based on the wording of Article 17(1)(4)(b) of the Act on the Rules for Managing State Property.

In reference to item 8

Amendment to § 20(5)(5) of the Company's Statute by giving it a new wording

Current wording:

"5) in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, the consent of the Company's Supervisory Board is required to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:

- a. the company setting up another company,
- b. amending the company's articles of association or articles of partnership and the company's line of business,
- c. merger, transformation, demerger, dissolution or liquidation of the company,
- d. increase or decrease of the company's share capital,
- e. sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,
- f. retirement of shares,
- g. rules for setting the compensation of members of management boards and supervisory boards,
- h. decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,

- i. as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property, subject to § 11(5)."

The proposed new wording:

- "5) *in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, the consent of the Supervisory Board is required to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:*
- a. *(Repealed)*
 - b. *amending the company's articles of association or articles of partnership and the company's line of business,*
 - c. *merger, transformation, demerger, dissolution or liquidation of the company,*
 - d. *increase or decrease of the company's share capital,*
 - e. *sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,*
 - f. *retirement of shares,*
 - g. *rules for setting the compensation of members of management boards and supervisory boards,*
 - h. *decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,*
 - i. *as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property."*

The proposed amendments involve:

1. removal from the powers of the Supervisory Board the need to consent to the determination of voting rights at the General Meeting or at the General Meeting a Material Subsidiary in a matter concerning the incorporation by the company of another company (repealing § 20(5)(5)(a)).

The removal of this provision is intended to standardize the levels of corporate consents across the ENEA Group. ENEA S.A. establishes companies without the consent of the ENEA S.A. Supervisory Board, and the acquisition of shares by ENEA S.A. requires the approval of the Supervisory Board only if the value of such shares is equal to or greater than PLN 20 million (in accordance with §20(3)(11) of the Statute). For this reason, the authorization provided for in item 5 does not correspond to the level of involvement of the Supervisory Board pertaining to Group companies;

2. removal from § 20(5)(5)(i) of the phrase: "subject to § 11(5)".

Pursuant to § 11(5) of the Statute, in the companies for which the Company is the parent entity within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection in conjunction with Article 17(7), Article 18(2), Article 20 and Article 23, taking into account Articles 18a and 23a of the Act on the Rules for Managing State Property, the Management Board is required to introduce the rules prescribed by the Act on Rules for Managing State Property. § 11(5) of the Statute is not closely related to § 20(5)(5)(i) of the Statute according to which the Supervisory Board's powers include consenting to the determination of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in matters referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property. Leaving the said stipulation in the text may generate certain doubts as to the proper interpretation;

3. standardization of the reference to the Supervisory Board in the introduction to item 5.

In reference to item 9

Amendment to § 27(1) of the Company's Statute by giving it a new wording

Current wording:

- "1. The Supervisory Board adopts its resolutions by open ballot. A secret ballot may be conducted at the request of a Supervisory Board member and in votes on personal matters. The Supervisory Board may adopt resolutions in writing or by means of direct remote communication also in matters

for which the company's Statute provides for a secret ballot unless an objection is made by any Supervisory Board Member."

The proposed new wording:

"1. The Supervisory Board adopts its resolutions by open ballot unless otherwise provided for by law. The Supervisory Board may adopt resolutions following the written procedure or via remote means of direct communication."

The purpose of the proposed amendment is to clarify the principle of open ballot – the Supervisory Board adopts its resolutions by open ballot unless otherwise provided for by law.

ENEA S.A is a company that is listed and public, guided by the rules set forth in the set of practices defined by Giełda Papierów Wartościowych S.A. On 29 March 2021, the Supervisory Board of the Warsaw Stock Exchange passed a resolution on adopting the "Best Practice for WSE Listed Companies 2021" (DPSN 2021). Pursuant to Principle 2.4 of DPSN 2021, "The supervisory board and the management board vote in an open ballot unless otherwise required by law." The law does not formulate categories of matters on which the Supervisory Board is required to adopt resolutions by secret ballot. The adoption of the proposed amendment will necessitate amendments to the Rules and Regulations of the Supervisory Board permitting voting by secret ballot.

