

**Draft resolutions
of the Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań,
convened to be held on 24 September 2018**

Draft resolution concerning item no. 2 of the planned agenda

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 24 September 2018**

regarding election of the Chairman of the Extraordinary General Meeting

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

§1

The Extraordinary General Meeting of ENEA S.A. hereby appoints Mr./Ms. the Chairman of the Extraordinary General Meeting.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution will be adopted in secret voting.

Draft resolution concerning item no. 4 of the planned agenda

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 24 September 2018**

regarding adoption of the agenda of the Extraordinary General Meeting

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

§ 1

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

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Stating that the Extraordinary General Meeting has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution on expressing qualified consent to commence the Construction Stage in the Project Ostrołęka C.
6. Adoption of a resolution on appointing a member of the Supervisory Board of ENEA S.A.
7. Closing the meeting.

§ 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 will be adopted in open voting.

Draft resolution concerning item no. 5 of the planned agenda

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 24 September 2018**

**on expressing qualified consent to commence the Construction Stage in the project
Ostrołęka C**

The Extraordinary General Meeting of ENEA S.A., acting for the purpose of fulfilling the condition as referred to in Article 8.6. of the investment agreement concluded on 8 December 2016 (hereinafter referred to as "the Investment Agreement") by and between ENEA S.A. and Elektrownia Ostrołęka sp. z o.o., amended by Annex No. 1 on 26 March 2018, the subject of which is the execution of the project Ostrołęka C, consisting in the preparation, construction and exploitation of a bituminous coal fired power unit for supercritical parameters of steam with a gross capacity around 1,000 MWe (hereinafter referred to as the "Project Ostrołęka C"), hereby resolves as follows:

§1

The Extraordinary General Meeting of ENEA S.A. expresses qualified consent to commence the Construction Stage of the Project Ostrołęka C, that is the stage understood as the period from the time when Elektrownia Ostrołęka sp. z o.o. issues a Notice To Proceed to the General Contractor to the time when the power unit executed as part of the Project Ostrołęka C is delivered for commercial exploitation.

§ 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 will be adopted in open voting.

Substantiation

On 8 December 2016, ENEA S.A., ENERGA S.A. and Elektrownia Ostrołęka Sp. z o.o. concluded the Investment Agreement, the subject of which is "*the preparation, construction and exploitation of Ostrołęka C, i.e. a bituminous coal fired power unit for supercritical parameters of steam with a capacity around 1,000 MWe*" (hereinafter referred to as "IA"). The shareholders of the company Elektrownia Ostrołęka C Sp. z o.o. (hereinafter referred to as the "Special Purpose Entity") are ENEA S.A. and ENERGA S.A., which hold 50% of the share capital of the Special Purpose Entity each.

On 12 July 2018, the Special Purpose Entity and the General Contractor signed an agreement for the award of a public service contract related to construction of a new coal-fired power unit, for the price of PLN 6,023,034,950.00 gross, with the scope of work carried out by the contractor limited until the Notice to Proceed is issued.

The IA article indicated above defines, therefore, a series of actions and corporate approvals which must be pursued prior to the commencement of the Construction Stage in the project. In order to clarify, it may be indicated that in accordance with Article 8.3.2. of the IA the Construction Stage is to be understood as the period from the time when the Special Purpose Entity issues a Notice to Proceed to the General Contractor to the time when the power unit executed as part of the Project Ostrołęka C is delivered for commercial exploitation. At the present time, the project is at the Development Stage and the threshold between the Development Stage and the Construction Stage is the issuance of the Notice to Proceed to the General Contractor.

One of the aforementioned corporate approvals preceding the issuance of the Notice To Proceed is the adoption by the General Meeting of ENEA S.A. and the General Meeting of ENERGA S.A. of a resolution expressing a qualified consent to commence the Construction Stage.

At the same time, the qualified nature of the consent of the General Meeting should be emphasised. Prior to the commencement of the Construction Phase, in accordance with the provisions of the IA, it will be necessary for the Supervisory Board of ENEA S.A. to adopt, among other things. (and, accordingly, the Supervisory Board of ENERGA S.A.) a resolution approving the granting by the Meeting of Shareholders of the Special Purpose Entity of consent to the issuance of the Notice To Proceed. Considering that the qualified consent of the General Meeting of ENEA S.A. to the commencement of the Construction Stage is one of the prerequisites for voting by ENEA S.A. in favour of the issuance of the Notice To Proceed, the adoption of the said resolution fulfils the provisions of the Investment Agreement.

It should be indicated that in accordance with subparagraph X of the Preamble to the IA its signatories recognise that “The Project’s execution will positively influence Poland’s energy security and the functioning of the National Power System and will, moreover, become part of the continuing process of modernising the Polish energy sector”. The above is compatible with the current ENEA S.S Statute, which states that “the Company executes tasks connected to providing energy security to the Republic of Poland” (§ 5 paragraph 3 of ENEA S.A. Statute). In the letter dated 2 July 2018, the Ministry of Energy confirmed that the construction of a new generation unit in north-eastern Poland is of great importance for providing safety in the functioning of the National Power System and reliability in terms of the supply of electricity to the recipients in this region and that the new unit in Ostrołęka is thus being taken into account in the analysis prepared for the purposes of the country’s energy policy.

From the point of view of ENEA S.A., the Project Ostrołęka C is of strategic nature and its implementation may significantly affect the financial situation of ENEA Group in the long-term perspective.

It should be noted that the other partner of the Special Purpose Entity – ENERGA S.A. – held an Extraordinary General Meeting in relation to a similar issue – i.e. to grant ENERGA S.A. qualified consent to commence the Construction Stage in the Project Ostrołęka C, as of 3 September 2018.

Draft resolution concerning item no. 6 of the planned agenda

D R A F T

Resolution No. ...

**of the Extraordinary General Meeting of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 24 September 2018**

on appointing a member of the Supervisory Board of ENEA S.A.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 33(1) of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Extraordinary General Meeting of ENEA S.A. appoints Ms/Mr as a member of the Supervisory Board of ENEA S.A for the 9th joint term of office.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ...

The Resolution will be adopted in secret voting.

Substantiation:

Adoption of a resolution on supplementing the composition of the Supervisory Board of ENEA S.A. by appointing a new member of the Supervisory Board is a consequence of resignation of Mr. Rafał Szymański from the position of a member of the Supervisory Board. Mr. Rafał Szymański submitted a statement on his resignation from the function by letter of 31 July 2018. At present, the Supervisory Board is composed of 8 members.

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 33(1) of the Company's Statute, the General Meeting of ENEA S.A. is entitled to appoint members of the Supervisory Board.