

Draft resolutions
of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań
convened for 24 June 2022

Draft resolution to item 2 of the proposed agenda

D R A F T

Resolution No.

adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENEA Spółka Akcyjna with its registered office in Poznań
on 24 June 2022

to elect the Chairperson of the Ordinary General Meeting

Acting pursuant to Article 409 § 1 of the Commercial Company Code and § 29(5) 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 elects Mr./Ms.
as the Chairperson of the Ordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Draft resolution to item 4 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

to accept 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 accepts the following agenda of the Ordinary General Meeting:

1. Open the Ordinary General Meeting.
2. Elect the Chairperson of the Ordinary General Meeting.
3. Assert that the Ordinary General Meeting has been convened correctly and is capable of adopting resolutions.
4. Adopt the agenda.
5. Adopt a resolution to approve the *Report of the ENEA S.A. Supervisory Board on its activity in 2021*.
6. Present the report of the independent certified auditor on the audit of the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2021*, the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2021* and the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2021*.
7. Examine and adopt a resolution to approve the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2021*.
8. Examine and adopt a resolution to approve the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2021*.
9. Examine and adopt a resolution to approve the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2021*.
10. Adopt a resolution on the distribution of the Company's net profit generated in the financial year ended 31 December 2021.
11. Adopt resolutions to discharge the ENEA S.A. Management Board Members on the performance of their duties in the financial year 2021.
12. Adopt resolutions to discharge the ENEA S.A. Supervisory Board Members on the performance of their duties in the financial year 2021.
13. Adopt a resolution to issue an opinion on the document, adopted by the Supervisory Board, entitled "*Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2021*".
14. Adopt a resolution on the number of Members of the ENEA S.A. Supervisory Board of the 11th term of office.
15. Adopt resolutions to appoint a Supervisory Board Members of the 11th term of office.
16. Adopt a resolution to convene the first meeting of the Supervisory Board of a new term of office.
17. Present information on the outcome of the recruitment procedure for the position of Member of the ENEA S.A. Management Board for Strategy and Development, which was conducted from 15

November 2021 to 29 November 2021, and the recruitment procedure for the position of President of the ENEA S.A. Management Board, which was conducted from 12 April 2022 to 20 April 2022.

18. Adjourn the Ordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Draft resolution to item 5 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

to approve the document entitled “*Report of the ENEA S.A. Supervisory Board on its activity in 2021*”

Acting pursuant to principle 2.11 of the “*Best Practice for WSE Listed Companies 2021*” in conjunction with Article 382 § 3 of the Commercial Company Code, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby approves the “*Report of the ENEA S.A. Supervisory Board on its activity in 2021*” in the wording adopted by Resolution No. 43/X/2022 of the ENEA S.A. Supervisory Board of 27 April 2022.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

Pursuant to principle 2.11 of the “*Best Practice for WSE Listed Companies 2021*”, in addition to activities resulting from the applicable laws, once per year the supervisory board prepares and presents an annual report for approval to the ordinary general meeting. Moreover, the obligation imposed on the supervisory board to submit an annual written report to the general meeting arises from Article 382 § 3 of the Commercial Company Code.

By Resolution No. 43/X/2022 of 27 April 2022, the ENEA S.A. Supervisory Board adopted the document entitled “*Report of the ENEA S.A. Supervisory Board on its activity in 2021*”.

Accordingly, it is necessary for the Ordinary General Meeting of ENEA S.A. to examine and make a decision on approving the document entitled “*Report of the ENEA S.A. Supervisory Board on its activity in 2021*”.

Draft resolution to item 7 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to approve the *Standalone Financial Statements of ENEA S.A
for the financial year ended 31 December 2021***

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

§ 1

The Ordinary General Meeting of ENEA S.A. approves the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2021*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. standalone statement of financial position as at 31 December 2021, showing a balance of assets and liabilities in the amount of PLN 20,438,185 thousand (twenty billion four hundred thirty-eight million one hundred eighty-five thousand Polish zloty),
2. standalone statement of comprehensive income for the period from 1 January 2021 to 31 December 2021, showing a net profit of PLN 460,409 thousand (four hundred sixty million four hundred nine thousand Polish zloty) and comprehensive income of PLN 676,273 thousand (six hundred seventy-six million two hundred seventy-three thousand Polish zloty),
3. standalone statement of changes in equity for the financial year from 1 January 2021 to 31 December 2021, showing an increase in equity by PLN 676,273 thousand (six hundred seventy-six million two hundred seventy-three thousand Polish zloty),
4. standalone statement of cash flows, showing a decrease in cash by PLN 477,864 thousand (four hundred seventy-seven million eight hundred sixty-four thousand Polish zloty),
5. notes to the standalone financial statements, including a description of key accounting policies applied and other explanations.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

In accordance with Article 53(1) of the Accounting Act, the annual standalone financial statements are subject to approval by the approving body, no later than within 6 months from the balance sheet date. Moreover, pursuant to Article 395(2)(1) of the Commercial Company Code, the subject matter of an ordinary general meeting should be the examination and approval of the financial statements. In light of the foregoing, the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2021* have been submitted to the Ordinary General Meeting.

