

List of proposed amendments in the Statute of ENEA S.A.

Previous wording of § 5 of the Statute:

"The Company's corporate objects are as follows (PKD – Polish Classification of Activity):

1. production of electricity (35.11.Z),
2. trading in electricity (35.14.Z),
3. production of gaseous fuels (35.21.Z),
4. distribution of gaseous fuels through networks (35.22.Z),
5. trading in gaseous fuels through networks (35.23.Z),
6. steam, hot water and air production and supply for airconditioning systems (35.30.Z),
7. works connected with constructing transmission pipelines and distribution networks (42.21.Z),
8. electrical installations (43.21.Z),
9. other building installations (43.29.Z),
10. architectural activities (71.11.Z),
11. other technical testing and analysis (71.20.B),
12. research and experimental work on other natural sciences and engineering (72.19.Z),
13. other specialised construction work, n.e.c. (43.99.Z),
14. maintenance and repair of machinery (33.12.Z),
15. maintenance and repair of electrical and optical equipment (33.13.Z),
16. maintenance and repair of electrical machinery (33.14.Z),
17. renting construction and civil engineering machinery and equipment (77.32.Z),
18. renting of other machinery, equipment and goods, n. e. c. (77.39.Z),
19. manufacture of electronic parts and components (26.11.Z), 20. manufacture of energy distribution and control apparatus (27.12.Z),
21. manufacture of installation equipment (27.33.Z),
22. manufacture of accumulators, primary cells and primary batteries (27.20.Z),
23. manufacture of lighting equipment and electric lamps (27.40.Z),
24. installing industrial machinery and equipment (33.20.Z),
25. telecommunications (61),
26. land transport, transport via pipelines (49),
27. wholesale trade, except of motor vehicles (46),
28. retail trade, except for retail trade of motor vehicles (47),
29. warehousing and transport-supporting services (52),
30. accounting, book-keeping and auditing activities; tax consultancy (69.20.Z),
31. market research and public opinion polling (73.20.Z),
32. other professional, scientific and technical activities, n.e.c. (74.90.Z),
33. activities of financial holding companies (64.20.Z),
34. other forms of granting credit (64.92.Z),
35. real estate agency activities (68),
36. software and hardware consultancy (62),
37. advertising, market research and public opinion polling (73),
38. technology (85.32.A),
39. healthcare (86),
40. activities of membership organisations (94),
41. recreational, cultural and sporting activities (93),
42. motion picture, television, video and sound recording activity (59),
43. activities of travel agencies and tour operators and other travel reservation services and related activity (79),
44. publishing (58),
45. maintenance and repair of motor vehicles, except of motorcycles (45.20.Z),
46. retail sale of parts and accessories for motor vehicles, except of motorcycles (45.32.Z),
47. retail sale of automotive fuels through petrol stations (47.30.Z),
48. hotels and other provision of short-stay accommodation (55.10.Z),
49. wholesale and retail trade of automobiles and light commercial vehicles (45.11.Z),
50. wholesale and retail trade of other motor vehicles, except of motorcycles (45.19.Z).

- 51. Other financial services activity, not elsewhere classified, excluding pension insurance and pension funds (64.99.Z)
- 52. Activities of head offices and holding companies, excluding financial holding companies (70.10.Z),
- 53. Public relations and communication activities (70.21.Z),
- 54. Business and other management consultancy activities (70.22.Z).
- 55. Data processing, management of websites (hosting) and similar activity (63.11.Z),
- 56. Activity connected with searching for work places and gaining employees (78.10.Z)
- 57. Service activity connected with office administration (82.11.Z)"

Proposed wording of § 5 of the Statute:

"1. The Company's corporate objects are as follows (PKD – Polish Classification of Activity):