In reference to item 10

Amendment to § 28(2) of the Company's Statute by giving it a new wording

Current wording:

"2. Supervisory Board members should specify the reasons for their absence from a meeting in writing. Excusing the absence of a Supervisory Board Member requires a resolution of the Board."

The proposed new wording:

"2. Supervisory Board members should specify the reasons for their absence from a meeting in writing. Justification of the absence of a member of the Supervisory Board requires the adoption of a resolution by the Supervisory Board."

The proposed amendment is housekeeping in nature and consists of adding the word "Supervisory" before the word "Board".

In reference to item 11

Amendment to § 40(5) of the Company's Statute by giving it a new wording

Current wording:

"5. Whenever the Statute refers to a "Material Subsidiary", it shall be construed to mean a Subsidiary in which the book value of the Company's interest as shown in the Company's most recently audited financial statements is greater than 10% (ten percent) of the Company's equity."

The proposed new wording:

"5. Whenever the Statute refers to a "Material Subsidiary", it shall be construed to mean a Subsidiary in which the book value of the Company's interest as shown in the Company's most recently approved financial statements is greater than 10% (ten percent) of the Company's equity."

The proposed amendment is clarifying in nature and replaces the word: "audited" with the word "approved" in the wording concerning the most recent financial statements.

In reference to item 12

Amendment to § 40(7) of the Company's Statute by giving it a new wording

Current wording:

"7 Whenever the Statute refers to a "Subsidiary", it shall be construed to mean a subsidiary of the Company within the meaning of Article 3(1)(39) of the Accounting Act of 19 July 2016."

The proposed new wording:

"7 Whenever the Statute refers to a "Subsidiary", it shall be construed to mean a subsidiary of the Company within the meaning of Article 3(1)(39) of the Accounting Act of 29 September 1994."

The proposed amendment is clarifying in nature and consists of inserting the correct date of enactment of the Accounting Act.

Draft resolution to item 7 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**

on claims to remedy damage caused in the performance of management or supervision duties

Whereas:

1. The Extraordinary General Meeting of ENEA S.A. ("Company") has become aware of the Company's claims to remedy damage, under Article 483(1) of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), caused in the performance of management or supervision duties, which the Company suffered in connection with its investment in the Ostrołęka C power unit, against the following persons:
 - a) Mirosław Kowalik,
 - b) Piotr Adamczak,
 - c) Zbigniew Piętka,
 - d) Piotr Olejniczak,
 - e) Stanisław Hebda,
 - f) Roman Stryjski,
 - g) Paweł Korobłowski,
 - h) Ireneusz Kulka,
 - i) Paweł Jabłoński,
 - j) Towarzystwo Ubezpieczeń Wzajemnych Polski Zakład Ubezpieczeń Wzajemnych,
2. pursuant to Article 393(2) of the Commercial Company Code, a resolution of the General Meeting is required to make a decision on claims to remedy damage caused in the performance of management or supervision duties;

acting pursuant to Article 393(2) of the Commercial Company Code, the Company's Extraordinary General Meeting hereby resolves as follows:

§ 1

1. The Company's Extraordinary General Meeting consents to the pursuit of claims, in particular under Article 483(1) of the Commercial Company Code, caused in the performance of management or supervision duties, which the Company suffered in connection with its investment in the Ostrołęka C power unit, against the following persons:
 - a) Mirosław Kowalik,
 - b) Piotr Adamczak,
 - c) Zbigniew Piętka,
 - d) Piotr Olejniczak,
 - e) Stanisław Hebda,
 - f) Roman Stryjski,
 - g) Paweł Korobłowski,
 - h) Ireneusz Kulka,
 - i) Paweł Jabłoński,
 - j) Towarzystwo Ubezpieczeń Wzajemnych Polski Zakład Ubezpieczeń Wzajemnych,both jointly from all of the said persons and from each of them separately or from only some of them.
2. The consent to pursue the claims referred to in item 1 above includes, in particular:
 - a) ex-post consent to file a lawsuit for payment on 28 December 2023, pursuant to Article 17(2) of the Commercial Company Code;

- b) seeking payment under D&O policies;
- c) issuing a call for a settlement attempt;
- d) initiating mediation;
- e) entering into a settlement before a court or mediator;
- f) taking any other action that may prove necessary or expedient for the purpose of pursuing, establishing, satisfying or securing the Company's claims, as referred to above.

