



**Extraordinary General Meeting of Shareholders
28 October 2019**

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

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on the election of a Chairman of the General Shareholders Meeting**

§ 1

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

§ 2

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

Number of members present at the Meeting:
Number of votes cast in favour of the adoption of the resolution:
Number of votes cast against:
Number of abstentions:

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on refraining from establishing a ballot counting committee**

§ 1

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

§ 2

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

Number of members present at the Meeting:
Number of votes cast in favour of the adoption of the resolution:
Number of votes cast against:
Number of abstentions:



**Extraordinary General Meeting of Shareholders
28 October 2019**

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on the adoption of agenda for the Extraordinary General Shareholders Meeting**

§ 1

The Extraordinary 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.

§ 2

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

Number of members present at the Meeting:

Number of votes cast in favour of the adoption of the resolution:

Number of votes cast against:

Number of abstentions:

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on the determination of the number of members of the Supervisory Board in connection
with the election of the Supervisory Board by a vote in separate groups**

§ 1

In connection with the election of the Supervisory Board by a vote in separate vote, the Extraordinary General Meeting of the Company resolves that the Company's Supervisory Board shall be composed of [...] (say: [...]) persons.

§ 2

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

Number of members present at the Meeting:

Number of votes cast in favour of the adoption of the resolution:

Number of votes cast against:

Number of abstentions:



**Extraordinary General Meeting of Shareholders
28 October 2019**

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on the election of members of the Supervisory Board by a vote in separate groups
and delegation of selected members to perform supervisory tasks**

§ 1

Acting pursuant to Article 385 § 3 of the Commercial Companies Code, the Extraordinary General Meeting of the Company elects Mr/Ms [...] by a vote in a group to act as member of the Supervisory Board.

§ 2

Acting pursuant to Article 390 § 2 of the Commercial Companies Code, the Extraordinary General Meeting of the Company delegates Mr/Ms [...], member of the Supervisory Board elected by a vote in groups, to independently perform supervisory tasks on a permanent basis.

§ 3

Acting pursuant to Article 390 § 3 of the Commercial Companies Code, the Extraordinary General Meeting of the Company resolves to pay to Mr/Ms [...] , acting as member of the Supervisory Board delegated to independently perform supervisory tasks on a permanent basis, monthly remuneration of PLN ... (say:).

§ 4

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

Number of members present at the Meeting:

Number of votes cast in favour of the adoption of the resolution:

Number of votes cast against:

Number of abstentions:

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on the election of members of the Supervisory Board pursuant to Article 385 § 6
of the Commercial Companies Code
(supplementary election)**

§ 1

Acting pursuant to Article 385 § 6 of the Commercial Companies Code, the Extraordinary General Meeting of the Company appoints Mr/Ms [...] as member of the Supervisory Board.



**Extraordinary General Meeting of Shareholders
28 October 2019**

§ 2

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

Number of members present at the Meeting:

Number of votes cast in favour of the adoption of the resolution:

Number of votes cast against:

Number of abstentions:

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on the requirements for candidates for members of the Company’s managing body.**

§ 1

Acting pursuant to Article 368 § 5 of the Commercial Companies Code in conjunction of Article 22 of the Act of 16 December 2016 on the Rules for Managing State Property, the Extraordinary General Meeting resolves as follows:

A candidate for a member of the Company's managing body (President of the Management Board and other members of the Management Board, liquidator):

- 1) may be a person who cumulatively meets the following conditions:
 - a) has a university degree or a university degree obtained abroad, recognised in the Republic of Poland under separate provisions,
 - b) has at least a 5-year period of employment under a contract of employment, appointment, election, designation, a cooperative contract of employment or a 5-year period of the provision of services under other contracts or as a sole proprietor,
 - c) has at least 3 years of experience on managerial or independent positions or experience resulting from running a sole proprietorship,
 - d) meets requirements other than those referred to in points a-c, set out in separate provisions, and in particular, does not breach restrictions or prohibitions on holding the position of a member of managing bodies in commercial companies;
- 2) may not be a person who meets at least one of the following conditions:
 - a) acts as a community associate of or is employed with an MP’s, senators, MP/senator’s office or office of a Member of the European Parliament under a contract of employment or carries out work under a contract of mandate or any other contract of similar nature,
 - b) is a member of the body of a political party representing such party outside and authorised to contract obligations,
 - c) is employed by a political party under a contract of employment or carries out work under a contract of mandate or any other contract of similar nature,
 - d) holds a function by election in a company trade union organisation or in a trade unit organisation of a company being a member of the capital group,



