

**Summary of proposed amendments to the Statute of ENEA S.A.**

1. The statute of ENEA S.A. shall be amended by repealing subitem 2) in § 20 item 2 of the statute of ENEA S.A., reading as follows:

- 2) *approving the conclusion of significant contracts with Related Parties, provided that, to adopt a valid resolution on this matter it is necessary to conduct a voting over the adoption of such a resolution by the majority of members of the Supervisory Board mentioned in § 22 item 7 (taking part in the voting); "a significant contract" means a "significant contract" in the meaning of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and conditions of deeming the information required by legal regulations of a state not being a member state equivalent,*

2. The statute of ENEA S.A. shall be amended by changing subitem 5) in § 20 item 5 of the Statute of ENEA S.A., from its current wording:

- 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.*

to read as follows:

- 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 a Significant Subsidiary 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."*

3.The Statute of ENEA S.A. shall be amended by changing § 23 of the Statute from its current wording:

1. *The Company's employees are entitled to elect Supervisory Board members in the manner set out by the prevailing provisions of law, including the provisions of the commercialisation act and some rights of employees.*
2. *The Supervisory Board calls elections of Supervisory Board members. In this respect, the provisions of § 14 and 15 apply accordingly.*
3. *The Supervisory Board adopts resolutions implementing the Election Regulations, which contain detailed provisions on electing and recalling employee-elected Supervisory Board members.*
4. *The provisions of § 16 apply accordingly to recalling employee-elected Supervisory Board members.*

to read as follows:

1. *The employees of the Company and its Subsidiaries are entitled to elect Supervisory Board members in the manner set out by the prevailing provisions of law, including the provisions of the commercialisation act and some rights of employees.*
2. *The Supervisory Board calls elections of Supervisory Board members. In this respect, the provisions of § 14 and 15 apply accordingly, however with the proviso that where these provisions refer to employees or Company's employees, trade union operating in the Company, it shall mean, respectively, employees of the Company, employees of its Subsidiaries, and trade unions operating in the Company or its Subsidiaries.*
3. *The Supervisory Board adopts resolutions implementing the Election Regulations, which contain detailed provisions on electing and recalling Supervisory Board members elected by employees of the Company and its Subsidiaries.*
4. *The provisions of § 16 apply accordingly to recalling Supervisory Board members elected by employees of the Company and its Subsidiaries, with the proviso that where these provisions refer to employees or Company's employees, it shall mean employees of the Company and employees of its Subsidiaries.*

4.The Statute of ENEA S.A. shall be amended by repealing in § 40 item 4 the provision reading as follows:

4. *Any mention in this Statute of a "Related Party" should be construed to mean a related party as defined in the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and conditions of deeming the information required by legal regulations of a state not being a member state equivalent.*

5.The statute of ENEA S.A. shall be amended by changing item 5 in § 40 of the statute of ENEA S.A. from its current wording:

5. *Any mention in this Statute of a "Significant Subsidiary" should be construed as an entity controlled by the Company, where the book value of the Company's interest as declared in the Company's most recent audited financial statements exceeds 10% (ten per cent) of the Company's shareholders' equity.*

to read as follows:

5. *Any mention in this Statute of a "Significant Subsidiary" should be construed as a Subsidiary, where the book value of the Company's interest as declared in the Company's most recent*

*audited financial statements exceeds 10% (ten per cent) of the Company's shareholders' equity.*

6. The statute of ENEA S.A. shall be amended by adding, in § 40 of the statute of ENEA S.A. after item 6, item 7 reading as follows:

7. *Any mention in this Statute of a "Subsidiary" should be construed as a subsidiary of the Company within the meaning of Article 3.1 (39) of the Accounting Act of 19 July 2016.*