§ 2

The Company's Management Board is hereby authorized to take all actions necessary in connection with the pursuit of the claims referred to in § 1.

§ 3

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:

1. Investment in the Ostrołęka C power unit

On 8 December 2016, ENEA S.A. (hereinafter: "Company"), Energa S.A. (hereinafter: "Energa") and Elektrownia Ostrołęka S.A. (hereinafter: "SPV") entered into an Investment Agreement (hereinafter: "Investment Agreement"), the subject matter of which was to lay down the rules of execution of a project involving the Company's investment in the Ostrołęka C power unit (hereinafter: Project). The Investment Agreement governed, without limitation, issues concerning: (i) ENEA's acquisition of shares in the SPV and transformation of the SPV into a limited liability company, (ii) increase in the SPV's share capital to finance the Project, (iii) stages of investment in the Project, (iv) corporate governance of the SPV, and (v) possibility of ENEA or Energa's exit from the Project. The Investment Agreement did not specify the detailed terms of financing for the whole Project. This issue was supposed to be agreed upon at a later date.

In order to execute the Project, on 12 July 2018, the SPV and the consortium of GE Power sp. z o.o. and ALSTOM Power Systems S.A.S. (hereinafter: EPC Contractor) entered into the "Contract for the Construction of the Ostrołęka C Power Plant with a capacity of approx. 1,000 MW" (hereinafter: Contract) the net value of which was PLN 5,049,729,000.00 (gross value: PLN 6,023,035,000.00).

On 28 December 2018, the Company's Management Board adopted Resolution No. 500/2018 (i) to consent to the Company's representative voting at the General Meeting of the SPV in favor of the resolution to consent to the issuance of a notice to proceed to the EPC Contractor (hereinafter: NTP); and (ii) to enter into agreement with Energa and the SPV terminating the Investment Agreement and laying down the principles of the parties' cooperation in the Project (including, without limitation, by partially addressing the issue of its financing structure – hereinafter: December Agreement). The

resolution was adopted subject to obtaining the consent of the ENEA Supervisory Board for the said actions. It was adopted unanimously.

On the same date, the Company's Management Board requested the Supervisory Board to adopt a resolution to consent to voting at the General Meeting of the SPV in favor of the resolution to consent to the issuance of the NTP and to consent to the execution, by the Company's Management Board, of the said agreement with Energa and the SPV.

By Resolution No. 94/IX/2018 of 28 December 2018, the Company's Supervisory Board consented to the following:

- (i) voting by the Company's representative at the Extraordinary General Meeting of the SPV in favor of the resolution to consent to the issuance of the NTP, subject to the prior execution of the said December Agreement;
- (ii) execution, by the ENEA Management Board, of the December Agreement with Energa and the SPV, laying down the principles of the parties' cooperation in the Project, including the termination of the Investment Agreement.

On the same date, that is on 28 December 2018, an Extraordinary General Meeting of the SPV was held, during which a resolution was adopted to consent to the issuance of the NTP to the EPC Contractor. As a result, the SPV's Management Board issued the NTP to the EPC Contractor on 28 December 2018.

ENEA and Energa, in view of the need to establish a framework for cooperation in the Project and to provide the SPV with financing (until obtaining financing for the Project from an external source), entered into an agreement on 30 April 2019 (hereinafter: April Agreement). The decision to enter into the April Agreement was made by Resolution No. 184/2019 of the Management Board of 30 April 2019 (all members of the Management Board voted in favor of the resolution). It confirmed that the Shareholders recognized the need to obtain partial external financing for the Project and were holding discussions on the target structure and form of financing for the Project, while declaring their willingness to provide the SPV with the necessary funds to execute the Project, in an amount consistent with the provisions of the December Agreement. It was also decided that in order to execute the Project in accordance with the approved schedule and to avoid any breach of the Contract with the EPC Contractor, it was necessary to promptly provide the SPV with funds for the execution of the Project, with the understanding that in 2019–2020 the funds for the execution of the Project will be provided by Energa, and then, starting from 2021, also by the Company.

