

**Resolutions adapted by the Ordinary General Meeting
of ENEA S.A. on 20 May 2019**

**Resolution No. 1
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding election of the Chairperson of the Ordinary General Meeting**

Acting under Article 409 § 1 of the Commercial Companies Code and § 29.5 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. resolves as follows:

§1

The Ordinary General Meeting of ENEA S.A. hereby elects Ms. Anna Kowalik Chairperson of the Ordinary General Meeting.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes "for": 319,049,632

Votes "against": 0

Votes "abstained": 0

The Resolution has been adopted in secret voting.

Resolution No. 2
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding adoption of the agenda of the Ordinary General Meeting

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

§ 1

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

1. Opening of the Ordinary General Meeting.
2. Election of the Chairperson of the Ordinary General Meeting.
3. Stating that the Ordinary General Meeting 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. on its operations in 2018.
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 2018*, the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2018* and the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2018*.
7. Consideration and adoption of a resolution on the approval of the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2018*.
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 2018*.
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 2018*.
10. Presentation of the *Report of ENEA S.A. on representation expenses, expenditure on legal services, marketing services, public relations and social communication services, as well as advisory services related to management for the year ended 31 December 2018*, which was subject to the opinion of the Supervisory Board.
11. Adoption of a resolution regarding distribution of the net profit for the financial year covering the period from 1 January 2018 to 31 December 2018.
12. Adoption of resolutions on discharging Members of the Management Board of ENEA S.A. from liability in the performance of their duties in 2018.

13. Adoption of resolutions on discharging Members of the Supervisory Board of ENEA S.A. from liability in the performance of their duties in 2018.
14. Adoption of a resolution on the number of persons to be appointed to the Supervisory Board of ENEA S.A. of 10th term of office.
15. Adoption of a resolution on appointing Members of the Supervisory Board of the 10th term of office.
16. Adoption of a resolution on convening the first meeting of the Supervisory Board of ENEA S.A. of the new term of office.
17. Adoption of a resolution on amending the Company's Statute.
18. Closing the Ordinary General Meeting.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049.632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes "for": 319,049,632

Votes "against": 0

Votes "abstained": 0

The Resolution has been adopted in open voting.

Resolution No. 3
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding approval of the *Report of the Management Board on the operations*
of ENEA S.A. and ENEA Capital Group in 2018

Acting under Article 395 § 2(1) and Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. approves the *Report of the Management Board on the operations of ENEA S.A. and ENEA Capital Group in 2018*.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes "for": 312,909,962

Votes "against": 4,578,838

Votes "abstained": 1,560,832

The Resolution has been adopted in open voting.

Resolution No. 4
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding approval of the *Non-consolidated financial statements of ENEA S.A.*
for the financial year ended on 31 December 2018

Acting pursuant to Article 53 item 1 of the Act on Accounting and pursuant to Article 395 § 2(1) of the Commercial Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby approves the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2018* and composed of:

1. Non-consolidated statement of financial position as at 31 December 2018 showing a balance sheet amount of assets and liabilities equal to PLN 22,943,794 thou. (twenty-two billion nine hundred forty-three million seven hundred ninety-four thousand zloty);
2. Non-consolidated profit and loss statement and other comprehensive income for the period from 1. January 2018 to 31 December 2018 closing with a net profit in the amount of PLN 727,136 thou. (in words: seven hundred twenty-seven million one hundred thirty-six thousand zloty) and with the comprehensive income totalling to PLN 666,157 thou. (in words: six hundred sixty-six million one hundred fifty-seven thousand zloty);
3. Non-consolidated change in equity statement for the financial year from 1 January 2018 to 31 December 2018 showing an increase in equity of PLN 663,869 thou. (in words: six hundred sixty-three million eight hundred sixty-nine thousand zloty);
4. Non-consolidated cash flow statement demonstrating a decrease in cash by PLN 600,448 thou. (in words: six hundred million four hundred forty-eight thousand zloty);
5. Notes to the Non-consolidated financial statements including a description of key accounting principles applied and other explanatory notes.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes "for": 312,879,962

Votes "against": 4,578,879

Votes "abstained": 1,590,791

The Resolution has been adopted in open voting.

