

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

I. Proposed amendments to the Statute regarding an extension of the lines of business

In reference to item 1

Amendment to § 5(1) of the Company's Statute by giving it a new wording

Current wording:

"1. The Company's lines of business include (PKD):

- 1) production of electricity (35.11.Z),
- 2) trade in electricity (35.14.Z),
- 3) production of gaseous fuels (35.21.Z),
- 4) distribution of gaseous fuels through mains (35.22.Z),
- 5) trade in gaseous fuels through mains (35.23.Z),
- 6) production and supply of steam, hot water and air for air conditioning systems (35.30.Z),
- 7) construction work on transmission pipelines and distribution networks (42.21.Z),
- 8) electrical installation work (43.21.Z),
- 9) other construction installation work (43.29.Z),
- 10) architectural activities (71.11.Z),
- 11) other technical testing and analysis (71.20.B),
- 12) research and development in other natural sciences and engineering (72.19.Z),
- 13) other specialized construction activities not elsewhere classified (43.99.Z),
- 14) repair and maintenance of machinery (33.12.Z),
- 15) repair and maintenance of electronic and optical equipment (33.13.Z),
- 16) repair and maintenance of electrical equipment (33.14.Z),
- 17) rental and leasing of construction machinery and equipment (77.32.Z),
- 18) rental and leasing of other machinery, equipment and tangible goods not elsewhere classified (77.39.Z),
- 19) manufacture of electronic components (26.11.Z),
- 20) manufacture of electricity distribution and control apparatus (27.12.Z),
- 21) manufacture of installation equipment (27.33.Z),
- 22) manufacture of batteries and accumulators (27.20.Z),
- 23) production of electrical lighting equipment (27.40.Z),
- 24) installation of industrial machinery, equipment and fittings (33.20.Z),
- 25) telecommunications (61),
- 26) land transport and pipeline transport (49),
- 27) wholesale trade, excluding trade in motor vehicles (46),
- 28) retail trade, excluding retail trade in motor vehicles (47),
- 29) warehousing and transport support services (52),
- 30) accounting and bookkeeping activities; tax consulting (69.20.Z),
- 31) market and public opinion research (73.20.Z),
- 32) other professional, scientific and technical activity not elsewhere classified (74.90.Z),
- 33) financial holding activities (64.20.Z),

- 34) other credit granting (64.92.Z),
- 35) activities related to real estate services (68),
- 36) computer programming, consulting and related activities (62),
- 37) advertising, market and public opinion research (73),
- 38) technology (85.32.A),
- 39) health care (86),
- 40) activities of membership organizations (94),
- 41) sports, entertainment and recreation activities (93),
- 42) activities related to the production of films, video recordings, television programs, sound and music recordings (59),
- 43) activities of tour operators, travel agents and other reservation service and related activities (79),
- 44) publishing activities (58),
- 45) maintenance and repair of motor vehicles, excluding motorcycles (45.20.Z),
- 46) retail sale of parts and accessories for motor vehicles, excluding motorcycles (45.32.Z),
- 47) retail sale of motor fuel at service stations (47.30.Z),
- 48) hotels and similar accommodation (55.10.Z),
- 49) wholesale and retail sale of passenger cars and vans (45.11.Z),
- 50) wholesale and retail sale of other motor vehicles, excluding motorcycles (45.19.Z),
- 51) other financial service activities not elsewhere classified, excluding insurance and pension funding (64.99.Z),
- 52) activities of head offices and holding companies, excluding financial holding companies (70.10.Z),
- 53) public relations and communication (70.21.Z),
- 54) other business and management consulting activities (70.22.Z),
- 55) data processing; website hosting and related activities (63.11.Z),
- 56) activities related to job search and recruitment (78.10.Z),
- 57) office administrative services (82.11.Z),
- 58) oil mining (06.10.Z),
- 59) natural gas mining (06.20.Z),
- 60) other mining and quarrying, not elsewhere classified (08.99.Z),
- 61) service activities supporting the extraction of oil and natural gas (09.10.Z),
- 62) service activities supporting other mining and quarrying (09.90.Z),
- 63) manufacture and processing of refined petroleum products (19.20.Z),
- 64) geological and engineering excavation and drilling (43.13.Z),
- 65) activities of agents involved in the sale of fuels, ores, metals and industrial chemicals (46.12.Z),
- 66) wholesale of fuels and related products (46.71.Z),
- 67) pipeline transport of gaseous fuels (49.50.A),
- 68) pipeline transport of other goods (49.50.B),
- 69) land transport support services (52.21.Z),
- 70) engineering activities and related technical consulting (71.12.Z),

- 71) web portal activities (63.12.Z),
- 72) photocopying, document preparation and other specialized office support activities (82.19.Z),
- 73) repair and maintenance of computers and peripherals (95.11.Z),
- 74) repair and maintenance of (tele)communications equipment (95.12.Z).

Proposed new wording:

“1. The Company’s lines of business include (PKD):

