

# **Resolutions adopted by the Extraordinary General Meeting of Shareholders of ENEA S.A. on 16 April 2018**

## **Resolution No. 1 of the Extraordinary General Meeting of Shareholders of the Company: ENEA Spółka Akcyjna having its registered office in Poznań dated 16 April 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 Mrs. Anna Kowalik 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: 339,352,419

Percentage of the shares in the share capital: 76.87%

Total of cast votes: 339,352,419

Votes "for": 339,352,404

Votes "against": 0

Votes "abstained": 15

The Resolution has been adopted in secret voting.

**Resolution No. 2**  
**of the Extraordinary General Meeting of Shareholders of the Company:**  
**ENEA Spółka Akcyjna having its registered office in Poznań**  
**dated 16 April 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 Meeting of Shareholders.
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 regarding changes in the composition of the Supervisory Board of ENEA S.A. with its registered office in Poznań.
6. Adoption of a resolution on bearing the costs of holding the Extraordinary General Meeting of Shareholders.
7. Adoption of a resolution on amending the Company's Statute.
8. Closing the meeting.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 339,352,419

Percentage of the shares in the share capital: 76.87%

Total of cast votes: 339,352,419

Votes "for": 339,352,404

Votes "against": 0

Votes "abstained": 15

The Resolution has been adopted in open voting.

**Resolution No. 3**  
**of the Extraordinary General Meeting of Shareholders of the Company:**  
**ENEA Spółka Akcyjna having its registered office in Poznań**  
**dated 16 April 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 Rafał Bargiel 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: 339,352,419

Percentage of the shares in the share capital: 76.87%

Total of cast votes: 339,352,419

Votes "for": 250,449,975

Votes "against": 26,158,992

Votes "abstained": 62,743,452

The Resolution has been adopted in secret voting.

**Resolution No. 4**  
**of the Extraordinary General Meeting of Shareholders of the Company:**  
**ENEA Spółka Akcyjna having its registered office in Poznań**  
**dated 16 April 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 Piotr Kossak 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: 339,352,419

Percentage of the shares in the share capital: 76.87%

Total of cast votes: 339,352,419

Votes "for": 250,449,975

Votes "against": 26,158,992

Votes "abstained": 62,743,452

The Resolution has been adopted in secret voting.

**Resolution No. 5**  
**of the Extraordinary General Meeting of Shareholders of the Company:**  
**ENEA Spółka Akcyjna having its registered office in Poznań**  
**dated 16 April 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 Mr Ireneusz Kulka into the composition of the Company's Supervisory Board for the 9th joint term of office.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 339,352,419

Percentage of the shares in the share capital: 76.87%

Total of cast votes: 339,352,419

Votes "for": 250,436,095

Votes "against": 25,652,872

Votes "abstained": 63,263,452

The Resolution has been adopted in secret voting.

**Resolution No. 6**  
**of the Extraordinary General Meeting of Shareholders of the Company:**  
**ENEA Spółka Akcyjna having its registered office in Poznań**  
**dated 16 April 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 Mr Paweł Jabłoński into the composition of the Company's Supervisory Board for the 9th joint term of office.

§ 2

The Resolution enters into force when adopted, effective as of the day on which a positive opinion about the candidate is obtained from the Council for Companies with State Treasury Shareholding and State Legal Entities.

The number of shares from which valid votes were cast: 339,352,419

Percentage of the shares in the share capital: 76.87%

Total of cast votes: 339,352,419

Votes "for": 249,707,864

Votes "against": 5,644,775

Votes "abstained": 83,999,780

The Resolution has been adopted in secret voting.

**Resolution No. 7**  
**of the Extraordinary General Meeting of Shareholders of the Company:**  
**ENEA Spółka Akcyjna having its registered office in Poznań**  
**dated 16 April 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: 339,352,419

Percentage of the shares in the share capital: 76.87%

Total of cast votes: 339,352,419

Votes "for": 316,558,156

Votes "against": 22,794,248

Votes "abstained": 15

The Resolution has been adopted in open voting.

**Resolution No. 8**  
**of the Extraordinary General Meeting of Shareholders of the Company:**  
**ENEA Spółka Akcyjna having its registered office in Poznań**  
**dated 16 April 2018**  
**on amending the Company's Statute.**

Acting pursuant to Article 430 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders of ENEA S. A. hereby resolves as follows:

§ 1

The following amendments shall be made in the Company's Statute:

In § 13:

- item 5 shall read as follows: "A candidate for a Management Board Member must fulfil the requirements defined in items 8 and 9.",
- item 7 shall be deleted,
- the existing item 8 shall be marked as item 7,
- the existing item 9 shall be marked as item 8,
- the existing item 10 shall be marked as item 9.

§ 2

The Supervisory Board of ENEA S.A. shall be entitled to define a consolidated text of the amended Company's Statute pursuant to § 1 of this resolution.

§ 3

The resolution enters into force when adopted, effective of the day on which the amendments are entered on the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 339,352,419

Percentage of the shares in the share capital: 76.87%

Total of cast votes: 339,352,419

Votes "for": 277,321,759

Votes "against": 45,452,630

Votes "abstained": 16,578,030

The Resolution has been adopted in open voting.