By Resolution No. 20/X/2022 of 23 March 2022, the ENEA S.A. Supervisory Board issued a favorable assessment of compliance of the said Financial Statements with the Company's accounting ledgers and documents as well as the facts, and recommended their approval by the Ordinary General Meeting.

Draft resolution to item 8 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to approve the *Consolidated Financial Statements of the ENEA Group for the financial year
ended 31 December 2021***

Acting pursuant to Article 63c(4) of the Accounting Act and Article 395(5) of the Commercial Company Code, the Ordinary General Meeting hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. approves the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2021*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. consolidated statement of financial position as at 31 December 2021, showing a balance of assets and liabilities in the amount of PLN 34,627,647 thousand (thirty-four billion six hundred twenty-seven million six hundred forty-seven thousand Polish zloty),
2. consolidated statement of comprehensive income for the period from 1 January 2021 to 31 December 2021, showing a net profit of PLN 1,786,470 thousand (one billion seven hundred eighty-six million four hundred seventy thousand Polish zloty) and comprehensive income of PLN 2,083,741 thousand (two billion eighty-three million seven hundred forty-one thousand Polish zloty),
3. consolidated statement of changes in equity for the financial year from 1 January 2021 to 31 December 2021, showing an increase in equity by PLN 2,083,655 thousand (two billion eighty-three million six hundred fifty-five thousand Polish zloty),
4. consolidated statement of cash flows, showing an increase in cash by PLN 2,211,999 thousand (two billion two hundred eleven million nine hundred ninety-nine thousand Polish zloty),
5. notes to the consolidated financial statements including a description of key accounting policies applied and other explanations;

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

In accordance with Article 63c(4) of the Accounting Act of 29 September 1994, the annual consolidated financial statements are subject to approval by the approving body of the parent entity, no later than within 6 months from the balance sheet date, as at which the annual financial statements of the parent entity should be prepared. Moreover, pursuant to Article 395(5) of the Commercial Company Code, the subject matter of an ordinary general meeting may be the examination and approval of the financial statements of a corporate group within the meaning of accounting regulations. In light of the foregoing, the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2021* have been submitted to the Ordinary General Meeting.

By Resolution No. 20/X/2022 of 23 March 2022, the ENEA S.A. Supervisory Board issued a favorable assessment of the said Financial Statements and recommended their approval by the Ordinary General Meeting.

Draft resolution to item 9 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

to approve the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2021*

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

§ 1

The Ordinary General Meeting of ENEA S.A. approves the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2021*.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

In accordance with Article 395(2)(1) of the Commercial Company Code, the subject matter of the Ordinary General Meeting of ENEA S.A. should be the examination and approval of the management board's report on the company's activity in the previous financial year. Moreover, in accordance with Article 395(5) of the Commercial Company Code, the subject matter of the Ordinary General Meeting of ENEA S.A. may also be the examination and approval of the financial statements of a corporate group within the meaning of accounting regulations and other matters than those enumerated in § 2 of this Article.

Accordingly, it is necessary for the Ordinary General Meeting to examine and make a decision regarding the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2021*.

By Resolution No. 21/X/2022 of 23 March 2022, the ENEA S.A. Supervisory Board issued a favorable assessment of the said Report, confirmed its compliance with the accounting ledgers, documents and facts, and recommended its approval by the Ordinary General Meeting.

Draft resolution to item 10 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**on the distribution of the Company's net profit generated in the financial year ended 31
December 2021**

Acting pursuant to Article 395(2)(2) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The net profit of PLN 460,408,613.85 generated by ENEA S.A. in the financial year ended 31 December 2021 is hereby distributed as follows:

- to allocate PLN 442,110,040.96 to increase reserve capital to execute planned investment projects;
- to allocate PLN 18,298,572.89 to reduce the negative value of other capital accounts.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

The adoption of this resolution constitutes the execution of the instruction contained in Article 395(2)(2) of the Commercial Company Code. The ENEA S.A. Management Board's rationale for the proposed distribution of the Company's net profit generated in the financial year ended 31 December 2021 is presented in the document entitled "Rationale presented by the ENEA S.A. Management Board for the proposed distribution of the Company's net profit generated in the financial year ended 31 December 2021".