Resolution No. 5
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding approval of the *Consolidated financial statements of ENEA Capital Group for the*
financial year ended on 31 December 2018

Acting pursuant to Article 63c item 4 of the Act on Accounting and pursuant to Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. approves the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2018* and composed of:

1. consolidated statement of financial position as at 31 December 2018 showing a balance sheet amount of assets and liabilities equal to PLN 29,965,625 thou. (in words: twenty-nine billion nine hundred sixty-five million six hundred twenty-five thousand zloty),
2. consolidated profit and loss statement and other comprehensive income for the period from 1 January 2018 to 31 December 2018 showing a net profit in the amount of PLN 719,250 thou. (in words: seven hundred nineteen million two hundred fifty thousand zloty) with the comprehensive income totalling to PLN 630,751 thou. (six hundred thirty million seven hundred fifty-one thousand zloty),
3. consolidated statement of changes in equity for the financial year from 1 January 2018 to 31 December 2018 demonstrating an increase in equity by PLN 1,049,493 thou. (in words: one billion forty-nine million four hundred ninety-three thousand zloty),
4. consolidated cash flow statement showing a decrease in cash by PLN 36,288 thou. (in words: thirty-six million two hundred eighty-eight thousand zloty),
5. notes to consolidated financial statement covering a description of key accounting principles applied and other explanatory notes.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes "for": 312,909,962

Votes "against": 4,578,879

Votes "abstained": 1,560,791

The Resolution has been adopted in open voting.

Resolution No. 6
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding *distribution of the net profit for the financial year covering the period*
from 1 January 2018 to 31 December 2018

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

§ 1

The following distribution of the net profit for the period from 1 January 2018 to 31 December 2018 is determined in the amount of PLN 727,136 thou. (in words: seven hundred twenty-seven million one hundred thirty-six thousand zloty):

- 100% of the net profit, i.e. PLN 727,136 thou., to increase reserve capitals for purposes of investment financing.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 312,410,326

Votes “against”: 6,609,265

Votes “abstained”: 30,041

The Resolution has been adopted in open voting.

As part of the consideration of item 11 of the adopted agenda, one of the Shareholders submitted a motion to adopt a resolution on the payment of dividend to shareholders in the amount of PLN 0.20 per share, while in view of the adoption of the resolution in the above wording, this draft was not put to a vote.

Resolution No. 7
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the President of the Management Board - Mr. Mirosław Kowalik from
liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Mirosław Kowalik a discharge from liability in the performance of his duties as the President of the Management Board during the period of 1 January 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes "for": 310,964,777

Votes "against": 51,925

Votes "abstained": 8,032,930

The Resolution has been adopted in secret voting.

Resolution No. 8
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Management Board - Mr. Piotr Adamczak from
liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Piotr Adamczak a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 1 January 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes "for": 310,934,777

Votes "against": 51,925

Votes "abstained": 8,062,930

The Resolution has been adopted in secret voting.

Resolution No. 9
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Management Board - Mr. Piotr Olejniczak from
liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Piotr Olejniczak a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 1 January 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes "for": 310,934,777

Votes "against": 51,966

Votes "abstained": 8,062,889

The Resolution has been adopted in secret voting.

Resolution No. 10
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Management Board - Mr. Zbigniew Piętka from
liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Zbigniew Piętka a discharge from liability in the performance of his duties as the Member of the Management Board during the period of 1 January 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes "for": 310,986,677

Votes "against": 26

Votes "abstained": 8,062,929

The Resolution has been adopted in secret voting.

Resolution No. 11
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Chairman of the Supervisory Board – Mr. Stanisław Kazimierz
Hebda from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Stanisław Kazimierz Hebda a discharge from liability in the performance of his duties as the Chairman of the Supervisory Board during the period of 1 January 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,934,777

Votes “against”: 51,966

Votes “abstained”: 8,062,889

The Resolution has been adopted in secret voting.