- 1) production of electricity (35.11.Z),
- 2) trading in electricity (35.14.Z),
- 3) production of gaseous fuels (35.21.Z),
- 4) distribution of gaseous fuels through networks (35.22.Z),
- 5) trading in gaseous fuels through networks (35.23.Z),
- 6) steam, hot water and air production and supply for airconditioning systems (35.30.Z),
- 7) works connected with constructing transmission pipelines and distribution networks (42.21.Z),
- 8) electrical installations (43.21.Z),
- 9) other building installations (43.29.Z),
- 10) architectural activities (71.11.Z),
- 11) other technical testing and analysis (71.20.B),
- 12) research and experimental work on other natural sciences and engineering (72.19.Z),
- 13) other specialised construction work, n.e.c. (43.99.Z),
- 14) maintenance and repair of machinery (33.12.Z),
- 15) maintenance and repair of electrical and optical equipment (33.13.Z),
- 16) maintenance and repair of electrical machinery (33.14.Z),
- 17) renting construction and civil engineering machinery and equipment (77.32.Z),
- 18) renting of other machinery, equipment and goods, n. e. c. (77.39.Z),
- 19) manufacture of electronic parts and components (26.11.Z), 20) manufacture of energy distribution and control apparatus (27.12.Z),
- 21) manufacture of installation equipment (27.33.Z),
- 22) manufacture of accumulators, primary cells and primary batteries (27.20.Z),
- 23) manufacture of lighting equipment and electric lamps (27.40.Z),
- 24) installing industrial machinery and equipment (33.20.Z),
- 25) telecommunications (61),
- 26) land transport, transport via pipelines (49),
- 27) wholesale trade, except of motor vehicles (46),
- 28) retail trade, except for retail trade of motor vehicles (47),
- 29) warehousing and transport-supporting services (52),
- 30) accounting, book-keeping and auditing activities; tax consultancy (69.20.Z),
- 31) market research and public opinion polling (73.20.Z),
- 32) other professional, scientific and technical activities, n.e.c. (74.90.Z),
- 33) activities of financial holding companies (64.20.Z),
- 34) other forms of granting credit (64.92.Z),
- 35) real estate agency activities (68),
- 36) software and hardware consultancy (62),
- 37) advertising, market research and public opinion polling (73),
- 38) technology (85.32.A),
- 39) healthcare (86),
- 40) activities of membership organisations (94),
- 41) recreational, cultural and sporting activities (93),
- 42) motion picture, television, video and sound recording activity (59),
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- 44) publishing (58),
- 45) maintenance and repair of motor vehicles, except of motorcycles (45.20.Z),
- 46) retail sale of parts and accessories for motor vehicles, except of motorcycles (45.32.Z),

- 47) retail sale of automotive fuels through petrol stations (47.30.Z),
 - 48) hotels and other provision of short-stay accommodation (55.10.Z),
 - 49) wholesale and retail trade of automobiles and light commercial vehicles (45.11.Z),
 - 50) wholesale and retail trade of other motor vehicles, except of motorcycles (45.19.Z).
 - 51) Other financial services activity, not elsewhere classified, excluding pension insurance and pension funds (64.99.Z)
 - 52) Activities of head offices and holding companies, excluding financial holding companies (70.10.Z),
 - 53) Public relations and communication activities (70.21.Z)
 - 54) Business and other management consultancy activities (70.22.Z).
 - 55) Data processing, management of websites (hosting) and similar activity (63.11.Z),
 - 56) Activity connected with searching for work places and gaining employees (78.10.Z)
 - 57) Service activity connected with office administration (82.11.Z),
 - 58) Extraction of crude petroleum (06.10.Z),
 - 59) Extraction of natural gas (06.20.Z),
 - 60) Other mining and quarrying, n.e.c. (08.99.Z),
 - 61) Support activities for petroleum and natural gas extraction (09.10.Z),
 - 62) Support activities for other mining and quarrying (09.90.Z),
 - 63) Manufacture of refined petroleum products (19.20.Z),
 - 64) Test drilling and boring works (43.13.Z),
 - 65) Agents involved in the sale of fuels, ores, metals and industrial chemicals (46.12.Z),
 - 66) Wholesale of solid, liquid and gaseous fuels and related products (46.71.Z),
 - 67) Gaseous fuels transport via pipeline (49.50.A),
 - 68) Transport via pipeline of other goods (49.50.B),
 - 69) Service activities incidental to land transportation (52.21.Z),
 - 70) Engineering activities and related technical consultancy (71.12.Z),
 - 71) Web portal content (63.12.Z),
 - 72) Photocopying, document preparation and other specialised office support (82.19.Z),
 - 73) Repair of computers and peripheral equipment (95.11.Z),
 - 74) Repair of communication equipment (95.12.Z),
2. If undertaking a specific activity requires obtaining a particular consent, license or exemption, such an activity will be undertaken by the Company only after such a consent, license or exemption is obtained.