By Resolution No. 36/X/2022 of 27 April 2022, the ENEA S.A. Supervisory Board issued a positive opinion on the motion submitted by the Company's Management Board regarding the distribution of ENEA S.A.'s net profit for the financial year ended 31 December 2021.

Draft resolution to item 11 of the proposed agenda

DRAFT

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Paweł Szczeszek, President of the Management Board,
on the performance of his duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Paweł Szczeszek, President of the Management Board, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Paweł Szczeszek served as President of the Management Board in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 37/X/2022 of 27 April 2022, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Paweł Szczeszek, President of the Management Board, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

Draft resolution to item 11 of the proposed agenda

DRAFT

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
Enea Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Tomasz Szczegielniak, Management Board Member,
on the performance of his duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Tomasz Szczegielniak, Management Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Tomasz Szczegielniak served as Management Board Member for Corporate Matters in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 38/X/2022 of 27 April 2022, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Tomasz Szczegielniak, Management Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

Draft resolution to item 11 of the proposed agenda

DRAFT

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Tomasz Siwak, Management Board Member,
on the performance of his duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Tomasz Siwak, Management Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Tomasz Siwak served as Management Board Member for Commerce in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 39/X/2022 of 27 April 2022, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Tomasz Siwak, Management Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

Draft resolution to item 11 of the proposed agenda

DRAFT

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
Enea Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Marcin Pawlicki, Management Board Member,
on the performance of his duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Marcin Pawlicki, Management Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Marcin Pawlicki served as Management Board Member for Operational Matters in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 40/X/2022 of 27 April 2022, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Marcin Pawlicki, Management Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

Draft resolution to item 11 of the proposed agenda

DRAFT

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENEA Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**adopt a resolution to discharge Mr. Rafał Marek Mucha, Management Board Member,
on the performance of his duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Rafał Marek Mucha, Management Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Rafał Marek Mucha served as Management Board Member for Finance in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 41/X/2022 of 27 April 2022, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Rafał Marek Mucha, Management Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

Draft resolution to item 11 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Lech Adam Żak, Management Board Member,
on the performance of his duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Lech Adam Żak, Management Board Member, on the performance of his duties in the period from 29 November 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Lech Adam Żak served as Management Board Member for Strategy and Development in the period from 29 November 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 42/X/2022 of 27 April 2022, the ENEA S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Lech Adam Żak, Management Board Member, on the performance of his duties in the period from 29 November 2021 to 31 December 2021.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
Enea Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Rafał Włodarski, Supervisory Board Chairman, on the performance of his
duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Rafał Włodarski, Supervisory Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021, including as Supervisory Board Chairman, from 7 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Rafał Włodarski served as Supervisory Board Member from 1 January 2021 to 31 December 2021 (including as Supervisory Board Chairman from 7 January 2021 to 31 December 2021), the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Ms. Izabela Felczak-Poturnicka, Chairwoman of the Supervisory Board, on the
performance of her duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Ms. Izabela Felczak-Poturnicka, Chairwoman of the Supervisory Board, on the performance of her duties in the period from 1 January 2021 to 5 January 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Izabela Felczak-Poturnicka served as Chairwoman of the Supervisory Board in the period from 1 January 2021 to 5 January 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Roman Stryjski, Supervisory Board Deputy Chairman, on the performance of
his duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Roman Stryjski, Supervisory Board Member – Deputy Chairman, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Roman Stryjski served as Supervisory Board Deputy Chairman, in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENEA Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Michał Jaciubek, Supervisory Board Secretary, on the performance of his
duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Michał Jaciubek, Supervisory Board Member – Secretary, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Michał Jaciubek served as Supervisory Board Member – Secretary in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Mariusz Fistek, Supervisory Board Member, on the performance of his duties
in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Mariusz Fistek, Supervisory Board Member, on the performance of his duties in the period from 1 January 2021 to 22 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Mariusz Fistek served as Supervisory Board Member in the period from 1 January 2021 to 22 December 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Paweł Korobłowski, Supervisory Board Member, on the performance of his
duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Paweł Korobłowski, Supervisory Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Paweł Korobłowski served as Supervisory Board Member in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Ireneusz Kulka, Supervisory Board Member,
on the performance of his duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Ireneusz Kulka, Supervisory Board Member, on the performance of his duties in the period from 1 January 2021 to 16 September 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Ireneusz Kulka served as Supervisory Board Member in the period from 1 January 2021 to 16 September 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Tomasz Lis, Supervisory Board Member,
on the performance of his duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Tomasz Lis, Supervisory Board Member, on the performance of his duties in the period from 18 November 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Tomasz Lis served as Supervisory Board Member in the period from 18 November 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
Enea Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Maciej Mazur, Supervisory Board Member, on the performance of his duties in
the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Maciej Mazur, Supervisory Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Maciej Mazur served as Supervisory Board Member in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Piotr Mirkowski, Supervisory Board Member, on the performance of his duties
in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Piotr Mirkowski, Supervisory Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Piotr Mirkowski served as Supervisory Board Member in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
Enea Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Mr. Mariusz Pliszka, Supervisory Board Member, on the performance of his duties
in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Mariusz Pliszka, Supervisory Board Member, on the performance of his duties in the period from 1 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Mariusz Pliszka served as Supervisory Board Member in the period from 1 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 12 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to discharge Ms. Dorota Szymanek, Supervisory Board Member, on the performance of her
duties in the financial year 2021**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. grants a discharge to Ms. Dorota Szymanek, Supervisory Board Member, on the performance of her duties in the period from 7 January 2021 to 31 December 2021.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Dorota Szymanek served as Supervisory Board Member in the period from 7 January 2021 to 31 December 2021, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 13 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to issue an opinion on the document entitled “Report on Remuneration of ENEA S.A.
Management Board and Supervisory Board Members in 2021”.**

