

**Draft resolutions  
of the Ordinary General Meeting of Shareholders of ENEA S.A.  
with its registered office in Poznań convened for 27.06.2016**

***Draft resolution to item 2 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding election of the Chairman of the Ordinary General Meeting of Shareholders**

Acting under Article 409 § 1 of the Commercial Companies Code and § 29 item 5 of the Company's Statute, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§1

The Ordinary General Meeting of Shareholders of ENEA S.A hereby elects Mr./Mrs. ....  
the Chairman of the Ordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Draft resolution to item 4 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding adoption of the agenda of the Ordinary Meeting of Shareholders**

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. having its registered office in Poznań adopts the following agenda of the Ordinary General Meeting of Shareholders:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Stating that the Ordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Presentation of *the Report of the Supervisory Board of ENEA S.A. for 2015 financial year.*
6. Presentation of the opinion and report of a certified auditor from the audit of the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015 and Report of the Management Board on the operations of ENEA S.A. in 2015 and the Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2015 and Report of the Management Board on the operations of ENEA Capital Group in 2015.*
7. Consideration and adoption of a resolution on the approval of the *Report of the Management Board on the operations of ENEA S.A. in 2015.*
8. Consideration and adoption of a resolution on the approval of the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015.*
9. Consideration and adoption of a resolution on the approval of the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2015.*
10. Consideration and adoption of a resolution on the approval of the *Report of the Management Board on the operations of ENEA Capital Group in 2015.*
11. Adoption of a resolution regarding coverage of the net loss for the financial year covering the period of 01.01.2015 to 31.12.2015.
12. Adoption of resolutions on discharging Members of the Management Board of ENEA S.A. from liability in the performance of their duties in 2015.
13. Adoption of resolutions on discharging Members of the Supervisory Board of ENEA S.A. from liability in the performance of their duties in 2015.
14. Presentation of information on the results of the qualification procedure for the positions of Members of the Management Board of ENEA S.A., which was conducted in the period from 07.12.2015 to 30.12.2015.
15. Presentation of information on the results of the qualification procedure for the positions of: Member of the Management Board of ENEA S.A. for Financial Affairs and Member of the Management Board of ENEA S.A. for Commercial Affairs which was conducted in the period from 30.12.2015 to 21.01.2016.

16. Closing the Ordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

**Draft resolution to item 7 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding approval of the *Report of the Management Board on the operations  
of ENEA S.A. in 2015***

Acting under Article 395 § 2 item 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the *Report of the Management Board on the operations of ENEA S.A. in 2015*.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

**JUSTIFICATION**

Acting pursuant to Article 395 § 2 item 1 of the Commercial Companies Code the subject of the Ordinary General Meeting of ENEA S.A. should be consideration and approval of the board's report on the operations of the company for the previous financial year.

Therefore, it is necessary to consider and make a decision by the Ordinary General Meeting of Shareholders of ENEA S.A. regarding the *Report of the Management Board on the operations of ENEA S.A. in 2015*.

With the resolution No. 32/IX/2016 of 17.03.2016 the Supervisory Board of ENEA S.A. issued a positive opinion on the said Report, stated it was consistent with the books of account, documents and factual findings and recommended its approval to the Ordinary General Meeting of Shareholders.

**Draft resolution to item 8 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding approval of the *Non-consolidated financial statements of ENEA S.A.*  
*for the financial year ended on 31 December 2015***

The Ordinary General Meeting of Shareholders, acting pursuant to Article 53 item 1 of the act on accounting and pursuant to Article 395 § 2 item 1 of the Commercial Companies Code, resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015* composed of:

1. Non-consolidated statement of financial position as at 31.12.2015 showing a balance sheet total assets and liabilities equal to PLN 16,847,310 thou. (sixteen billion eight hundred forty seven million and three hundred and ten thousand zloty);
2. Non-consolidated statement of profit and loss and other comprehensive income for the period from 01.01.2015 to 31.12.2015 demonstrating a net loss in the amount of PLN 1,116,888 thou. (one billion one hundred sixteen million eight hundred and eighty eight thousand zloty) with the comprehensive income totalling to PLN -1,107,043 thou. (minus one billion one hundred and seven million forty three thousand zloty);
3. Consolidated statement of changes in equity for the financial year from 01.01.2015 to 31.12.2015 showing a decrease in equity by PLN 1,314,521 thou. (one billion three hundred and fourteen million five hundred and twenty one thousand zloty);
4. Non-consolidated cash flow statement showing an increase in cash by PLN 956,817 thou. (nine hundred fifty six million and eight hundred seventeen thousand zloty);
5. notes to the non-consolidated financial statements including a description of key applied rules of accounting and other explanatory notes.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

### **Justification**

Pursuant to Article 53 item 1 of the act on accounting the annual Non-consolidated financial statements are subject to approval by the approving authority, not later than within 6 months of the balance sheet date, and based on Article 395 § 2 item 1 of the Commercial Companies Code the subject of an ordinary general meeting of shareholders should be consideration and approval of the financial statements. In the light of the above, the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015* were presented to the Ordinary General Meeting of Shareholders.