Resolution No. 12
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Vice-Chairman of the Supervisory Board – Mr. Piotr Kossak
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Piotr Kossak a discharge from liability in the performance of his duties as the Vice-Chairman of the Supervisory Board during the period of 1 January 2018 to 16 April 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,934,777

Votes “against”: 41,925

Votes “abstained”: 8,072,930

The Resolution has been adopted in secret voting.

Resolution No. 13
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Paweł Jabłoński
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Paweł Jabłoński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 20 April 2018 to 31 December 2018, including as the Vice-Chairman of the Supervisory Board during the period of 17 May 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,934,777

Votes “against”: 41,926

Votes “abstained”: 8,072,929.

The Resolution has been adopted in secret voting.

Resolution No. 14
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Rafał Szymański
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Rafał Szymański a discharge from liability in the performance of his duties as the Secretary of the Supervisory Board during the period of 1 January 2018 to 31 July 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,934,777

Votes “against”: 51,925

Votes “abstained”: 8,062,930.

The Resolution has been adopted in secret voting.

Resolution No. 15
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Piotr Mirkowski
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Piotr Mirkowski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2018 to 31 December 2018, including as the Secretary of the Supervisory Board in the period from 12 September 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,976,677

Votes “against”: 10,026

Votes “abstained”: 8,062,929

The Resolution has been adopted in secret voting.

Resolution No. 16
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Rafał Bargiel
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Rafał Bargiel a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2018 to 16 April 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,934,777

Votes “against”: 51,925

Votes “abstained”: 8,062,930

The Resolution has been adopted in secret voting.

Resolution No. 17
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Sławomir Brzeziński
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,976,718

Votes “against”: 10,025

Votes “abstained”: 8,062,889

The Resolution has been adopted in secret voting.

Resolution No. 18
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Wojciech Klimowicz
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,976,718

Votes “against”: 25

Votes “abstained”: 8,072,889

The Resolution has been adopted in secret voting.

Resolution No. 19
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Paweł Korobłowski
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Paweł Korobłowski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 24 September 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 312,879,962

Votes “against”: 41,926

Votes “abstained”: 6,127,744

The Resolution has been adopted in secret voting.

Resolution No. 20
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Ireneusz Kulka
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Ireneusz Kulka a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 22 March 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,934,778

Votes “against”: 41,925

Votes “abstained”: 8,072,929

The Resolution has been adopted in secret voting.

Resolution No. 21
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Tadeusz Miklosz
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting 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 1 January 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,944,818

Votes “against”: 41,925

Votes “abstained”: 8,062,889

The Resolution has been adopted in secret voting.

Resolution No. 22
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Paweł Skopiński
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Paweł Skopiński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2018 to 13 March 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,986,677

Votes “against”: 25

Votes “abstained”: 8,062,930

The Resolution has been adopted in secret voting.

Resolution No. 23
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
regarding discharging the Member of the Supervisory Board – Mr. Roman Stryjski
from liability in the performance of his duties in 2018

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

§ 1

The Ordinary General Meeting of ENEA S.A. grants Mr. Roman Stryjski a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 1 January 2018 to 31 December 2018.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 319,049,632

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,632

Votes “for”: 310,944,777

Votes “against”: 41,926

Votes “abstained”: 8,062,929

The Resolution has been adopted in secret voting.

Resolution No. 24
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on changes in the composition of the Supervisory Board of ENEA S.A.

Acting under Article 385 item 1 of the Commercial Companies Code and § 22 item 4 and § 33 subitem 1) of the Company's Statute, the Ordinary General Meeting of ENEA S.A. resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby dismisses Mr. Paweł Korobłowski 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: 319,049,592

Percentage of the shares in the share capital: 72.27 %

Total of cast votes: 319,049,592

Votes "for": 253,512,246

Votes "against": 32,865,121

Votes "abstained": 32,672,225

The Resolution has been adopted in secret voting.

