

Draft resolutions and explanation on the matters covered with the request of the Shareholder mentioned in the current report No. 20/2017, i.e.:

1. draft resolution regarding amending the resolution No. 3 of the Extraordinary General Meeting of Shareholders dated 15 December 2016 on determination of remuneration of Members of the Management Board.
2. draft resolutions regarding amendments in the statute of Enea S.A.
3. draft resolutions regarding:
 - a. the procedure on the conclusion of contracts for legal services, marketing services, public relations services and social communication services and consultancy services related to the management and amendments to these contracts,
 - b. the procedure on the conclusion by the Company of agreements on donations, debt release or other agreements with similar effects,
 - c. terms and mode of disposing of fixed assets,
 - d. the obligation of reporting representation expenditures, expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management,
 - e. specification of requirements for candidates for members of the Company's Management Board,
 - f. nomination of a member of the Management Board and qualification procedure for the position of a member of the Management Board,
 - g. as regards the performance of obligations resulting from Article 17 item 7, Article 18 item 2, Article 20 and Article 23 of the act on the principles of state assets management.

At the same time, in relation to item 2a) of the Shareholder's request mentioned in the current report No. 20/2017 relating the adoption of a resolution regarding disposal of elements of fixed assets, the Shareholder informed that in relation to the necessity of making detailed analyses as regards the effects of a full implementation of the provisions of Article 17 item 1 of the act in the principles of assets management for Enea S.A., they will waive requesting adoption of a resolution in this matter.

DRAFT

Resolution No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

**regarding amending the resolution No. 3 of the Extraordinary General Meeting of Shareholders
dated 15 December 2016 on determination of remuneration
of Members of the Management Board**

The Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") adopts the following:

§ 1

§ 3 item 3 of a resolution No. 3 of the Extraordinary General Meeting of Shareholders dated 15 December 2016 is hereby amended and receives the following wording:

"3. Additional Management Goals are set for completion being the condition precedent for the possibility of obtaining the variable part of the remuneration, namely:

- a) implementation of the principles of remunerating members of management and supervisory bodies compliant with the provisions of the act in all the Capital Group companies until 30.06.2017,
- b) configuration of the composition of supervisory boards in all Capital Group companies so that their members hold authorisation to sit in supervisory boards confirmed with a positive result of the examination for candidates for supervisory board members or hold authorisations which statutorily exempt them from the obligation to pass it, in particular hold a scientific degree of a PhD in economic or legal sciences, or are listed as a legal adviser, solicitor, chartered accountant or investment adviser until 31.12.2017,
- c) performance of obligations mentioned in Article 17-20, Article 22 and Article 23 of the Act of 16 December 2016 on the principles of state assets management until 31.12.2017."

§ 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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding amendments to § 11 of the Company's Statute

Acting pursuant to Article 430 § 1 of the Commercial Companies Code the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of the Company makes the following amendments in the content of the Statute

§ 11 receives the following wording:

§ 11

1. The Management Board Regulations set out the principles of operations of the Management Board, terms and conditions of running the Company's affairs by the Management Board and adopting resolutions. The Management Board regulations are drafted by the Management Board on the basis of the guidelines set out by the Supervisory Board, adopted by a Management Board resolution, and approved by the Supervisory Board.
2. Any matters that exceed the scope of the Company's normal business require a resolution of the Management Board, in particular:
 - 1) adopting Company organisational by-laws, subject to their approval by the Supervisory Board,
 - 2) creating and liquidating branches,
 - 3) appointing an authorised signatory or an authorised representative, except for an attorney ad litem; appointing an authorised signatory requires the consent of all the members of the Management Board,
 - 4) taking out loans or credit facilities,
 - 5) adopting annual material and financial plans, including investment plans, and long-term strategic plans, subject to their approval by the Supervisory Board,
 - 6) contracting contingent obligations, including the Company granting guarantees and sureties and issuing promissory notes,
 - 7) acquiring, disposing of or encumbering real property, rights of perpetual usufruct or shares in real property, on the basis of one or more legal acts in a period of 12 consecutive months, with a value greater than or equal to the equivalent of EUR 50,000,
 - 8) giving over the Company's real property under a leasing, tenancy, lease, lending or usufruct agreement or for any other use,
 - 9) taking over real property under a leasing, tenancy, lease or usufruct agreement or for any other use, on the basis of one or more legal acts in a period of 12 consecutive months, where the value of the rent for 12 consecutive months is greater than or equal to the equivalent of EUR 50,000,
 - 10) acquiring, disposing of or encumbering fixed assets, except for real property, rights of perpetual usufruct or shares in real property, on the basis of one or more legal acts in a period of 12 consecutive months, with a value greater than or equal to the equivalent of EUR 50,000,