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, having read the “Independent auditor’s report on the assurance engagement regarding the evaluation of the Remuneration Report”:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby issues its favorable opinion on the “Report on remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2021” in the wording adopted by Resolution No. 32/X/2022 of the ENEA S.A. Supervisory Board of 27 April 2022.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, the General Meeting adopts a resolution with an opinion on the Remuneration Report. Such resolution is of an advisory nature.

By Resolution No. 32/X/2022 of 27 April 2022, the ENEA S.A. Supervisory Board adopted the document entitled “Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2021”. The certified auditor has verified that the Remuneration Report includes all information required under Article 90g(1)-(5) and (8) of the Act on Public Offering. In the “Independent auditor’s report on the assurance engagement regarding the evaluation of the Remuneration Report,” the auditor stated that the Remuneration Report, in all material respects, contains all the elements enumerated in Article 90g(1)-(5) and (8) of the Act.

Following the completion of the Ordinary General Meeting, the Remuneration Report will be uploaded to the website www.enea.pl, where it will be available free of charge for at least 10 years.

Accordingly, it is necessary for the Ordinary General Meeting of ENEA S.A to examine and make a decision regarding an opinion on the document entitled *“Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2021”*.

Draft resolution to item 14 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

on the number of Members of the ENEA S.A. Supervisory Board of the 11th term of office

Acting pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 1 of the Company's Articles of Association, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. resolves that the ENEA S.A. Supervisory Board of the 11th term of office will consist of members.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

Pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 1 of the Company's Articles of Association, the General Meeting of ENEA S.A. has the power to set the number of the Company's Supervisory Board members, of which there may be between 6 and 15. Accordingly, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 15 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to appoint a Member of the ENEA S.A. Supervisory Board of the 11th term of office elected by
employees of the ENEA Group**

Acting pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 4 in conjunction with § 23 of the Company's Articles of Association, and in conjunction with Article 14(2) and (3) of the Act on Commercialization and Certain Employee 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./Ms. to the Company's Supervisory Board of the 11th joint term of office. The appointment becomes effective as of 25 June 2022.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

Pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 4 of the Company's Articles of Association, the General Meeting of ENEA S.A. has the power to appoint Supervisory Board Members, including Supervisory Board Members elected by employees. Pursuant to Article 14(2) of the Act on Commercialization and Certain Employee Rights, members of supervisory boards in a company created as a result of commercialization, in which the State Treasury ceased to be the sole shareholder of a company created as a result of commercialization, are elected by way of a direct and secret ballot, while maintaining the principle of universality. ENEA S.A. is a company to which the above provision of law applies. Elections for Members of the ENEA S.A. Supervisory Board of the 11th term of office elected by employees of the ENEA Group are currently in progress. If, by the date of the Company's Ordinary General Meeting, that is by 24 June 2022, these elections are completed with the appointment of members of the Supervisory Board elected by employees and the validity of these elections is confirmed by a resolution of the Chief Election Commission, the candidates confirmed by it will be presented to the Company's Ordinary General Meeting. The outcome of the elections will be binding on the General Meeting.

Accordingly, the adoption of the resolution in question will be appropriate and reasonable if the candidates for the Company's Supervisory Board have been elected and if the Chief Election Commission confirms the validity of the elections within the said timeframe.