**Extraordinary General Meeting of Shareholders
28 October 2019**

e) whose social activity or paid employment raises a conflict of interest with regard to the business of the Company.

§ 2

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

Number of members present at the Meeting:
Number of votes cast in favour of the adoption of the resolution:
Number of votes cast against:
Number of abstentions:

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on the procedure for the appointment of the Company's Management Board
and Liquidator**

Acting pursuant to Article 368¹ § 5 of the Act of 15 September 2000 the Commercial Companies Code in conjunction of Article 18 (1) of the Act of 16 December 2016 on the Rules for Managing State Property, the Extraordinary General Meeting resolves as follows:

§ 1

Members of the Management Board of the Company (President and other members of the Management Board) shall be appointed after completion of the selection procedure, the purpose of which is to verify and assess qualifications of the candidates and to select the best candidate for a member of the Management Board.

§ 2

If the Supervisory Board is entrusted with the appointment of the liquidator under the Company's Articles of Association or a resolution of the General Meeting, the provisions of §1 shall apply to the liquidator accordingly.

§ 3

The Management Board of the Company shall draw up amendments to the Company's Articles of Association, reflecting the principles stipulated in § 1 - § 2 hereof, and to submit such amendments for approval to the General Meeting no later than by the date of the Annual General Meeting approving the financial statements for 2019.

§ 4

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



**Extraordinary General Meeting of Shareholders
28 October 2019**

Number of members present at the Meeting:
Number of votes cast in favour of the adoption of the resolution:
Number of votes cast against:
Number of abstentions:

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
dated 28 October 2019
on the rules of procedure regarding the disposal of non-current assets and conducting
certain legal transactions and complying with the requirements
of the Act of 16 December 2016 on the Rules for Managing State Property
in companies for which Elektrociepłownia „Będzin” S.A. is a dominant undertaking**

Acting pursuant to Article 393¹ § 1 of the Commercial Companies Code in conjunction of Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property, the Extraordinary General Meeting of Shareholders resolves as follows:

§ 1

The approval of the General Meeting shall be required for:

- 1) the disposal of non-current assets within the meaning of the Accountancy Act of 29 September 1994, recognised as intangible assets, tangible fixed assets or long-term investments, including making a contribution to a company or cooperative, if the market value of these assets exceeds 5% of the total assets within the meaning of the Accountancy Act of 29 September 1994, determined on the basis of the last approved financial statements, as well as making these assets available for use to another entity for a period exceeding 180 days per calendar year based on a legal transaction, if the market value of the subject of such legal transaction exceeds 5% of the total assets, where in the case of making available for use under
 - a) lease, rental and other agreements on making an asset available for use to other entities against payment the market value of the subject of such legal transaction shall be understood as the value of the considerations for:
 - a year – if the asset has been made available for use under agreements entered into for an indefinite period of time,
 - the entire term of the agreement in the case of agreements entered into for a definite period of time,
 - b) loan for use agreements and other free-of-charge agreements on making an asset available for use to other entities the market value of the subject of such legal transaction shall be understood as equivalent of the considerations that would be due if the lease or tenancy agreement were entered into for:
 - a year – if the asset is made available for use under any agreement entered into for an indefinite period of time,