- 11) any instance of offering fixed assets, except for real property, for leasing, lease, rent, borrowing, usufruct or any other use,
 - 12) taking over fixed assets, except for real property, under a leasing, tenancy, lease or any other use, on the basis of one or more legal acts in a period of 12 months, where the value of the rent for 12 consecutive months is greater than or equal to the equivalent of EUR 50,000,
 - 13) issues which the Management Board requests to be considered by the Supervisory Board or the General Shareholders Meeting.
 - 14) 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,
3. The Management Board is responsible for drafting the plans referred to in § 11 item 2(5) and submitting them to the Supervisory Board for approval.
 4. The Company's Management Board provides the General Meeting, at least once a year, with reports, together with the Supervisory Board's opinion, on representation expenditures, expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management.
 5. The Management Board is obliged, in companies towards which the Company is a parent under Article 4 item 3 of the act of 16 February 2007 on protection of consumers and competition, in conjunction with Article 17 item 7, Article 18 item 2, Article 20 and Article 23 of the act of 16 December 2016 on the principles of state assets management.
 6. The Company's Management Board, at least once a year, prepares a report on the implementation by the Management Board of investment projects.
 7. The resolutions of the Management Board are adopted with majority of votes. In the event of an equal number of votes in adopting a Management Board resolution, the casting vote is held by the President of the Management Board.
 8. The Management Board can:
 - 1) adopt resolutions by telephone or by other means of remote communication, in a manner that allows all the Management Board members to communicate directly,
 - 2) adopt resolutions without holding a meeting by placing signatures on the same copy (or copies) of a draft resolution or on separate documents with the same content, where the adoption of a resolution according to this procedure must be justified in writing in advance and the draft resolution must be presented to all members of the Management Board together with the justification.

§ 2

The resolution enters into force when adopted and is effective as of the date of registering the amendments with the business register of the National Court Register.

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding amendments to § 13 of the Company's Statute

Acting pursuant to Article 430 § 1 of the Commercial Companies Code the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of the Company makes the following amendments to the content of the Company's Statute:

§ 13 receives the following wording:

§ 13

1. The Management Board members or the entire Management Board are appointed and recalled by the Supervisory Board, subject to the provisions of § 14.
2. The Supervisory Board nominates a member of the Management Board after the conduct of the qualification procedure whose aim is verifying and assessing the qualifications of candidates and selecting the best candidate for the position of a Member of the Management Board.
3. The Supervisory Board conducts the qualification procedure if circumstances occur which justify the appointment of a Member of the Management Board,
4. The Supervisory Board initiating the qualification procedure for the position of the Member of the Management Board specifies, by a resolution, detailed rules and mode of the procedure, including in particular: the position being the subject of the procedure, date and place of admitting applications, date and place of conducting the qualification interview, scope of issues being the subject of the qualification interview, requirements and method of candidate assessment
5. A candidate for a Member of the Management Board must satisfy the requirements specified in item 9 and 10.
6. A notice of the qualification procedure is published on the Company's website and in the Ministry of Energy's Public Information Bulletin,
7. The deadline for admitting applications may not be shorter than 14 days of the publication of the notice of the qualification procedure.
8. The Supervisory Board notifies the results of the qualification procedure to shareholders and grants access to the minutes of the qualification procedure.
9. A candidate for a Member of the Management Board of the Company may be a person who satisfies the following cumulative conditions:
 - a) holds a higher qualification or higher qualification obtained abroad and recognised in the Republic of Poland, subject to separate provisions.
 - b) holds at least 5 years of employment period based on a contract of employment, appointment, election, nomination, co-operative contract of employment, or provision of services based on another agreement or conducting business operations on own account,

- c) holds at least 3 years of experience on managerial or independent positions or resulting from conducting business operations on own account,
 - d) satisfies requirements other than those mentioned in letters a-c specified in separate provisions, and in particular does not infringe upon limitations and prohibition to hold a position of a member of a management body in commercial companies;
10. Additionally, a candidate for the position of a member of the Management Board may not be a person who satisfies at least one of the below mentioned conditions:
- a) holds a position of a social co-worker or is employed in a constituency office, senator's office, constituency and senator's office or an European Parliament member's office based on a contract of employment or provides work services based on a contract of mandate or another contract of a similar nature,
 - b) is a member of a body of a political party representing the political party and authorised to draw liabilities,
 - c) is employed by a political party based on a contract of employment or provides work services based on a contract of mandate or another contract of a similar nature,
 - d) holds a position in a company trade union or company trade union in a group company,
 - e) his/her social or paid for operations give raise to a conflict of interests in relation to the company's operations.