At the end of 2019 and in the first quarter of 2020, several independent circumstances arose that ultimately, in the opinion of the Company, Energa and the SPV, justified the suspension of the Project, as a consequence of which, on 13 February 2020, the Company and Energa entered into an agreement to suspend the financing of the Project. In connection with the execution of the said agreement, the SPV, in accordance with Article 39 of the Contract, on 14 February 2020, issued an order to the EPC Contractor to suspend the performance of all obligations under the Contract.

On 2 June 2020, the Company, Energa and PKN Orlen S.A. entered into an agreement laying down the key principles for the continued construction of the Ostrołęka generating unit, taking into account the change of power source to gaseous fuel. On 22 December 2020, the Company, Energa and the SPV entered into an agreement on cooperation in the demerger of the SPV. Under the agreement, the Company confirmed its decision to refrain from participating in the gas-fired project, and the other parties agreed to such a decision by the Company. It was agreed that the issue of mutual settlements between the parties would be resolved in a separate agreement.

On the same date, the Company and Energa entered into an agreement on cooperation in settling the Ostrołęka C Power Plant construction project, dated 22 December 2020, which confirmed the Company's decision to refrain from participating in the Project to be executed by following the gas-fired concept. In the agreement, the parties agreed that the Investment Costs (as defined in the Settlement Agreement) would be borne equally by ENEA and Energa, with no more than PLN 620,000,000.00 by each of them.

In 2021, the Supreme Audit Office (hereinafter: Supreme Audit Office or NIK) conducted an audit at the Company on the performance of tasks by Energa and the Company in connection with the execution of

the Project. The audit ended with the issuance of a report by the Supreme Audit Office. The Supreme Audit Office's audit report entitled "1/21/001/KST – Performance of tasks by Energa SA and ENEA SA in the process of investment in the Ostrołęka C power unit," is available on the Supreme Audit Office's website (link to download the document: <https://www.nik.gov.pl/kontrol/wyniki-kontroli-nik/pobierz,kst~i 21 001 202202091559361644418776~id1~01,typ,kj.pdf>).

The report of the Supreme Audit Office pointed to two major areas of irregularity in the actions taken by the Company in connection with the Project. Specifically:

- (i) first, it was pointed out that the Company's corporate bodies consented to the issuance of the NTP by the SPV in a situation where full financing of the Project was not assured, and the Company's Management Board was aware of the existing gap in financing the Project, caused by the limited participation of the SPV's shareholders in the Project's budget and the difficulties in attracting an external investor;
- (ii) second, it was indicated that the Company had improperly managed the risks associated with the Project, including in particular the risk of failure to achieve the economic objective of the planned construction of the Ostrołęka C power plant; the probability of materialization of this risk was originally estimated at less than 50% (with no indicators defined to assess whether the solutions adopted by the Company served to minimize it), and this estimate was not changed either after 28 December 2018, that is after the Company reduced its participation in the financing of the Project to PLN 1,000,000,000.00 (with the concurrent failure to obtain external financing for the Project), or after 28 January 2019 when the conditions set forth in the December Agreement became unfulfilled (including through the failure to enter into a new investment agreement), or even after 13 February 2020 when the Project was suspended.

In view of the deficiencies described above, the Supreme Audit Office recommended, without limitation, that the Company "take action to pursue liability for damage against the members of the ENEA Management Board who presented to the Company's Supervisory Board, on 28 December 2018, untrue information regarding the Project's financing structure, as a consequence of which the Company's Supervisory Board consented to the issuance of the NTP, which led to the commencement of work resulting in the Company's further involvement and spending of PLN 180.7 million (PLN 180,691,050) to increase the SPV's share capital and PLN 210.9 million (PLN 210,905,700) to grant two loans to the SPV and pay interest to Energa on the acquired receivables arising therefrom.

In connection with the content of the Supreme Audit Office's audit report, a study was prepared at the Company's request to assess the legitimacy of the Company's claims against the members of its corporate bodies in connection with the damage suffered as a result of any actions or omissions of such persons during the term of the Project that were contrary to the law or the provisions of the Company's Statute.

