

**Request of a Shareholder, i.e. the Ministry of Energy, filed pursuant to Article 401 § 1 of the commercial companies code for amending the agenda of the Ordinary General Meeting of Shareholders of ENEA S.A. convened for 26 June 2017**

Acting on behalf of the State Treasury, as a shareholder of ENEA S.A. and as an entity authorised under Article 401 § 1 of the *commercial companies code*, I hereby request placing the following items on the agenda of the Ordinary General Meeting of Shareholders of ENEA S.A., convened for 26 June 2017:

- 1) Adoption of a resolution regarding amending the resolution No. 3 of the Extraordinary General Meeting of Shareholders dated 15 December 2016 on determination of remuneration of Members of the Management Board.
- 2) Adoption of resolutions regarding:
  - a) disposing of elements of fixed assets,
  - b) the procedure on the conclusion of contracts for legal services, marketing services, public relations services and social communication services and consultancy services related to the management and amendments to these contracts,
  - c) the procedure on the conclusion by the Company of agreements on donations, debt release or other agreements with similar effects,
  - d) terms and mode of disposing of fixed assets,
  - e) the obligation of reporting representation expenditures, expenses on legal services, marketing services, public relations services and social communication services and consultancy services related to the management,
  - f) specification of requirements for candidates for members of the Company's Management Board,
  - g) nomination of a member of the Management Board and qualification procedure for the position of a member of the Management Board,
  - h) as regards the performance of obligations resulting from Article 17 item 7, Article 18 item 2, Article 20 and Article 23 of the act on the principles of state assets management.
- 3) Adoption of resolutions regarding changes in the composition of the Company's Supervisory Board.

Additionally, I inform that in item 13. *Passing a resolution relating to adopting amendments to the Statute of Enea S.A.*, of the agenda of OGM announced in the current report No. 18/2017, the Shareholder - State Treasury - will submit a motion and draft resolutions regarding amendments in the statute in the scope resulting from the obligation imposed by the Act of 30 December 2016 on the *principles of state assets management*, i.e. specification in the company's statute of issues which should require a specific supervision as regards the management of the company's assets, and also specification of the requirements for candidates for members of supervisory and management bodies.

#### **Ad. 1**

On 1 January 2017 the act of 16 December 2016 on the *principles of state assets management* entered into force (Polish J. L. of 2016 item 2259), which specifies the requirements for candidates for the position of a member of a supervisory body designated by an entity authorised to exercise the rights from shares belonging to the State Treasury or a state-owned legal person. One of the requirements is having passed the examination for candidates for the position of members of supervisory bodies before the examination board appointed by the Prime Minister.

Additionally, pursuant to the act of 16 December 2016 *Introductory provisions for the act on the principles of state assets management* (Polish J. L. of 2016 item 2260), the Ministry of State Treasury, responsible for the organisation of examinations for candidates for members of supervisory bodies, was liquidated. In relation to the said amendments, there was a temporary break in the organisation of examinations for candidates for members of supervisory bodies.

Having regard to the content of the resolution No. 3 of the Extraordinary General Meeting of Shareholders dated 15 December 2016 relating to the determination of remuneration of members of the management board which specified, as an additional management objective to be performed until 30 June 2017, determination of the compositions of supervisory boards of companies incorporated under a group of companies in such a way so that its members should hold qualifications to sit in supervisory boards, confirmed with the examination for candidates for members of supervisory bodies or hold qualifications which statutorily exempt them from the requirement to pass such an examination, there is a need to undertake an action in order to extend the above mentioned deadline until 31 December 2017 through amending the above mentioned resolution.

Additionally, pursuant to the act of 16 December 2016 *Introductory provisions for the act on the principles of state assets management* amendments were made to the act of 9 June 2016 on

*determination of remuneration of persons managing some companies* i.e. giving a new wording to Article 4 item 7 of the act. In accordance with the current wording of this provision, as a separate goal conditioning the possibility of receiving a variable part of the remuneration for members of managing bodies for a given financial year of the company, what was additionally specified was the performance of obligations mentioned in Article 17-20, Article 22 and Article 23 of the act of 16 December 2016 on the *principles of state assets management*.

## **Ad. 2**

The act of 30 December 2016 on the *principles of state assets management* obliged the entities authorised to exercise the rights from shares belonging to the State Treasury to undertake actions in order to specify, by a resolution by a general meeting or in the company's statute, issues which should require particular supervision as regards the company's assets management, and also specified the requirements for candidates for members of supervisory and management bodies. Moreover, it imposed the obligation to introduce the procedure of selecting members of the management board after the Supervisory Board conducts the qualification procedure whose goal will be verification and assessment of candidates' qualifications.

The proposed amendments, due to their significant nature and importance should be reflected in the statute. The statute as an internal act regulating the operation of the company should characterise with a legible division of authorities of corporate bodies of companies, include transparent principles of managing their assets, principles of making investment decisions, method of appointing members of supervisory and management bodies and determination of their remuneration, and also standards relating to the activities undertaken by companies' management boards e.g. in such fields as consultancy, marketing, sponsorship or representation expenditures. Pursuant to the act of 16 December 2016 on the *principles of state assets management* the said areas should be uniformly standardised in State-owned companies. Due to the above, it is justified to implement the provisions of the act directly to the Company's statute and not through resolutions of the general meeting. If the General Meeting adopts a resolution on amendments to the statute within the said scope proceeding draft resolutions mentioned in item 2 of this letter will be groundless. Notwithstanding the above, it must be underlined that the proposed changes in no way infringe upon the interests of minority shareholders. What is more, they guarantee a greater access to information about the Company and impact on the decisions taken.

**Ad. 3**

The State Treasury, requesting placing the item relating to changes in the composition of the Supervisory Board on the agenda exercises its rights attributed to it as a shareholder in the Company's Statute and in the commercial companies code.