Extraordinary General Meeting of Shareholders 28 October 2019

- the entire term of the agreement in the case of agreements entered into for a definite period of time;
- 2) acquisition of non-current assets within the meaning of the Accountancy Act of 29 September 1994, with a value exceeding:
 - a) PLN 100 000 000, or
 - b) 5% of the total assets within the meaning of the Accountancy Act of 29 September 1994, determined on the basis of the last approved financial statements.
- 3) taking up or purchase of shares in another company with a value exceeding:
 - a) PLN 100 000 000, or
 - b) 10% of the total assets within the meaning of the Accountancy Act of 29 September 1994, determined on the basis of the last approved financial statements;
- 4) sale of shares in another company with a value exceeding:
 - a) PLN 100 000 000, or
 - b) 10% of the total assets within the meaning of the Accountancy Act of 29 September 1994, determined on the basis of the last approved financial statements.

§ 2

The approval of the Supervisory Board shall be required for:

- 1) entering into agreements on legal services, marketing services, public relations and social communication services and management consulting services, if the total fee for the services stipulated in such agreement or any other agreements entered into with the same entity exceeds PLN 500 000 net per annum;
- 2) amendments to agreements on legal services, marketing services, public relations and social communication services and management consulting services, increasing the fee above the amount referred to in point 1;
- 3) entering into agreements on legal services, marketing services, public relations and social communication services and management consulting services in which the maximum fee is not stipulated;
- 4) entering into a donation agreement or any other agreements with similar effect, with a value exceeding PLN 20 000 or 0.1% of the total assets within the meaning of the Accountancy Act of 29 September 1994, determined on the basis of the last approved financial statements;
- 5) entering into a debt discharge agreement or any other agreements with similar effect, with a value exceeding PLN 50 000 or 0.1% of the total assets within the meaning of the Accountancy Act of 29 September 1994, determined on the basis of the last approved financial statements.

§ 3

The Management Board of the Company shall submit to the General Meeting a report on representation expenses, expenses on legal, marketing, public relations and social communication as well as management consulting services, approved by the Supervisory Board of the Company, as well as a report on the application of good practices issued by the Prime Minister on the basis of the powers granted under Article 7 (3) of the Act of 16 December 2016 on the Rules for Managing State Property, along with the report of the Management Board on operations of the Company for the previous financial year.



Extraordinary General Meeting of Shareholders 28 October 2019

§ 4

The Management Board of the Company shall take actions aimed at including the requirements laid down in:

- a) Article 17 (1)-(4), (6) and (6a) with consideration given to Article 5 of the Act of 16 December 2016 on the Rules for Managing State Property,
- b) Article 18 (1) of the Act of 16 December 2016 on the Rules for Managing State Property,
- c) Article 19 (1-3) and (5) of the Act of 16 December 2016 on the Rules for Managing State Property and the obligation of immediate action by the competent authority or entity to dismiss a member of the company's supervisory body or a shareholder's proxy who does not meet the requirements set out in the articles of association, subject to Article 20 (2) of the Act of 16 December 2016 on the Rules for Managing State Property,
- d) Article 22 of the Act of 16 December 2016 on the Rules for Managing State Property in the articles of associations of companies for which the Company is a dominant undertaking within the meaning of Article 4 (3) of the Act on 16 February 2007 on Competition and Consumer Protection.

§ 5

1. If the Company disposes of any non-current assets with a market value exceeding 0.1% of the total assets within the meaning of the Accountancy Act of 29 September 1994, determined on the basis of the last approved financial statements, a tender or auction procedure shall be required, unless the market value of these assets is lower than PLN 20 000.
2. The rules for the disposal of non-current assets within the meaning of the Accountancy Act of 29 September 1994 are laid down in a separate resolution of the General Meeting; however, the rules allow for the application of a tender or auction procedure and exceptions to the obligation to apply them if the Company disposes of any non-current assets with a market value exceeding 0.1% of the total assets within the meaning of the Accountancy Act of 29 September 1994, determined on the basis of the last approved financial statements, unless the market value of these assets is lower than PLN 20 000.

§ 6

The Management Board of the Company shall draw up amendments to the Company's Articles of Association, reflecting the provisions stipulated in § 1 - § 5 hereof, and to submit them for approval to the General Meeting no later than by the date of the Annual General Meeting approving the financial statements for 2019.

