

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

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:

§ 23 item 1 receives the following wording:

"1. Employees of the Company are authorised to appoint members of the Supervisory Board to the extent provided for by general Polish law, including the provisions of the act on commercialisation and some authorities of employees."

§ 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 § 36 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:

§ 36 receives the following wording:

§ 36

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.