§ 2

The resolution enters into force when adopted and is effective as of the date of registering the amendments with the business register of the National Court Register.

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding amendments to § 14 of the Company's Statute

Acting pursuant to Article 430 § 1 of the Commercial Companies Code the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of the Company makes the following amendments to the content of the Company's Statute:

§ 14 item 1 receives the following wording:

"Pursuant to the provisions of the act on commercialisation and some authorities of employees, if the average annual employment in the Company totals to over 500 employees, the Supervisory Board appoints one person to the Management Board elected by the Company's employees for the term of the Management Board."

§ 2

The resolution enters into force when adopted and is effective as of the date of registering the amendments with the business register of the National Court Register.

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding amendments to § 18 of the Company's Statute

Acting pursuant to Article 430 § 1 of the Commercial Companies Code the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of the Company makes the following amendments to the content of the Company's Statute:

§ 18 receives the following wording:

"The principles of determining the remuneration and amount of remuneration for members of the Management Board are set by the General Meeting taking into account the provisions of the act of 9 June 2016 on the principles of determining the remunerations of persons managing some companies."

§ 2

The resolution enters into force when adopted and is effective as of the date of registering the amendments with the business register of the National Court Register.

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding amendments to § 20 item 2 of the Company's Statute

Acting pursuant to Article 430 § 1 of the Commercial Companies Code the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of the Company makes the following amendments to the content of the Company's Statute:

In § 20 item 2(9) the dot shall be replaced with a coma and items 10, 11, 12 are added with the following wording:

- 10) issuing opinions on reports prepared by the Management Board on representation expenditures, expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management,
- 11) issuing opinions on the principles of selling fixed assets specified in § 36,
- 12) approving the remuneration policy of a capital group.

§ 2

The resolution enters into force when adopted and is effective as of the date of registering the amendments with the business register of the National Court Register.

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding amendments to § 20 item 3 of the Company's Statute

Acting pursuant to Article 430 § 1 of the Commercial Companies Code the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of the Company makes the following amendments to the content of the Company's Statute:

In § 20 item 3(14) the ending dot shall be replaced with a coma and items 15, 16, 17, 18, 19 are added with the following wording:

- 15) conclusion of a contract for legal services, marketing services, public relations services and social communication services and consultancy services related to the management if the amount of remuneration foreseen for the provided services exceeds PLN 500,000 net annually,
- 16) amendment of a contract for legal services, marketing services, public relations services and social communication services and consultancy services related to the management increasing the remuneration above the amount mentioned in item 15) above,
- 17) conclusion of a contract for legal services, marketing services, public relations services and social communication services and consultancy services related to the management in which the maximum value of the remuneration is not set,
- 18) conclusion of a contract of donation or another contract with a similar effect of the value exceeding PLN 20,000 or 0.1% of the sum of assets under the act of 29 September 1994 on accounting, set based on the last approved financial statements,
- 19) conclusion of a contract of debt release or another contract with a similar effect of the value exceeding PLN 50,000 or 0.1% of the sum of assets under the act of 29 September 1994 on accounting, set based on the last approved financial statements.

§ 2

The resolution enters into force when adopted and is effective as of the date of registering the amendments with the business register of the National Court Register.

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding amendments to § 20 item 5 of the Company's Statute

Acting pursuant to Article 430 § 1 of the Commercial Companies Code the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of the Company makes the following amendments to the content of the Company's Statute:

§ 20 item 5 receives the following wording:

5. Other authorities of the Supervisory Board include:

- 1) making requests and motions as regards the determination of the remunerating principles and amount of remuneration for members of the Management Board subject to § 18,
- 2) suspending Management Board members in 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) in companies in which the Company is a parent under the provisions of Article 4 item 3 of the act of 16 February 2007 on protection of consumers and competition, an approval of the Company's Supervisory Board is required for specification of the voting rights at a General Meeting of companies with significance for the group in the following fields:
 - a) incorporation of another company by the company,
 - b) amendment of the statute or articles of association and scope of the company's operations,
 - c) merger, transformation, division, termination and liquidation of the company,
 - d) raising or reducing of the company's share capital,
 - e) sale or lease of the enterprise or its organised part, and establishment of limited property rights on it,
 - f) redemption of shares,
 - g) determination of remuneration for members of Management Boards and supervisory boards,
 - h) provisions relating to claims for damages suffered during the establishment of the Company or its management or supervision,
 - i) on issues mentioned in Article 17 of the act of 16 December 2016 on the principles of state assets management, subject to § 11 item 5.