With the resolution No. 30/IX/2016 of 17.03.2016 the Supervisory Board of ENEA S.A. issued a positive opinion on the compliance of the Statements with the books of account and documents of the Company and with the factual findings in all the key aspects and recommended its approval to the Ordinary General Meeting of Shareholders.

**Draft resolution to item 9 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding approval of the *Consolidated Financial Statements of ENEA Capital Group*  
*in the financial year ended on 31 December 2015***

The Ordinary General Meeting of Shareholders, acting pursuant to Article 63c item 4 of the act on accounting and pursuant to Article 395 § 5 of the Commercial Companies Code, resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2015* composed of:

1. Consolidated statement of financial position as at 31.12.2015 showing a balance sheet total assets and liabilities equal to PLN 22,988,996 thou. (twenty two billion nine hundred eighty eight million and nine hundred ninety six thousand zloty);
2. Consolidated statement of profit and loss and other comprehensive income for the period from 01.01.2015 to 31.12.2015 demonstrating a net loss in the amount of PLN 398,878 thou. (three hundred ninety eight million eight hundred seventy eight thousand zloty) with the comprehensive income totalling to PLN -429,708 thou. (minus four hundred twenty nine million seven hundred and eight thousand zloty);
3. Consolidated change in equity statement for the financial year from 01.01.2015 to 31.12.2015 showing an increase in equity by PLN 58,590 thou. (fifty eight million five hundred ninety thousand zloty);
4. Consolidated cash flow statement demonstrating an increase in cash by PLN 1,134,778 thou. (one billion one hundred thirty four million seven hundred seventy eight thousand zloty);
5. notes to consolidated financial statement covering a description of key applied rules of accounting and other explanatory notes.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

### **Justification:**

Pursuant to Article 63c item 4 of the act of 29 September 1994 on accounting the annual consolidated financial statements are subject to approval by an approving body of the parent company not later than within 6 months of the balance sheet date on which the annual financial statements of the parent company should be prepared. Yet, based on Article 395 § 5 of the Commercial Companies Code the subject of an ordinary general meeting may be consideration and approval of financial statements of a group of companies in the meaning of the regulations on accounting. In the light of the above, the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2015* were presented to the Ordinary General Meeting of Shareholders.

With the resolution No. 31/IX/2016 of 17.03.2016 the Supervisory Board of ENEA S.A. issued a positive opinion on the Statements and recommended its approval to the Ordinary General Meeting of Shareholders.



**Draft resolution to item 10 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding approval of the *Report of the Management Board on the operations  
of ENEA Capital Group in 2015***

The Ordinary General Meeting of Shareholders, acting pursuant to Article 395 § 5 of the Commercial Companies Code, resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the *Report of the Management Board on the operations of ENEA Capital Group in 2015*.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

**Justification:**

Pursuant to Article 395 § 5 of the Commercial Companies Code, the subject of an ordinary general meeting may be also consideration and approval of financial statements of a group of companies in the meaning of the provisions on accounting and other issues not mentioned in § 2 of this Article.

Taking into account the fact that ENEA S.A. belongs to ENEA Capital Group and at the same time is a public company, listed on the Warsaw Stock Exchange, the obligation of the Company to publish the *Report of the Management Board on the operations of ENEA Capital Group in 2015* within the Annual Report of the Company is deemed justified.

With the resolution No. 33/IX/2016 of 17.03.2016 the Supervisory Board of ENEA S.A. issued a positive opinion on the said Report and recommended its approval to the Ordinary General Meeting of Shareholders.

In the above context it is deemed expedient and justified to consider and approve the *Report of the Management Board on the operations of ENEA Capital Group in 2015* by the Ordinary General Meeting of Shareholders of the Company.

**Draft resolution to item 11 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding coverage of net loss of ENEA S.A. for 01.01.2015 to 31.12.2015**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 395 § 2 item 2 of the Commercial Companies Code, resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. decides to cover the net loss of ENEA S.A. for the period from 01.01.2015 to 31.12.2015 in the amount of PLN 1,116,888 thou. (say: one billion one hundred sixteen million eight hundred eighty eight thousand) out of the profit generated in next years.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in open voting.

