

List of proposed amendments to the Statute of ENEA S.A.

I. Proposed amendments to the Statute regarding the powers of the Company's Management Board

In reference to item 1

Amendment to § 11(2)(1) of the Company's Statute by giving it a new wording

Current wording:

"1) adopting the Company's organizational rules and regulations, subject to their approval by the Supervisory Board,"

The proposed new wording:

"1) *adopting the rules and regulations of organizational units and the Company's organizational rules and regulations, subject to the approval of the Company's organizational rules and regulations by the Supervisory Board,*"

In reference to item 2

Adding a new § 11(2¹) of the Company's Statute

The proposed new wording:

"2¹. *No resolution of the Management Board shall be required for any of the legal transactions specified in § 11(2)(7) through (12) entered into with a Subsidiary if the Company is the sole shareholder of such Subsidiary.*"

II. Proposed amendments to the Statute regarding the powers of the Company's Supervisory Board

In reference to item 1

Amendment to repeal in its entirety § 13(7) of the Company's Statute

Current wording:

"7. The Supervisory Board will notify shareholders about the outcome of the recruitment procedure and make the recruitment procedure report available to them."

The proposed new wording:

"7. *(Repealed).*"

In reference to item 2

Amendment to § 20(5)(5) of the Company's Statute by giving it a new wording

Current wording:

"5) in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, the consent of the Company's Supervisory Board is required to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:

- a. incorporation by the company of another company,
- b. amending the company's articles of association or articles of partnership and the company's line of business,
- c. merger, transformation, demerger, dissolution or liquidation of the company,
- d. increase or decrease of the company's share capital,
- e. sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,

- f. retirement of shares,
- g. rules for setting the compensation of members of management boards and supervisory boards,
- h. decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,
- i. as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property, subject to § 11(5)."

The proposed new wording:

"5) in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, the consent of the Supervisory Board is required to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:

- a. (Repealed)*
- b. amending the company's articles of association or articles of partnership and the company's line of business,*
- c. merger, transformation, demerger, dissolution or liquidation of the company,*
- d. increase or decrease of the company's share capital,*
- e. sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,*
- f. retirement of shares,*
- g. rules for setting the compensation of members of management boards and supervisory boards,*
- h. decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,*
- i. as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property."*

III. Proposed amendments to the Statute regarding the principle of open ballot by the Company's Supervisory Board

In reference to item 1

Amendment to § 27(1) of the Company's Statute by giving it a new wording

Current wording:

"1. The Supervisory Board adopts its resolutions by open ballot. A secret ballot may be conducted at the request of a Supervisory Board member and in votes on personal matters. The Supervisory Board may adopt resolutions in writing or by means of direct remote communication also in matters for which the company's Statute provides for a secret ballot unless an objection is made by any Supervisory Board Member."

The proposed new wording:

"1. The Supervisory Board adopts its resolutions by open ballot unless otherwise provided for by law. The Supervisory Board may adopt resolutions following the written procedure or via remote means of direct communication."

IV. Proposed amendments to the Statute of a clarifying and housekeeping nature

In reference to item 1

Amendment to § 11(2)(13) of the Company's Statute by giving it a new wording

Current wording:

"13) matters the resolution of which is requested by the Management Board from the Supervisory Board or General Meeting."

The proposed new wording:

“13) matters the resolution of which is requested by the Management Board from the Supervisory Board or General Meeting,”

In reference to item 2

Amendment to § 20(3)(3)(b) of the Company’s Statute by giving it a new wording

Current wording:

“b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent financial statements,”

The proposed new wording:

“b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,”

In reference to item 3

Amendment to § 20(3)(4) of the Company’s Statute by giving it a new wording

Current wording:

“4) any instance of leasing, renting, borrowing, usufructing or otherwise using a non-current 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 PLN 20,000,000, ,”

The proposed new wording:

“4) any instance of leasing, renting, borrowing, usufructing or otherwise using a non-current 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 PLN 20,000,000,”

In reference to item 4

Amendment to § 20(3)(11)(b) of the Company’s Statute by giving it a new wording

Current wording:

“b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent financial statements,”

The proposed new wording:

“b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,”

In reference to item 5

Amendment to § 20(3)(12)(b) of the Company’s Statute by giving it a new wording

Current wording:

“b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent financial statements,”

The proposed new wording:

“b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,”

In reference to item 6

Amendment to § 28(2) of the Company’s Statute by giving it a new wording

Current wording:

"2. Supervisory Board Members should specify the reasons for their absence from a meeting in writing. Excusing the absence of a Supervisory Board Member requires a resolution of the Supervisory Board."

The proposed new wording:

"2. *Supervisory Board Members should specify in writing the reasons for their absence from a meeting. Excusing the absence of a Supervisory Board Member requires a resolution of the Supervisory Board.*"

In reference to item 7

Amendment to § 40(5) of the Company's Statute by giving it a new wording

Current wording:

"5. Whenever the Statute refers to a "Material Subsidiary", it shall be construed to mean a Subsidiary in which the book value of the Company's interest as shown in the Company's most recently audited financial statements is greater than 10% (ten percent) of the Company's equity."

The proposed new wording:

"5. *Whenever the Statute refers to a "Material Subsidiary", it shall be construed to mean a Subsidiary in which the book value of the Company's interest as shown in the Company's most recently approved financial statements is greater than 10% (ten percent) of the Company's equity.*"

In reference to item 8

Amendment to § 40(7) of the Company's Statute by giving it a new wording

Current wording:

"7 Whenever the Statute refers to a "Subsidiary", it shall be construed to mean a subsidiary of the Company within the meaning of Article 3(1)(39) of the Accounting Act of 19 July 2016."

The proposed new wording:

"7 *Whenever the Statute refers to a "Subsidiary", it shall be construed to mean a subsidiary of the Company within the meaning of Article 3(1)(39) of the Accounting Act of 29 September 1994.*"