§ 2

The resolution enters into force when adopted and is effective as of the date of registering the amendments with the business register of the National Court Register.

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding amendments to § 23 item 1 of the Company's Statute

1. Disposal by the Company of fixed assets under the meaning of the act of 29 September 1994 on accounting, of the value above 0.1% of the sum of assets, determined based on the last approved financial statements, is performed during a tender, if the value of sold assets does not exceeds PLN 20.000.
2. The company may dispose of fixed assets without a tender if:
 - 1) the subject of the agreement are shares or other elements of financial fixed assets or licenses, patent or other industrial property rights or know-how if the conditions and the mode of sale other than in a public tender are specified in a resolution of the Supervisory Board,
 - 2) the sale takes place in the liquidation procedure subject to the terms specified in a resolution of the General Meeting subject to separate provisions,
 - 3) the subject of sale are residential apartments owned by the company, and the sale takes place for the price not lower than 50% of their market value, to the tenant or a close person permanently residing with them in the meaning of Article 4 item 13 of the act of 21 August 1997 on property management; the price is specified taking into account that the subject of sale includes occupied apartments; the value of improvements made by the tenant are credited towards the price of the apartment,
 - 4) in other justified cases, on the motion of the Management Board, for the price and subject to the terms specified in the Supervisory Board's resolution,
 - 5) the sale is performed to subsidiaries,
 - 6) the subject of the sale is allowances for emission of CO₂ and their equivalents.
3. The following mode of selling fixed assets is hereby determined:
 - 1) A tender invitation is published in the Public Information Bulletin on the website of the Ministry of Energy, on the Company's website, in a visible, publicly available place in the Company's seat and in other places in which notices are customarily published/made.
 - 2) the tender may be conducted not earlier than after 14 days of the publication of the tender invitation,
 - 3) The following entities may not be offerers in the tender:
 - a) Members of the Management Board and Supervisory Board,
 - b) a business entity conducting a tender procedure and its Members of the Management Board and Supervisory Board,
 - c) entities to whom the performance of activities related to the conduct of the tender was entrusted,
 - d) a spouse, children and siblings of persons mentioned in items a-c,

- e) persons who remain in a legal or factual relation with the person conducting the tender which may give reasonable doubts as regards the impartiality of the person conducting the tender.
4. The condition for accessing the tender is paying a bid security in the amount of at least 5% of the asking price of the sold fixed assets. The Regulations mentioned in item 8 may foresee a higher bid security.
 5. Before accessing the tender the Company specifies the asking price which may not be lower than the market value set by appraisers; if such a value may not be determined, the price may not be lower than the net book value.
 6. The company may withdraw from the valuation of the sold fixed assets by an appraiser, if:
 - 1) the cost of appraisal evidently exceeds the market value,
 - 2) the element of fixed assets has a fixed market price.
 7. The tender is conducted in the following forms:
 - 1) oral tender,
 - 2) written tender.
 8. The regulations determining the principles and mode of conducting the tender procedure, the content of the tender invitation, form of the tender and conditions governing the tender procedure are specified by the Company.
 9. The tender organiser has the right to close the tender without selecting any offer, giving no reasons therefor.
 10. The tender is won by the offerer who has made the highest bid.

§ 2

The resolution enters into force when adopted and is effective as of the date of registering the amendments with the business register of the National Court Register.

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding amendments to § 40 of the Company's Statute

Acting pursuant to Article 430 § 1 of the Commercial Companies Code the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of the Company makes the following amendments to the content of the Company's Statute:

- 1) in § 40 item 6 shall be removed;
- 2) the existing item 7 in § 40 receives number 6.

§ 2

The resolution enters into force when adopted and is effective as of the date of registering the amendments with the business register of the National Court Register.