Resolution No. 25
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on the number of persons to be appointed to the Supervisory Board of ENEA S.A.
of 10th term of office

Acting under Article 385 item 1 of the Commercial Companies Code and § 22.1 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby decides that the Supervisory Board of ENEA S.A. of 10th term of office shall be composed of 10 persons.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 298,820,547

Votes "against": 482,944

Votes "abstained": 19,694,241

The Resolution has been adopted in open voting.

**Resolution No. 26
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on appointing a Member of the Supervisory Board of the 10th term of office
elected by the employees of ENEA Capital Group**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22.4 in connection with § 23 of the Company's Statute, as well as in connection with Article 14 sections 2 and 3 of the Act on Commercialisation and Certain Employees' Rights, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr Michał Dominik Jaciubek as a Member of the Supervisory Board of 10th joint term of office. The appointment is effective as of 21 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 231,821,902

Votes "against": 25,050,148

Votes "abstained": 62,125,682

The Resolution has been adopted in open voting.

**Resolution No. 27
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on appointing a Member of the Supervisory Board of the 10th term of office
elected by the employees of ENEA Capital Group**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22.4 in connection with § 23 of the Company's Statute, as well as in connection with Article 14 sections 2 and 3 of the Act on Commercialisation and Certain Employees' Rights, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Maciej Mazur as a Member of the Supervisory Board of 10th joint term of office. The appointment is effective as of 21 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 231,821,902

Votes "against": 25,050,148

Votes "abstained": 62,125,682

The Resolution has been adopted in secret voting.

Resolution No. 28
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on appointing a Member of the Supervisory Board of the 10th term of office
elected by the employees of ENEA Capital Group

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22.4 in connection with § 23 of the Company's Statute, as well as in connection with Article 14 sections 2 and 3 of the Act on Commercialisation and Certain Employees' Rights, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Mariusz Pliszka as a Member of the Supervisory Board of 10th joint term of office. The appointment is effective as of 21 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 231,821,902

Votes "against": 25,050,148

Votes "abstained": 62,125,682

The Resolution has been adopted in secret voting.

Resolution No. 29
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on appointing a Member of the Supervisory Board for the 10th term of office and entrusting
him/her with the function of the Chairman / Chairwoman of the Supervisory Board

Acting pursuant to Article 385 item 1 of the Commercial Companies Code, § 22.4 and § 22.5 in connection with § 24.2 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Stanisław Kazimierz Hebda to the Supervisory Board of Company of 10th joint term of office and entrusts him with the function of the Chairman of the Supervisory Board. The appointment and entrustment of the function is effective as of 21 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 266,601,079

Votes "against": 25,248,956

Votes "abstained": 27,147,697

The Resolution has been adopted in secret voting.

Resolution No. 30
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on appointing a Member of the Supervisory Board for the 10th term of office

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22.4 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Paweł Andrzej Koroblowski as a Member of the Supervisory Board of 10th joint term of office. The appointment is effective as of 21 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 266,601,079

Votes "against": 25,248,956

Votes "abstained": 27,147,697

The Resolution has been adopted in secret voting.

Resolution No. 31
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on appointing a Member of the Supervisory Board for the 10th term of office
as an independent member

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 sections 4 and 7 of the Company's Statute and in connection with Article 129 section 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Roman Stryjski as an independent member of the Supervisory Board of Company of 10th joint term of office pursuant to § 22 section 7 of the Company's Statute. The appointment is effective as of 21 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 266,601,079

Votes "against": 25,248,956

Votes "abstained": 27,147,697

The Resolution has been adopted in secret voting.

