

**Draft resolutions of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.**

Draft

**Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
*on the election of a Chairman of the General Meeting***

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 6(1) of the Bylaws of the General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A., the General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. resolves to elect Ms/Mr as Chairman of the General Meeting.

The resolution shall come into force on the date of its adoption.

Draft

**Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” Spółka Akcyjna
*on refraining from establishing a ballot counting committee***

The General Meeting of Shareholders of Elektrociepłownia „Będzin” Spółka Akcyjna with the registered office in Poznań resolves to refrain from establishing a ballot counting committee.

The resolution shall come into force on the date of its adoption.

Draft

**Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A
on the adoption of agenda for the General Meeting.**

The General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. adopts the agenda set by the Company's Management Board in the notice published pursuant to Article 402¹ of the Commercial Companies Code.

The resolution shall come into force on the date of its adoption.

Draft

**Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
on the approval of the report of the Management Board
of Elektrociepłownia "Będzin" S.A. on operations of the Company in 2017.**

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(1) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. approves the report of the Management Board of Elektrociepłownia "Będzin" S.A. on operations of the Company in 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
on the approval of the Separate financial statements for 2017.

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(1) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. approves the Separate financial statements of Elektrociepłownia "Będzin" S.A. drawn up as of 31.12.2017, comprising:

- balance sheet drawn up as of 31.12.2017, showing total assets and liabilities of PLN 156,355,129.83 (say: one hundred fifty six million three hundred fifty five thousand one hundred twenty nine zlotys 83/100),
- income statement for the period from 01.01.2017 to 31.12.2017, showing a net profit of PLN 729,932.80 (say: seven hundred twenty nine thousand nine hundred thirty two zlotys 80/100),
- notes to the financial statements – report of the Management Board on operations for 2017,
- statement of changes in equity,
- cash flow statement for the financial year from 01.01.2017 to 31.12.2017, showing an increase in cash by the amount of PLN 629,703.80 (say: six hundred twenty nine thousand seven hundred and three zlotys 80/100).

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
on the approval of the report of the Management Board on operations of the Capital Group Elektrociepłownia „Będzin” S.A. in 2017.

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, the General Meeting of Elektrociepłownia “Będzin” S.A. approves the report of the Management Board on operations of the Capital Group Elektrociepłownia “Będzin” S.A. in 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
on the approval of the Consolidated financial statements of the Capital Group Elektrociepłownia „Będzin” S.A. for 2017.

Acting pursuant to Article 63c(4) of the Accounting Act of 29 September 1994 (Journal of Laws of 2018 item 395, as amended) and Article 395 § 5 of the Commercial Companies Code, the General Meeting of Elektrociepłownia “Będzin” S.A. approves the Consolidated financial statements of the Capital Group Elektrociepłownia “Będzin” S.A. drawn up as of 31.12.2017, comprising:

- consolidated statement of financial position as of 31.12.2017, showing total assets and liabilities of **PLN 710,374 thousand**
- consolidated statements of profit or loss and other comprehensive income for the period from 01.01.2017 to 31.12.2017, showing a net profit of **PLN 14,346 thousand**
- consolidated statement of changes in equity,
- consolidated cash flow statement for the financial year from 01.01.2017 to 31.12.2017, showing an increase in cash by the amount of **PLN 8,012 thousand**
- notes to the Consolidated financial statements of the Capital Group for 2017.

The resolution shall come into force on the date of its adoption.

Draft

**Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
on the allocation of net profit for 2017**

Acting pursuant to Article 395 § 2(2) of the Commercial Companies Code as well as § 23(1)(2) and § 28(1) of the Company's Articles of Association, the Annual General Meeting of Elektrociepłownia "Będzin" Spółka Akcyjna resolves as follows:

It is hereby agreed that in accordance with the motion of the Management Board, positively approved by the Supervisory Board, the net profit of the Company for 2017 of PLN 729,932.80 (say: seven hundred twenty nine thousand nine hundred thirty two zlotys 80/100) will be allocated to the capital reserve of the Company.

The resolution shall come into force on the date of its adoption.

Draft

**Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
on the acknowledgement of the fulfilment of duties by the President
of the Management Board of Elektrociepłownia "Będzin" S.A. in 2017**

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. resolves as follows:

Mr Krzysztof Kwiatkowski, President of the Management Board of Elektrociepłownia "Będzin" S.A., is granted the acknowledgement of the fulfilment of his duties in 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...

dated 28 June 2018

of the Annual General Meeting of Shareholders

of Elektrociepłownia „Będzin” S.A.

on the acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A. in 2017

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. resolves as follows:

Mr Janusz Niedźwiecki, Chairman of the Supervisory Board of Elektrociepłownia "Będzin" S.A., is granted the acknowledgement of the fulfilment of his duties in 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...

dated 28 June 2018

of the Annual General Meeting of Shareholders

of Elektrociepłownia „Będzin” S.A.

on the acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A. in 2017

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. resolves as follows:

Mr Waldemar Organista, Deputy Chairman of the Supervisory Board of Elektrociepłownia "Będzin" S.A., is granted the acknowledgement of the fulfilment of his duties in 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...

dated 28 June 2018

of the Annual General Meeting of Shareholders

of Elektrociepłownia „Będzin” S.A.

on the acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A. in 2017

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. resolves as follows:

Mr Wiesław Glanowski, Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A., is granted the acknowledgement of the fulfilment of his duties in 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...

dated 28 June 2018

of the Annual General Meeting of Shareholders

of Elektrociepłownia „Będzin” S.A.

on the acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A. in 2017

Acting pursuant to Article 393(1), Article 395 § 2(3) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. resolves as follows:

Mr Grzegorz Kwiatkowski, Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A., is granted the acknowledgement of the fulfilment of his duties in 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
on the acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A. in 2017

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. resolves as follows:

Mr Wojciech Sobczak, Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A., is granted the acknowledgement of the fulfilment of his duties in the period from 19 June to 31 December 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...
dated 28 June 2018
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
on the acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A. in 2017

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. resolves as follows:

Mr Mirosław Leń, Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A., is granted the acknowledgement of the fulfilment of his duties in the period from 19 June to 31 December 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...

dated 28 June 2018

of the Annual General Meeting of Shareholders

of Elektrociepłownia „Będzin” S.A.

on the acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A. in 2017

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. resolves as follows:

Mr Józef Pietőń, Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A., is granted the acknowledgement of the fulfilment of his duties in the period from 1 January to 18 June 2017.

The resolution shall come into force on the date of its adoption.

Draft

Resolution No. ...

dated 28 June 2018

of the Annual General Meeting of Shareholders

of Elektrociepłownia „Będzin” S.A.

on the acknowledgement of the fulfilment of duties by Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A. in 2017

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code and § 23(1)(1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia "Będzin" S.A. resolves as follows:

Mr Maciej Węgorkiewicz, Member of the Supervisory Board of Elektrociepłownia "Będzin" S.A., is granted the acknowledgement of the fulfilment of his duties in the period from 1 January to 18 June 2017.

The resolution shall come into force on the date of its adoption.