§ 7

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

Number of members present at the Meeting:

Number of votes cast in favour of the adoption of the resolution:

Number of votes cast against:

Number of abstentions:

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on the rules for determining remuneration of members of the Management Board**

Acting pursuant to Article 2 (2) (1), Article 4, Article 5, Article 6, Article 7 and Article 8 of the Act of 9 June 2016 on the Rules for Determining Remuneration of Persons Managing Certain Companies and Article 378 § 2 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders resolves as follows:

§ 1

1. An agreement shall be entered into with a member of the Management Board of the Company for the provision of management services for the duration of holding the function (the Agreement), with the obligation to provide services in person, regardless of whether such member operates under the conducted business activity.
2. The provisions of the Agreement shall be determined by the Supervisory Board based on the terms laid down in the Act of 9 June 2016 on the Rules for Determining Remuneration of Persons Managing Certain Companies (the Act) and in accordance with the provisions hereof.

§ 2

1. The total remuneration of a member of the Management Board of the Company shall consist of a fixed part, constituting the basic monthly remuneration (Fixed Remuneration), and a variable part, constituting the supplementary remuneration for the financial year of the Company (Variable Remuneration).
2. The Fixed Remuneration for individual members of the Company's Management Board shall range from one to three times the remuneration basis referred to in Article 1 (3) (11) of the Act.
3. The Supervisory Board of the Company shall be authorised to determine the amount of the Fixed Remuneration for individual members of the Management Board in accordance with the provisions of Section 2.

§ 3

1. The Variable Remuneration shall depend on the level of implementation of Management Objectives and may not exceed 50% of the Fixed Remuneration in the previous financial year for which the amount of the Variable Remuneration is calculated.
2. Management Objectives shall be set, in particular with regard to increasing the value of the Company, improving economic and financial indicators and the value of funds transferred to financial intermediaries for investments.

Extraordinary General Meeting of Shareholders 28 October 2019

3. In each case, the following shall be set as separate objectives that determine the possibility of receiving a variable remuneration part, constituting a supplementary remuneration for the Company's financial year:
 - 1) defining and application of rules for remunerating members of management and supervisory bodies of subsidiaries that comply with the rules set out in the Act;
 - 2) performance of the duties referred to in Articles 17-20, Article 22 and 22 of the Act of 16 December 2016 on the Rules for Managing State Property.
4. The Supervisory Board shall be authorised to set detailed Management Objectives.
5. The Supervisory Board shall be authorised to determine Weights of individual Management Objectives as well as objective and measurable criteria (indicators) for their implementation and calculation (KPIs).
6. The Variable Remuneration may be paid following the approval by the General Meeting of the Management Board's report on the Company's operations and the financial statements for the previous financial year and after the acknowledgement of the fulfilment of duties by such member, provided that the Supervisory Board confirms the implementation of the Management Objectives by the member of the Management Board and determines the due payment amount.
7. If the foregoing is to be completed already after termination of the Agreement, the Company shall provide the member of the Management Board with all assistance, including access to all data requested by the Board Member to fulfil the obligation to submit a report of the Board Member on the implementation of the Management Objectives.

§ 4

1. The Agreement shall provide for an obligation of a member of the Management Board to inform about the intention to perform functions in the bodies of another commercial company or acquire shares in such company, and may provide for a prohibition on performing functions in the bodies of any other commercial company or introduce other restrictions on additional activities of a member of the Management Board.
2. A member of the Management Board may not receive remuneration for performing the function of a member of the body in subsidiaries of the Company within the capital group within the meaning of Article 4 (14) of the Act of 16 February 2007 on Competition and Consumer Protection.
3. The Supervisory Board shall be authorised to determine the prohibitions and restrictions referred to in Sections 1 and 2 above, reporting obligations regarding their application and sanctions for their improper application.