Previous wording of § 11 item 5(1) of the Statute:

"1) hold meetings and adopt resolutions by telephone or by other means of remote communication, in a manner that allows all the members participating in a meeting to communicate directly and simultaneously,"

Proposed wording of § 11 item 5(1) of the Statute:

"1) adopt resolutions via phone or other remote communication media, in a manner that enables direct communication of all members of the Board"

Previous wording of § 20 item 2(2) of the Statute:

"2) approving the conclusion of significant contracts with Related Parties (with the exception of typical contracts concluded by the Company under market conditions as part of its operations with Related Parties in which the Company holds a majority interest), provided that in order to be binding, the resolution requires the votes of the majority of the Supervisory Board members, as set out in § 22(5),"

Proposed wording of § 20 item 2(2) of the Statute:

"approving the conclusion of significant contracts with Related Parties, provided that, to adopt a valid resolution on this matter it is necessary to conduct a voting over the adoption of such a resolution by the majority of members of the Supervisory Board mentioned in § 22 item 7 (taking part

in the voting); "a significant contract" means a "significant contract" in the meaning of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and conditions of deeming the information required by legal regulations of a state not being a member state equivalent;"

§ 20 item 2(8) of the Statute is deleted in its previous wording:

"8) setting guidelines to the Management Board regarding the Management Board regulations and"

§ 20 item 5 of the Statute is deleted in its previous wording:

5. The requirement of obtaining Supervisory Board approval stipulated in § 20 item 2 and 3 above does not apply, subject to the provisions of § 20 item 2(2) to actions carried out between the Company and entities in which the Company is the sole shareholder."

In relation to the deletion of item 5 in § 20 the numbering of § 20 item 6 of the Statute is replaced with the numbering of item 5:

"§ 20

5. Other authorities of the Supervisory Board include:

- 1) making requests with respect to establishing the terms and amounts of remuneration for Management Board members during the time in which establishing the terms and amounts of remuneration for Management Board members is not the authority of the Supervisory Board,
- 2) suspending Management Board members from the performance of their duties for valid reasons,
- 3) granting consent for Management Board members to participate in the corporate bodies of other companies,
- 4) considering other matters raised by the Management Board.
- 5) determining the manner of exercising the Company's voting rights at the General Meeting or at the general meeting of shareholders of the Significant Subsidiaries with respect to:
 - a) a merger, transformation or demerger of a Significant Subsidiary;
 - b) excluding the Company's right of first refusal with regard to subscribing new shares in a Significant Subsidiary;
 - c) disposing of or leasing the business of a Significant Subsidiary or its organised part and establishing a limited right in rem thereon; and
 - d) dissolution or liquidation."

Previous wording of § 26 item 2 of the Statute:

"2. The first meeting of the newly-appointed Supervisory Board is convened by a resolution of the General Shareholders Meeting that appointed the members of the Supervisory Board on a date falling within one month from the date of the General Shareholders Meeting. If the Supervisory Board meeting is not convened within the above deadline, the Supervisory Board meeting will be deemed to be convened on the first business day following the lapse of one month from the date of the General Shareholders Meeting."

Proposed wording of § 26 item 2 of the Statute:

"2. The first meeting of the newly-appointed Supervisory Board is convened by a resolution of the General Shareholders Meeting that appointed the members of the Supervisory Board on a date falling within one month from the date of the General Shareholders Meeting. If the Supervisory Board meeting is not convened within the above deadline, the Supervisory Board meeting will be deemed to be convened on the first business day following the lapse of one month from the date of the General Shareholders Meeting. If the General Shareholders Meeting does not appoint the Supervisory Board within the mode provided for in this item 2 three members of the Supervisory Board acting jointly are authorised to convene the meeting in the seat of the Company before the date mentioned in the preceding sentence."

Previous wording of § 27 item 4(1) of the Statute:

"1) hold meetings and adopt resolutions by telephone or by other means of remote communication, in a manner that allows all the members participating in a meeting to communicate directly and simultaneously,"

Proposed wording of § 27 item 4(1) of the Statute:

"1) adopt resolutions via phone or other remote communication media, in a manner that enables direct communication of all members of the Supervisory Board;

Previous wording of § 40 item 4 of the Statute:

"4. Any mention in this Statute of a "Related Party" should be construed to mean a related party as defined in the Regulation of the Finance Minister concerning current and periodical information to be provided by issuers of securities of 19 October 2005."

Proposed wording of § 40 item 4 of the Statute:

"4. Any mention in this Statute of a "Related Party" should be construed to mean a related party as defined in the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and conditions of deeming the information required by legal regulations of a state not being a member state equivalent."

A new item 7 is added to § 40 the Company's Statute of the following wording:

"7. Any mention in this Statute of a Power of Attorney to represent in court proceedings it is construed to mean a power of attorney to act on behalf of ENEA S.A. before any courts, institutions, public and foreign administration authorities in proceedings conducted by these entities or being in progress with the participation of ENEA S.A."