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 No. ...

of the Ordinary General Shareholders Meeting of
Enea Spółka Akcyjna having its registered office in Poznań
dated 26.06.2017

regarding: the procedure on the conclusion of contracts for legal services, marketing services, public relations services and social communication services and consultancy services related to the management and amendments to these contracts

Acting pursuant to Article 17 item 2 of the act of 16 December 2016 on the principles of state assets management the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań (“Company”) hereby adopts the following:

§ 1

The Supervisory Board must approve the conclusion of:

- 1) contracts for legal services, marketing services, public relations services and social communication services and consultancy services related to the management if the amount of remuneration foreseen for the provided services exceeds PLN 500,000 net annually;
- 2) amendment of a contract for legal services, marketing services, public relations services and social communication services and consultancy services related to the management raising the remuneration above the amount mentioned in item 1;
- 3) a contract for legal services, marketing services, public relations services and social communication services and consultancy services related to the management in which the maximum value of the remuneration is not foreseen.

§ 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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

**regarding: the procedure on the conclusion by the Company of agreements
on donations, debt release or other agreements with similar effects**

Acting pursuant to Article 17 item 3 of the act of 16 December 2016 on the principles of state assets management the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań (“Company”) hereby adopts the following:

§ 1

The Supervisory Board must approve the conclusion of agreements on:

- 1) donation or another contract with a similar effect of the value exceeding PLN 20,000 or 0.1% of the sum of assets under the act of 29 September 1994 on accounting, set based on the last approved financial statements,
- 2) debt release or another contract with a similar effect of the value exceeding PLN 50,000 or 0.1% of the sum of assets under the act of 29 September 1994 on accounting, set based on the last approved financial statements.

§ 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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding: terms and mode of disposing of fixed assets

Acting pursuant to Article 17 item 4 of the act of 16 December 2016 on the principles of state assets management the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

1. Disposal by the Company of fixed assets under the meaning of the act of 29 September 1994 on accounting, of the value above 0.1% of the sum of assets, determined based on the last approved financial statements, is performed during a tender, if the value of sold assets does not exceeds PLN 20.000.
2. The company may dispose of fixed assets without a tender if:
 - 1) the subject of the agreement are shares or other elements of the financial fixed assets or licenses, patents or other industrial property rights or know-how if the conditions and the mode of sale other than in a public tender are specified in a resolution of the Supervisory Board,
 - 2) the sale takes place in the liquidation procedure subject to the terms specified in a resolution of the General Meeting subject to separate provisions,
 - 3) the subject of sale are residential apartments owned by the company, and the sale takes place for the price not lower than 50% of their market value, to the tenant or a close person permanently residing with them in the meaning of Article 4 item 13 of the act of 21 August 1997 on property management; the price is specified taking into account that the subject of sale includes occupied apartments; the value of improvements made by the tenant are credited towards the price of the apartment,
 - 4) in other justified cases, on the motion of the Management Board, for the price and subject to the terms specified in the Supervisory Board's resolution,
 - 5) the sale is performed to subsidiaries,
 - 6) the subject of the sale is allowances for emission of CO₂ and their equivalents.

§ 2

The following mode of selling fixed assets is hereby determined:

1. A tender invitation is published in the Public Information Bulletin on the website of the Ministry of Energy, on the Company's website, in a visible, publicly available place in the Company's seat and in other places in which notices are customarily published/made.
2. The tender may take place not earlier than after 14 days of the publication of the tender invitation.

3. The following entities may not be offerers in the tender:
 - 1) Members of the Management Board and Supervisory Board,
 - 2) a business entity conducting a tender procedure and its Members of the Management Board and Supervisory Board,
 - 3) entities to whom the performance of activities related to the conduct of the tender was entrusted,
 - 4) a spouse, children and siblings of persons mentioned in items 1-3,
 - 5) persons who remain in a legal or factual relation with the person conducting the tender which may give reasonable doubts as regards the impartiality of the person conducting the tender.
4. The condition for accessing the tender is paying a bid security in the amount of at least 5% of the asking price of the sold fixed assets. The Regulations mentioned in item 8 may foresee a higher bid security.
5. Before accessing the tender the Company specifies the asking price which may not be lower than the market value set by appraisers; if such a value may not be determined, the price may not be lower than the net book value.
6. The company may withdraw from the valuation of the sold fixed assets by an appraiser if:
 - 1) the cost of appraisal evidently exceeds the market value,
 - 2) the element of fixed assets has a fixed market price.
7. The tender is conducted in the following forms:
 - 1) oral tender,
 - 2) written tender.
8. The regulations determining the principles and mode of conducting the tender procedure, the content of the tender invitation, form of the tender and conditions governing the tender procedure are specified by the Company.
9. The tender organiser has the right to close the tender without selecting any offer, giving no reasons therefor.
10. The tender is won by the offerer who has made the highest bid.