Draft resolution to item 15 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENEA Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to appoint a Supervisory Board Member of the 11th term of office to serve as the Supervisory
Board Chairperson**

Acting pursuant to Article 385 §1 of the Commercial Company Code, § 22 sec. 4 and § 22 sec. 5 in conjunction with § 24 sec. 2 of the Company's Articles of Association, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr./Ms. to the Company's Supervisory Board of the 11th joint term of office and entrusts him/her the function of Supervisory Board Chairman/Chairwoman. The appointment and entrustment of the function becomes effective as of 25 June 2022.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

Pursuant to Article 385 §1 of the Commercial Company Code, § 22 sec. 4, § 22 sec. 5 in conjunction with § 24 sec. 2 of the Company's Articles of Association, the General Meeting of ENEA S.A. has the power to appoint Supervisory Board Members and elect the Supervisory Board Chairperson from among the persons nominated in the manner provided for in § 22 sec. 5 of the Company's Articles of Association. Accordingly, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 15 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENEA Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

to appoint a Supervisory Board Member of the 11th term of office

Acting pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 4 of the Company's Articles of Association, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby appoints Mr./Ms. to the Company's Supervisory Board of the 11th joint term of office. The appointment becomes effective as of 25 June 2022.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

Pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 4 of the Company's Articles of Association, the General Meeting of ENEA S.A. has the power to appoint Supervisory Board Members. Accordingly, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 15 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
Enea Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to appoint a Supervisory Board Member of the 11th term of office
as an independent member**

Acting pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 4 and 7 of the Company's Articles of Association, and in conjunction with Article 129(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./Ms. to the Company's Supervisory Board of the 11th joint term of office, pursuant to § 22 sec. 7 of the Company's Articles of Association, as an independent member. The appointment becomes effective as of 25 June 2022.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

Pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 7 of the Company's Articles of Association, the General Meeting of ENEA S.A. has the power to appoint at least two independent Supervisory Board Members. Moreover, pursuant to Article 129(3) of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, most members of the audit committee, including its chairperson, must be independent of the public interest entity in question.

At the same time, ENEA S.A., as a company whose securities have been admitted to trading on the regulated market operated by the Warsaw Stock Exchange, is required to comply with the Best Practice for WSE Listed Companies 2021 ("Best Practice"). In accordance with principle 2.3 of chapter 2 of the Best Practice entitled "Management Board and Supervisory Board", at least two members of the Supervisory Board must satisfy the independence criteria specified in the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, and have no actual significant connections with any shareholder holding at least 5% of the total number of votes in the company.

Accordingly, the ENEA S.A. Management Board recommends that the Ordinary General Meeting elect at least two independent Supervisory Board members and considers the adoption of the resolutions in question to be appropriate and reasonable.

Draft resolution to item 15 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
Enea Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

**to appoint a Supervisory Board Member of the 11th term of office with knowledge and skills in
accounting or audit of financial statements**

Acting pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 4 of the Company's Articles of Association, and in conjunction with Article 129(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./Ms. to the Company's Supervisory Board of the 11th joint term of office, as a member with knowledge and skills in accounting or audit of financial statements.
The appointment becomes effective as of 25 June 2022.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

Pursuant to Article 385 §1 of the Commercial Company Code and §22 sec. 4 of the Company's Articles of Association, the General Meeting of ENEA S.A. has the power to appoint Supervisory Board Members. Moreover, pursuant to Article 129(1) of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, the audit committee must be composed of at least 3 members. At least one of the audit committee members must have knowledge and skills in the area of accounting or audit of financial statements. Because within the structures of the ENEA S.A. Supervisory Board there is a permanent Audit Committee, the General Meeting of ENEA S.A. has the power to appoint at least one member of the Supervisory Board who has knowledge and skills in the field of accounting or audit of financial statements.
Accordingly, the adoption of this resolution is appropriate and reasonable.

Draft resolution to item 16 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
ENE A Spółka Akcyjna with its registered office in Poznań
on 24 June 2022**

to convene the first meeting of the ENEA S.A. Supervisory Board of a new term of office

Acting pursuant to §26(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 convenes the first meeting of the ENEA S.A. Supervisory Board of the new 11th term of office to be held on

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

Pursuant to § 26 sec. 2 of the Company's Articles of Association, the first meeting of the Supervisory Board of a new term of office must be convened by a resolution of the General Meeting which has appointed members of the Supervisory Board in question to be held no later than within one month from the date of that General Meeting. Accordingly, the adoption of this resolution is appropriate and reasonable.