**Justification:**

Adoption of the said resolution constitutes realisation of the provision of Article 395 § 2 item 2 of the Commercial Companies Code.

Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015 demonstrated a net loss in the amount of PLN 1,116,888 thou. (say: one billion one hundred sixteen million eight hundred eighty eight thousand).

The negative financial result for the financial year ended on 31 December 2015 was affected mainly by the result of the performed tests for the impairment of shares of ENEA S.A. in subsidiaries. Based on the performed tests an impairment of shares was reported in the amount of PLN 2,089,754 thou. and write-downs were made of the shares in ENEA Wytwarzanie Sp. z o.o. in the non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015, which were included in the financial result, under "financial costs".

An independent certified auditor audited the non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015 and on 9 March 2016 issued an opinion with no reservations to the Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015, stating that the non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015 reliably and clearly demonstrated the asset and financial position of the Company as at 31 December 2015, financial results and cash flows for the financial year ended on that day, were prepared, in all material aspects, compliant with

the International Financial Reporting Standards which were approved by the European Union, complaint with the legal regulations and provisions of the Company's statute affecting the content of the non-consolidated financial statements and that they were prepared based on duly run, in all material aspects, books of account.

With resolution No. 35/IX/2016 dated 17.03.2016, the Supervisory Board of ENEA S.A. issued a negative opinion on the request of the Company's Management Board regarding coverage of the net loss of ENEA S.A. for the financial year covering the period from 01.01.2015 to 31.12.2015 from the profit generated in future years and recommended the Ordinary General Meeting of Shareholders to adopt a resolution on coverage of the net loss of ENEA S.A. for the period from 01.01.2015 to 31.12.2015 in the amount of PLN 1,116,888 thou. (say: one billion one hundred sixteen million eight hundred eighty eight thousand) from the Company's reserve capital.

**Draft resolution to item 12 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the President of the Management Board - Mr. Krzysztof Zamasz  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Krzysztof Zamasz a discharge from liability in the performance of his duties as the President of the Management Board during the period of 01.01.2015 to 07.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Krzysztof Zamasz in the period from 01.01.2015 to 07.12.2015 held the position of the President of the Management Board the adoption of this resolution is expedient and reasonable.

With the resolution No. 42/IX/2016 of 12.05.2016 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the President of the Management Board, Mr. Krzysztof Zamasz, from liability in the performance of his duties for the period from 01.01.2015 to 07.12.2015.

**Draft resolution to item 12 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Management Board - Mrs. Dalida Gepfert  
from liability in the performance of her duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mrs. Dalida Gepfert a discharge from liability in the performance of her duties as a Member of the Management Board during the period of 01.01.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Dalida Gepfert in 2015 held the position of the Member of the Management Board for Financial Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 45/IX/2016 of 12.05.2016 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mrs. Dalida Gepfert, from liability in the performance of her duties for the period from 01.01.2015 to 31.12.2015.

**Draft resolution to item 12 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Management Board - Mr. Grzegorz Kinelski  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Grzegorz Kinelski a discharge from liability in the performance of his duties as a Member of the Management Board during the period of 01.01.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Grzegorz Kinelski in 2015 held the position of the Member of the Management Board for Commercial Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 43/IX/2016 of 12.05.2016 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Grzegorz Kinelski, from liability in the performance of his duties for the period from 01.01.2015 to 31.12.2015.

**Draft resolution to item 12 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Management Board - Mr. Paweł Orlof  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Paweł Orlof a discharge from liability in the performance of his duties as a Member of the Management Board during the period of 01.01.2015 to 07.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Paweł Orlof in the period from 01.01.2015 to 07.12.2015 held the position of the Member of the Management Board for Corporate Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 44/IX/2016 of 12.05.2016 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Paweł Orlof, from liability in the performance of his duties for the period from 01.01.2015 to 07.12.2015.

**Draft resolution to item 12 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board of ENEA S.A.,  
delegated to temporarily act as the President of the Management Board of the Company,  
- Mr. Wiesław Piosik from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. discharges the Member of the Supervisory Board of ENEA S.A., delegated to temporarily act as the President of the Management Board of the Company, Mr. Wiesław Piosik from liability in the performance of his duties for the period of 07.12.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:	...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wiesław Piosik, the Member of the Supervisory Board of ENEA S.A. delegated to temporarily act as the President of the Management Board of the Company, performed these duties in the period from 07.12.2015 to 31.12.2015, the adoption of this resolution is expedient and reasonable.