§ 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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

regarding: the obligation of reporting representation expenditures, expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management

Acting pursuant to Article 17 item 6 of the act of 16 December 2016 on the principles of state assets management the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Management Board submits to the General Meeting a report on representation expenditures, and also expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management.

§ 2

The Supervisory Board's obligation is issuing opinions on reports on representation expenditures, and also expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management, prepared by the Management Board.

§ 3

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

**regarding: specification of requirements for candidates
for members of the Company's Management Board**

Acting pursuant to Article 22 of the act of 16 December 2016 on the principles of state assets management the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

A candidate for a Member of the Board of the Company may be a person who satisfies the following cumulative conditions:

- a) holds a higher qualification or higher qualification obtained abroad and recognised in the Republic of Poland, subject to separate provisions.
- b) holds at least 5 years of employment based on a contracts of employment, appointment, election, nomination, co-operative contract of employment, or provision of services based on another agreement or conducting business operations on own account,
- c) holds at least 3 years of experience on managerial or independent positions or resulting from conducting business operations on own account,
- d) satisfies requirements other than those mentioned in letters a-c specified in separate provisions, and in particular does not infringe upon limitations and prohibition to hold a position of a member of a management body in commercial companies;

§ 2

A candidate for the position of member of the Management Board may not be a person who:

- a) holds a position of a social co-worker or is employed in a constituency office, senator's office, constituency and senator's office or an European Parliament member's office based on a contract of employment or provides work services based on a contract of mandate or another contract of a similar nature,
- b) is a member of a body of a political party representing the political party and authorised to draw liabilities,
- c) is employed by a political party based on a contract of employment or provides work services based on a contract of mandate or another contract of a similar nature,
- d) holds a position in a company trade union or company trade union in a group company,

- e) their social or paid for operations give rise to a conflict of interests in relation to the company's operations.

§ 3

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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

**regarding: nomination of a member of the Management Board and qualification procedure for
the position of a member of the Management Board**

Acting pursuant to Article 18 item 1 of the act of 16 December 2016 on the principles of state assets management the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

§ 1

The Supervisory Board nominates a member of the Management Board after the conduct of the qualification procedure whose aim is verifying and assessing the qualifications of candidates and selecting the best candidate for the position of a Member of the Board.

- 1) The Supervisory Board conducts the qualification procedure if circumstances occur which justify the appointment of a Member of the Board,
- 2) The Supervisory Board initiating the qualification procedure for the position of the Member of the Board specifies, by a resolution, detailed rules and mode of the procedure, including in particular: the position being the subject of the procedure, date and place of admitting applications, date and place of conducting the qualification interview, scope of issues being the subject of the qualification interview, requirements and method of candidate assessment.
- 3) A candidate for the Member of the Management Board should satisfy the requirements specified in Article 22 of the act on the principles of state assets management.
- 4) A notice of the qualification procedure is published on the Company's website and in the Ministry of Energy's Public Information Bulletin,
- 5) The deadline for admitting applications may not be shorter than 14 days of the publication of the notice of the qualification procedure,
- 6) The Supervisory Board notifies the results of the qualification procedure to shareholders and grants access to the minutes of the qualification procedure.

§ 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 No. ...

of the Ordinary General Shareholders Meeting of

Enea Spółka Akcyjna having its registered office in Poznań

dated 26.06.2017

**regarding: introduction in companies in which the Company is a parent
the principles mentioned in the act on the principals of state assets management**

Acting pursuant to Article 17 item 7, Article 18 item 2, Article 20 and Article 23 of the act of 16 December 2016 on the principles of state assets management the Ordinary General Meeting of Shareholders of Enea Spółka Akcyjna seated in Poznań ("Company") hereby adopts the following:

The Management Board is obliged, in companies towards which the Company is a parent under Article 4 item 3 of the Act of 16 February 2007 on protection of consumers and competition, in conjunction with Article 17 item 1-6, Article 18 item 1, Article 19 item 1-5 and Article 22 of the act on the principles of state assets management, to introduce the principles mentioned in the act on the principles of state assets management.

§ 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.