Resolution No. 32
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on appointing a Member of the Supervisory Board for the 10th term of office having knowledge
and skills in accounting or auditing financial statements

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22. 4 of the Company's Statute and in connection with Article 129 section 1 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Ireneusz Kulka as a Member of the Supervisory Board of the Company of 10th joint term of office, as a member having knowledge and skills in accounting or auditing financial statements. The appointment is effective as of 21 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 266,601,094

Votes "against": 25,248,956

Votes "abstained": 27,147,682

The Resolution has been adopted in secret voting.

Resolution No. 33
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on appointing a Member of the Supervisory Board for the 10th term of office
as an independent member

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 sections 4 and 7 of the Company's Statute and in connection with Article 129 section 3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Piotr Mirkowski as an independent member of the Supervisory Board of Company of 10th joint term of office pursuant to § 22 section 7 of the Company's Statute. The appointment is effective as of 21 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 266,601,079

Votes "against": 25,248,956

Votes "abstained": 27,147,697

The Resolution has been adopted in secret voting.

Resolution No. 34
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on appointing a Member of the Supervisory Board for the 10th term of office

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22.4 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr. Paweł Jabłoński as a member of the Supervisory Board of 10th joint term of office. The appointment is effective as of 21 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 266,601,079

Votes "against": 25,248,956

Votes "abstained": 27,147,697

The Resolution has been adopted in secret voting.

Resolution No. 35
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on convening the first meeting of the Supervisory Board of ENEA S.A.
of the new term of office

Acting pursuant to § 26.2 of the Statute of the Company, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. convenes the first meeting of the Supervisory Board of ENEA S.A. of the new 10th term of office on 30 May 2019.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 314,079,874

Votes "against": 1

Votes "abstained": 4,917,857

The Resolution has been adopted in open voting.

**Resolution No. 36
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on amending § 11 item 4 of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 11 item 4 shall read as follows:

„4. The Company's Management Board provides the Supervisory Board, together with the Management Board's report on the Company's operations for the previous financial year, with reports on:

- 1) representation expenditures, expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management,
- 2) compliance with the good practices defined by the Prime Minister pursuant to Article 7(3) of the act on the principles of state assets management.”

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution enters into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 282,982,501

Votes "against": 25,359,749

Votes "abstained": 10,655,482

The Resolution has been adopted in open voting.

Resolution No. 37
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on amending § 11 item 5 of the Company's Statute

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 11 item 5 shall read as follows:

„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 in relation to Article 18a and Article 23a of the act on the principles of state assets management, to implement the principles enumerated in the act on the principles of state assets management”.

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution enters into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 270,004,486

Votes "against": 25,359,789

Votes "abstained": 23,633,457

The Resolution has been adopted in open voting.

Resolution No. 38
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on adding item 3 to § 12 of the Company's Statute

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

In § 12, item 3 shall be added which reads as follows:

„3. A Management Board Member shall hand in the resignation from their function to another Management Board Member or to an authorised representative and shall notify the Chairman of the Supervisory Board of their resignation. If as a result of the resignation of a Management Board Member no position in the Management Board is filled, the Management Board Member shall hand in their resignation to the Supervisory Board.”

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution enters into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 282,982,526

Votes "against": 25,359,749

Votes "abstained": 10,655,457

The Resolution has been adopted in open voting.

Resolution No. 39
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on amending § 20 item 2 subitem 1) of the Company's Statute

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 20 item 2 subitem 1) shall read as follows:

"1) appointing an audit firm to audit the Company's financial statements,"

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution enters into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 282,982,486

Votes "against": 25,359,749

Votes "abstained": 10,655,497

The Resolution has been adopted in open voting.

Resolution No. 40
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on amending § 20 item 2 subitem 10) of the Company's Statute

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 20 item 2 subitem 10) shall read as follows:

„10) issuing opinions on reports prepared by the Management Board on:

- a) representation expenditures, expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management, and
- b) compliance with the good practices defined by the Prime Minister pursuant to Article 7(3) of the act on the principles of state assets management,”

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution enters into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 282,982,486

Votes "against": 25,359,749

Votes "abstained": 10,655,497

The Resolution has been adopted in open voting.

