

**Draft resolutions**  
**of the Extraordinary General Meeting of Shareholders of ENEA S.A.**  
**with its registered office in Poznań convened for 16.04.2018**

*Draft resolution to item 2 of the planned agenda*

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:**  
**ENEA Spółka Akcyjna having its registered office in Poznań**  
**dated 16.04.2018**

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

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

§1

The Extraordinary General Meeting of Shareholders of ENEA S.A hereby appoints Mr./Mrs..... the Chairman of the Extraordinary General Meeting.

§ 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 Extraordinary General Meeting of Shareholders of the Company:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 16.04.2018**

**regarding adoption of the agenda of the Extraordinary General Meeting of Shareholders**

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

**§ 1**

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

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairman of the Extraordinary General Shareholders Meeting.
3. Stating that the Extraordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of resolutions on changes in the composition of the Supervisory Board of ENEA Spółka Akcyjna with its registered office in Poznań.
6. Adoption of a resolution on costs of holding of the Extraordinary General Meeting.
7. Closing the meeting.

**§ 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 5 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 16.04.2018**

**on dismissing a member of the Supervisory Board of ENEA S.A.**

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 33(1) of the Company's Statute, the Extraordinary General Meeting of Shareholders of ENEA S.A. hereby resolves as follows:

**§ 1**

The Extraordinary General Meeting of Shareholders of ENEA S.A. dismisses Mr. .... from the Supervisory Board of ENEA S.A.

**§ 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.

**Substantiation**

On 15.03.2018 the Company received a letter by the Minister of Energy acting on behalf of the Treasury – a shareholder of the Company representing not less than one-twentieth of the share capital – requesting to convene the Extraordinary General Meeting of Shareholders of ENEA S.A. and place on the agenda an item concerning adoption of resolutions regarding changes in the composition of the Supervisory Board of ENEA S.A. with its registered office in Poznań.

To justify placing, on the agenda of the General Meeting of Shareholders, an item regarding changes in the composition of the Supervisory Board, it was pointed out to the Treasury's entitlements as a shareholder pursuant to the Company's Statute and the Commercial Companies Code.

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 33(1) of the Company's Statute, the General Meeting of Shareholders of ENEA S.A. is entitled to dismiss members of the Supervisory Board.

***Draft resolution to item 5 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 16.04.2018**

**on appointing a member of the Supervisory Board of ENEA S.A.**

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 33(1) of the Company's Statute, the Extraordinary General Meeting of Shareholders of ENEA S.A. hereby resolves as follows:

**§ 1**

The Extraordinary General Meeting of Shareholders of ENEA S.A. appoints Ms/Mr ..... as a member of the Supervisory Board of ENEA S.A. for the 9<sup>th</sup> joint term of office.

**§ 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.

**Substantiation**

On 15.03.2018 the Company received a letter by the Minister of Energy acting on behalf of the Treasury – a shareholder of the Company representing not less than one-twentieth of the share capital – requesting to convene the Extraordinary General Meeting of Shareholders of ENEA S.A. and place on the agenda an item concerning adoption of resolutions regarding changes in the composition of the Supervisory Board of ENEA S.A. with its registered office in Poznań.

To justify placing, on the agenda of the General Meeting of Shareholders, an item regarding changes in the composition of the Supervisory Board, it was pointed out to the Treasury's entitlements as a shareholder pursuant to the Company's Statute and the Commercial Companies Code.

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 33(1) of the Company's Statute, the General Meeting of Shareholders of ENEA S.A. is entitled to appoint members of the Supervisory Board.

***Draft resolution to item 6 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 16.04.2018**

**on bearing the costs of holding the Extraordinary General Meeting of Shareholders**

Acting pursuant to Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders of ENEA S. A. hereby resolves as follows:

**§ 1**

The costs of holding the Extraordinary General Meeting of Shareholders shall be borne by the Company.

**§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.