- 1) *production of electricity from non-renewable sources (35.11.Z),*
- 2) *production of electricity from renewable sources (35.12.Z),*
- 3) *storage of electricity (35.16.Z),*
- 4) *trade in electricity (35.15.Z),*
- 5) *production of gaseous fuels (35.21.Z),*
- 6) *distribution of gaseous fuels through mains (35.22.Z),*
- 7) *trade in gaseous fuels through mains (35.23.Z),*
- 8) *production and supply of steam and air for air conditioning systems (35.30.Z),*
- 9) *construction work on transmission pipelines and distribution networks (42.21.Z),*
- 10) *electrical installation work (43.21.Z),*
- 11) *other construction installation work (43.24.Z),*
- 12) *architectural activities (71.11.Z),*
- 13) *other technical testing and analysis (71.20.C),*
- 14) *research and development in other natural sciences and engineering (72.10.Z),*
- 15) *other specialized construction activities not elsewhere classified (43.99.Z),*
- 16) *repair and maintenance of machinery (33.12.Z),*
- 17) *repair and maintenance of electronic and optical equipment (33.13.Z),*
- 18) *repair and maintenance of electrical equipment (33.14.Z),*
- 19) *rental and leasing of construction machinery and equipment (77.32.Z),*
- 20) *rental and leasing of other machinery, equipment and tangible goods not elsewhere classified (77.39.Z),*
- 21) *manufacture of electronic components (26.11.Z),*
- 22) *manufacture of electricity distribution and control apparatus (27.12.Z),*
- 23) *manufacture of installation equipment (27.33.Z),*
- 24) *manufacture of batteries and accumulators (27.20.Z),*
- 25) *manufacture of lighting equipment (27.40.Z),*
- 26) *installation of industrial machinery, equipment and fittings (33.20.Z),*
- 27) *telecommunications (61),*
- 28) *land transport and pipeline transport (49),*
- 29) *wholesale trade (46),*
- 30) *retail trade (47),*
- 31) *warehousing, storage and transport support services (52),*
- 32) *accounting and bookkeeping activities (69.20.A),*
- 33) *tax consulting (69.20.B),*

- 34) *market and public opinion research (73.20.Z),*
- 35) *all other professional, scientific and technical activities not elsewhere classified (74.99.Z),*
- 36) *activities of holding companies (64.21.Z),*
- 37) *other forms of credit granting, not elsewhere classified (64.92.B),*
- 38) *activities related to real estate services (68),*
- 39) *activities related to programming, IT consulting and related activities (62),*
- 40) *advertising, market research and public relations activities (73),*
- 41) *technology (85.32.A),*
- 42) *health care (86),*
- 43) *activities of membership organizations (94),*
- 44) *sports, entertainment and recreation activities (93),*
- 45) *activities related to the production of films, video recordings, television programs, sound and music recordings (59),*
- 46) *activities of tour operators, travel agents and other reservation service and related activities (79),*
- 47) *publishing activities (58),*
- 48) *mechanical repair and maintenance of motor vehicles, excluding motorcycles (95.31.A),*
- 49) *retail sale of parts and accessories for motor vehicles, excluding motorcycles (47.82.Z),*
- 50) *retail sale of motor vehicle fuels (47.30.Z),*
- 51) *hotels and similar accommodation (55.10.Z),*
- 52) *retail sale of motor vehicles, excluding motorcycles (47.81.Z),*
- 53) *other financial service activities, except insurance and pension funding, not elsewhere classified (64.99.Z),*
- 54) *head office activities (70.10.A),*
- 55) *other public relations and communication activities (73.30.B),*
- 56) *business management and other management consulting activities (70.20.Z),*
- 57) *other services related to computing infrastructure, data processing, website hosting and related activities (63.10.D),*
- 58) *activities related to job search and recruitment (78.10.Z),*
- 59) *activities related to administrative office services, including support activities (82.10.Z)*
- 60) *oil mining (06.10.Z),*
- 61) *natural gas mining (06.20.Z),*
- 62) *other mining and quarrying, not elsewhere classified (08.99.Z),*
- 63) *service activities supporting the extraction of oil and natural gas (09.10.Z),*
- 64) *service activities supporting other mining and quarrying (09.90.Z),*
- 65) *manufacture and processing of refined petroleum products and products from fossil fuels (19.20.Z),*
- 66) *geological and engineering excavation and drilling (43.13.Z),*
- 67) *activities of agents involved in the wholesale of fuels, ores, metals and industrial chemicals (46.12.Z),*
- 68) *wholesale of solid, liquid and gaseous fuels and related products (46.81.Z),*
- 69) *pipeline transport of gaseous fuels (49.50.A),*

- 70) *pipeline transport of other goods (49.50.B),*
- 71) *other service activities supporting land transport (52.21.B),*
- 72) *other engineering activities and related technical consulting (71.12.B),*
- 73) *other content distribution activities (60.39.Z),*
- 74) *repair and maintenance of computers and (tele)communications equipment (95.10.Z),*
- 75) *non-specialized retail trade agency activities (47.91.Z),*
- 76) *retail trade agency activities (47.92.Z)."*

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

In reference to item 1

Amendment to § 20(2)(1) of the Company's Statute by giving it a new wording

Current wording:

"1) selection of an audit firm to audit the financial statements,"

Proposed new wording:

"1) *selection of an audit firm to audit the financial statements and selection of an audit firm to provide sustainability reporting assurance services,"*

In reference to item 2

Adding a new § 20(5)(6) of the Company's Statute

Proposed new wording:

"6) *granting consent to the Management Board in matters concerning:*

- a. *executing investments by Subsidiaries in excess of PLN 500,000,000,*
- b. *incurring other obligations by Subsidiaries than those described above, which, on the basis of one or more legal acts during 12 consecutive months exceed the equivalent of PLN 500,000,000,*

excluding legal transactions performed between members of the corporate group in which the Company is the sole shareholder."

III. Proposed amendments to the Statute regarding changes in the Supervisory Board's powers

In reference to item 1

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 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.”

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, granting consent 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. *changing the company’s lines 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. *(Repealed),*
- 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,”*

IV. Proposed amendments to the Statute regarding a significant change in the lines of business

In reference to item 1

In § 32, a subsequent sec. 4 shall be added after sec. 3 with the following wording:

“4. A significant change in the Company’s lines of business will be effected without the buyback of equity stakes held by shareholders who disagree with the change if the resolution of the General Meeting is adopted by a two-thirds majority of votes in the presence of persons representing at least half of the Company’s share capital.”