Resolution No. 41
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on adding subitem 13) to § 20 item 2 of the Company's Statute

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

In § 20 item 2, the period after subitem 12 shall be replaced by a comma and subitem 13 shall be added which reads as follows:

"13) adopting the uniform text of the Company's Statute."

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution enters into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 282,982,526

Votes "against": 25,359,749

Votes "abstained": 10,655,457

The Resolution has been adopted in open voting.

Resolution No. 42
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on amending § 20 item 3 of the Company's Statute

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 20 item 3 shall read as follows:

1. „3. The powers of the Supervisory Board include approving the following decisions of the Management Board:

- 1) disposal of fixed assets within the meaning of the Act of 29 September 1994 on accounting, classified as intangible assets, tangible fixed assets or long-term investments, including making a contribution to a company or a cooperative, if the market value of such assets exceeds PLN 20,000,000 or 5% of the total assets within the meaning of the act on accounting, determined based on the last approved financial statements, and handing over these assets for use to another entity for a period longer than 180 days in a calendar year, on the basis of a legal act, if the market value of the subject of the legal act exceeds PLN 500,000 or 5% of the total assets, whereby for handing over for use in the case of:
 - a) lease, tenancy and other agreements to provide an asset for use by other entities in return for payment – the market value of the object of the legal act shall be understood as the value of the benefits derived during:
 - a. one year – if the return of the asset was based on a contract concluded for an indefinite period of time,
 - b. the whole duration of the contract, in the case of fixed-term contracts,
 - b) loan agreements and other gratuitous agreements for handing over an asset for use by other entities – the market value of the object of a legal act shall be understood as the equivalent of the benefits that would be due in the event of concluding a lease or tenancy agreement, during:

- a. one year – if the return of the asset was based on a contract concluded for an indefinite period of time,
 - b. the whole duration of the contract, in the case of fixed-term contracts,
- 2) any instance of assuming the lease, tenancy, renting, borrowing or other use of real property, on the basis of one or more legal acts during twelve consecutive months, with the value of the rent for twelve consecutive months exceeding the equivalent of EUR 5,000,000,
- 3) acquisition of fixed assets within the meaning of the act of 29 September 1994 on accounting, with a value exceeding:
 - a) PLN 20,000,000 or
 - b) 5% of the total assets within the meaning of the act of 29 September 1994 on accounting, determined based on the last approved financial statements,
- 4) any instance of leasing, renting, borrowing, usufructing or otherwise using a fixed asset, except for real estate, on the basis of one or more legal acts for a period of twelve consecutive months, with the value of rent for the period of twelve consecutive months exceeding the equivalent of EUR 5,000,000,
- 5) implementing projects, unless they are accounted for in the approved annual investment plan, and their value exceeds 10% of the value of investments in the approved annual plan, except for investments in financial assets aimed at investing surplus funds as part of day-to-day management,
- 6) issuing guarantees and sureties by the Company which, on the basis of one or more legal acts during twelve consecutive months, and towards one entity, exceed the equivalent of EUR 5,000,000,
- 7) issuing promissory notes with a value exceeding EUR 5,000,000 and blank promissory notes,
- 8) incurring other obligations than those described above, which, on the basis of one or more legal acts during twelve consecutive months exceed the equivalent of EUR 5,000,000, with the exception of legal acts carried out by the Management Board as part of its duties defined in the annual material and financial plan approved by the Supervisory Board, which expressly states that no such approval is required to carry out the duty,
- 9) establishing branch offices, representative offices and other entities as well as participating in other companies and ventures outside the territory of the Republic of Poland,

- 10) the Company establishing or joining another company in the Republic of Poland if the purchase price for the share(s) or the advance on the contribution in a civil partnership exceeds EUR 5,000,000,
- 11) subscribing for or purchasing shares in other companies, with the value exceeding:
 - a) PLN 20,000,000 or,
 - b) 10% of the total assets within the meaning of the act of 29 September 1994 on accounting, determined based on the last approved financial statements,
- 12) disposing of shares in other companies of the market value exceeding:
 - a) PLN 20,000,000 or,
 - b) 10% of the total assets within the meaning of the act of 29 September 1994 on accounting, determined based on the last approved financial statements,
- 13) 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 in the contract or other contracts concluded with the same entity exceeds PLN 500,000 net annually,
- 14) 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 13) above,
- 15) 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,
- 16) 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, determined based on the last approved financial statements,
- 17) 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, determined based on the last approved financial statements”.