With the resolution No. 46/IX/2016 dated 12.05.2016, the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting of Shareholders to grant a discharge to the Member of the Supervisory Board of ENEA S.A. delegated to temporarily act as the President of the Management Board of the Company - Mr. Wiesław Piosik from liability for the performance of his duties for the period of 07.12.2015 to 31.12.2015.



**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Wojciech Chmielewski  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Wojciech Chmielewski a discharge from liability in the performance of his duties as the Chairman of the Supervisory Board during the period of 01.01.2015 to 22.07.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wojciech Chmielewski in the period from 01.01.2015 to 22.07.2015 held the position of the Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Jeremi Mordasewicz  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Jeremi Mordasewicz a discharge from liability in the performance of his duties as the Vice-Chairman of the Supervisory Board during the period of 01.01.2015 to 01.07.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Jeremi Mordasewicz in the period from 01.01.2015 to 01.07.2015 held the position of the Vice-Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENE A Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Michał Kowalewski  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Michał Kowalewski a discharge from liability in the performance of his duties as the Secretary of the Supervisory Board during the period of 01.01.2015 to 01.07.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:	...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Michał Kowalewski in the period from 01.01.2015 to 01.07.2015 held the position of the Secretary of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mrs. Sandra Malinowska  
from liability for the performance of her duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mrs. Sandra Malinowska a discharge from liability in the performance of her duties as the Member of the Supervisory Board during the period of 01.01.2015 to 31.12.2015, including as the Secretary of the Supervisory Board in the period of 23.07.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Sandra Malinowska in 2015 held the position of the Member of the Supervisory Board and Secretary of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mrs. Małgorzata Niezgoda  
from liability in the performance of her duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mrs. Małgorzata Niezgoda a discharge from liability in the performance of her duties as the Member of the Supervisory Board during the period of 01.01.2015 to 31.12.2015, including as the Vice-Chairman of the Supervisory Board in the period from 23.07.2015 to 26.08.2015 and Chairman of the Supervisory Board in the period from 27.08.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Małgorzata Niezgoda in 2015 held the position of the Member of the Supervisory Board and Vice-Chairman and Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Sławomir Brzeziński  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Sławomir Brzeziński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Sławomir Brzeziński in 2015 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Przemysław Łyczyński  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Przemysław Łyczyński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2015 to 01.07.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Przemysław Łyczyński in the period from 01.01.2015 to 01.07.2015 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Tadeusz Mikłosz  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Tadeusz Mikłosz a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Tadeusz Mikłosz in 2015 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.



**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Marian Gorynia  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Marian Gorynia a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 02.07.2015 to 22.09.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Marian Gorynia in the period from 02.07.2015 to 22.09.2015 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Wojciech Klimowicz  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Wojciech Klimowicz a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 02.07.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wojciech Klimowicz in the period from 02.07.2015 to 31.12.2015 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Rafał Szymański  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Rafał Szymański a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 02.07.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Rafał Szymański in the period from 02.07.2015 to 31.12.2015 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board - Mrs. Monika Macewicz  
from liability in the performance of her duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mrs. Monika Macewicz a discharge from liability in the performance of her duties as the Member of the Supervisory Board during the period of 23.07.2015 to 02.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Monika Macewicz in the period from 23.07.2015 to 02.12.2015 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Radosław Winiarski  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Radosław Winiarski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 27.08.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Radosław Winiarski in the period from 27.08.2015 to 31.12.2015 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board – Mr. Tomasz Gołębiowski  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Tomasz Gołębiowski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 21.10.2015 to 31.12.2015, including as the Vice-Chairman of the Supervisory Board in the period of 06.11.2015 to 31.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Tomasz Gołębiowski in the period from 21.10.2015 to 31.12.2015 held the position of the Member of the Supervisory Board, including of the Vice-Chairman of the Supervisory Board in the period from 06.11.2015 to 31.12.2015, the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 27.06.2016**

**regarding discharging the Member of the Supervisory Board - Mr. Wiesław Piosik  
from liability in the performance of his duties in 2015**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Wiesław Piosik a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 02.12.2015 to 06.12.2015.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wiesław Piosik in the period from 02.12.2015 to 06.12.2015 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

In the period from 07.12.2015 to 31.12.2015 Mr. Wiesław Piosik was delegated by the Supervisory Board of ENEA S.A. to temporarily act as the President of the Management Board of ENEA S.A.