Following an analysis of the case, the Company's legal counsel submitted to the Company a Memorandum of 21 December 2023 the key findings and recommendations of which are as follows:

- (i) The members of the Company's Management Board who voted in favor of issuing the NTP, executing the December Agreement, recapitalizing the SPV on 4 January 2019 and executing the April Agreement, as well as the members of the Company's Supervisory Board who voted in favor of Resolution No. 94/IX/2018 of the Supervisory Board of 28 December 2018 on the consent to issuing the NTP and executing the December Agreement and who voted in favor of recapitalizing the SPV on 4 January 2019, failed to exercise due diligence in the conduct of the Company's affairs or supervision, and therefore their acts or omissions in this regard were out of compliance with the law.
- (ii) The members of the Company's Management Board who voted in favor of executing the April Agreement acted at the same time in breach of the Company's Statute (specifically, § 20(3)(10) of the Company's Statute), as they did not obtain the consent of the Supervisory Board to execute it (see item 62 of the Memorandum).
- (iii) Liability to the Company for consenting to the issuance of the NTP, the execution of the December Agreement and the recapitalization of the SPV on 4 January 2019 is borne jointly and severally by all members of the Management Board and the Supervisory Board who: (i) voted in favor of the relevant resolutions of the Management Board and Supervisory Board enabling the taking of such actions; or (ii) despite having the relevant powers, failed to prevent or oppose the taking of such actions – namely: Mirosław Kowalik, Piotr Adamczak, Zbigniew Piętka, Piotr Olejniczak (members of the Company's Management Board) and Stanisław Hebda, Piotr Mirkowski, Roman

Stryjski, Paweł Koroblowski, Paweł Jabłoński and Ireneusz Kulka (members of the Company's Supervisory Board). In turn, such liability will not be borne by the members of the Company's Supervisory Board who voted against Resolution No. 94/IX/2018 of the Supervisory Board of 28 December 2018 on the consent to issuing the NTP and executing the December Agreement and who voted against the recapitalization of the SPV on 4 January 2019.

- (iv) Liability to the Company related to the execution of the April Agreement is borne jointly and severally by all members of the Company's Management Board who voted in favor of the adoption of Resolution No. 184/2019 of 30 April 2019, which consented to the execution of the April Agreement – that is all members of the Company's Management Board as at the date of the Resolution, specifically: Mirosław Kowalik, Piotr Adamczak, Zbigniew Piętka and Piotr Olejniczak. At the same time, in the opinion of the Law Firm, such liability may not be attributed to the Supervisory Board members.
- (v) It does not follow from the collected information and documents that there are any circumstances indicating the absence of guilt on the part of those members of the Company's Management Board and Supervisory Board who consented to the issuance of the NTP, the execution of the December Agreement, the recapitalization of the SPV on 4 January 2019 and the execution of the April Agreement.

In accordance with the assessment of the Company's legal counsel, in order to determine the value of damage that the Company may pursue, it is necessary to compare its current financial standing with the hypothetical financial standing that may have occurred if, instead of issuing the NTP, executing the December Agreement, recapitalizing the SPV on 4 January 2019 and executing the December Agreement, a decision had been made to discontinue the Project carried out under the coal-fired concept.

The first step in pursuing the claims in question will be the preparation and filing of a lawsuit against the following persons:

- (i) Mr. Mirosław Kowalik,
- (ii) Mr. Piotr Adamczak,
- (iii) Mr. Zbigniew Piętka,
- (iv) Mr. Piotr Olejniczak,
- (v) Mr. Stanisław Hebda,
- (vi) Mr. Roman Stryjski,
- (vii) Mr. Paweł Koroblowski,
- (viii) Mr. Ireneusz Kulka,
- (ix) Mr. Paweł Jabłoński,
- (x) Towarzystwo Ubezpieczeń Wzajemnych Polski Zakład Ubezpieczeń Wzajemnych.

According to the information available to the Company, Mr. Piotr Mirkowski, who was also a member of the Supervisory Board involved in the adoption of the resolutions that form the basis for the attribution of the said liability, has died.

As at the date of filing the lawsuit in the case, the total amount of damage suffered by the Company was estimated at PLN 656,165,462.00.

Draft resolution to item 8 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**

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.

Draft resolution to item 8 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**

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 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.

Draft resolution to item 8 of the proposed agenda

D R A F T

Resolution No.

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

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.

Draft resolution to item 9 of the proposed agenda

D R A F T

Resolution No.

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

to cover 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 Extraordinary General Meeting of ENEA S.A. decides that 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.