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution enters into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 281,037,301

Votes "against": 25,359,749

Votes "abstained": 12,600,682

The Resolution has been adopted in open voting.

**Resolution No. 43
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on amending § 20 item 4 of the Company's Statute**

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 20 item 4 shall read as follows:

„4. The requirement of obtaining the Supervisory Board's approval set out in § 20 item 2 and 3 above applies only if the General Meeting of Shareholders is not authorised, under this Statute or by law, to grant its consent to such actions. If the General Meeting is authorised to grant its consent to such actions, the Supervisory Board should comment on the admissibility of such actions beforehand. The requirement of obtaining any consent foreseen in § 20 item 2 and 3 above from the Supervisory Board shall not apply to legal acts performed on market terms, in particular on commodity exchanges within the meaning of the regulations on commodity exchanges or in financial instrument trading systems within the meaning of the regulations on trading in financial instruments, as part of the Company's sales or trading operations in: electricity, fuels for electricity generation, including natural gas and coal or related products, including property rights resulting from certificates of origin of electricity, certificates of origin of agricultural biogas or energy efficiency certificates, guarantees of origin and CO2 emission allowances, or their derivatives or other rights related to them, if the value of the transaction does not exceed 5% of the total assets within the meaning of the Act of 29 September 1994 on accounting, determined based on the last approved financial statements, and in the case of acquisition of the above mentioned fixed assets – if the value of a given act does not exceed the value indicated above or the amount of PLN 100,000,000.”

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution enters into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes “for”: 281,037,301

Votes “against”: 25,359,789

Votes “abstained”: 12,600,642

The Resolution has been adopted in open voting.

Resolution No. 44
of the Ordinary General Meeting of the Company
under the name of ENEA Spółka Akcyjna with its registered office in Poznań,
dated 20 May 2019
on amending § 36 of the Company's Statute

Acting under Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań ("Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of the Company introduces the following amendments to the Company's Statute:

§ 36 shall read as follows:

„§ 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 or an auction, unless the market value of sold assets does not exceed PLN 20,000.
2. The company may dispose of fixed assets without a tender or an auction 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 or an auction 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 or auction 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 or auction may be conducted not earlier than after 14 days of the publication of the tender or auction invitation.
 - 3) The following entities may not be offerers in the tender or auction:
 - a) Members of the Company's Management Board and Supervisory Board,
 - b) a business entity conducting the tender or auction 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 or auction 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 or auction which may give reasonable doubts as regards the impartiality of the person conducting the tender or auction.
4. The condition for accessing the tender or auction 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 or auction, 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 regulations determining the principles and mode of conducting the tender or auction procedure, the content of the tender or auction invitation, the form of the tender or auction and conditions governing the tender or auction procedure are specified by the Company.
8. The tender or auction organiser has the right to close the tender or auction without selecting any offer, giving no reasons therefor.
9. The tender or auction is won by the offerer who has made the highest bid".

§ 2

The Ordinary General Meeting of the Company hereby authorises the Supervisory Board to adopt the uniform text of the Company's Statute.

§ 3

The resolution enters into force upon its adoption with binding force on the date of entry of the amendments into the register of entrepreneurs of the National Court Register.

The number of shares from which valid votes were cast: 318,997,732

Percentage of the shares in the share capital: 72.26 %

Total of cast votes: 318,997,732

Votes "for": 281,037,348

Votes "against": 25,359,749

Votes "abstained": 12,600,642

The Resolution has been adopted in open voting.