§ 5

1. In the Agreement the Supervisory Board shall define the scope of and rules for providing a member of the Management Board with technical equipment and resources owned by the Company, required to perform the function, as well as limits on individual costs or the method of determining them.
2. The Agreement may also stipulate the rules for using the Company's assets for private purposes by a member of the Management Board.

Extraordinary General Meeting of Shareholders 28 October 2019

§ 6

1. On expiry of the term of office, in particular as a result of death, dismissal or resignation, the Agreement shall terminate on the last day of performing the function with no notice period and no need for taking any further actions.
2. If the Agreement is terminated by mutual agreement of the Parties, the agreed notice period cannot be longer than 3 (three) months.
3. Either Party may terminate the Agreement with immediate effect in the event of a material breach by the other Party of the provisions thereof.
4. Either Party may terminate the Agreement for any reason other than the one referred to in Section 3, keeping a maximum notice period of 3 (three) months.
5. The Agreement may provide for various notice periods, depending on the time of performing the function of a member of the Management Board, subject to Section 1 and provided that the notice period expires at the end of the calendar month.
6. If the Agreement is terminated in connection with the termination of the function for any reason other than a breach of the basic duties by a member of the Management Board, the Board member shall be entitled to severance pay no higher than 3 (three) times the fixed part of the remuneration, provided that the said member has performed the function for the period of at least 12 (twelve) months before the termination of such agreement.
7. The severance pay referred to in Section 6 shall not be paid to a member of the Management Board in the case of:
 - 1) termination (with or without notice) or amendment of the Agreement as a result of a change of the function performed on the Management Board;
 - 2) termination (with or without notice) or amendment of the Agreement as a result of appointment for another term of office of the Management Board;
 - 3) taking up the function of a member of the management board in a company within the Company's capital group;
 - 4) resignation from the function,
 - 5) termination (with or without notice) of the Agreement as a result of the commitment by a member of the Management Board of a crime or offence established by a final decision and referred to in the Commercial Companies Code, penal fiscal provisions, bankruptcy legislation, Tax Ordinance Act and competition protection regulations.

§ 7

1. The Supervisory Board may enter into a non-compete agreement with a member of the Management Board, valid after termination of the function, but it may only be entered into if the Board member has performed the function for at least 3 (three) months.
2. The entering into a non-compete agreement after termination (with or without notice) of the agreement for the provision of management services shall be unacceptable.
3. The non-compete period may not exceed 6 (six) months after a member of the Management Board ceases to perform the function.



**Extraordinary General Meeting of Shareholders
28 October 2019**

4. If a member of the Management Board fails to perform or improperly performs the non-compete agreement, such member shall pay a contractual penalty to the Company which shall be not less than the amount of compensation due for the entire non-compete period.
5. The non-compete clause shall cease to apply before the expiry of the period for which the non-compete agreement has been entered into if a member of the Management Board takes up the function in another company within the meaning of Article 1 (7) (7) of the Act on the Rules for Determining Remuneration of Persons Managing Certain Companies.

§ 8

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

Number of members present at the Meeting:

Number of votes cast in favour of the adoption of the resolution:

Number of votes cast against:

Number of abstentions:

Draft

**Resolution No. ...
of the Extraordinary General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
of 28 October 2019
on the rules for determining remuneration of members of the Supervisory Board**

Acting pursuant to Article 392 § 1 of the Act of 15 September 2000 the Commercial Companies Code and Article 10 (1) (1) of the Act of 9 June 2016 on the Rules for Determining Remuneration of Persons Managing Certain Companies, hereinafter referred to as the “Act”, the Extraordinary General Meeting of Shareholders resolves as follows:

§ 1

1. The monthly remuneration of members of the Supervisory Board shall be determined as a product of the remuneration basis referred to in Article 1 (3) (11) of the Act and a multiplier of 0.5.
2. The monthly remuneration specified in Section 1 shall be increased by 10% for the Chairman of the Supervisory Board.

§ 2

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

Number of members present at the Meeting:

Number of votes cast in favour of the adoption of the resolution:

Number of votes cast against:

Number of abstentions: