

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

Draft

Resolution No. ...

dated 28 June 2019

of the Annual General Meeting of Shareholders

of Elektrociepłownia „Będzin” S.A.

on the election of 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.

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. ...

dated 28 June 2019

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.

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. ...

dated 28 June 2019

of the Annual General Meeting of Shareholders

of Elektrociepłownia „Będzin” S.A.

on the adoption of agenda for the General Meeting of Shareholders

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.

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. ...

dated 28 June 2019

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 2018.

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 2018.

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. ...
dated 28 June 2019
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.
on the approval of the Individual financial statements for 2018.

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 Individual financial statements of Elektrociepłownia „Będzin” S.A. drawn up as of 31 December 2018, comprising:

- balance sheet drawn up as of 31 December 2018, showing total assets and liabilities of TPLN 153 932 (say: one hundred fifty three million nine hundred thirty two thousand zlotys),
- income statement for the period from 1 January 2018 to 31 December 2018, showing a net profit of TPLN 118 (say: one hundred eighteen thousand zlotys),
- notes to the financial statements – report of the Management Board on operations for 2018,
- statement of changes in equity for the period from 1 January 2018 to 31 December 2018, showing an increase in equity by TPLN 118 (say: one hundred eighteen thousand zlotys),
- cash flow statement for the financial year from 1 January 2018 to 31 December 2018, showing a reduction in cash by the amount of TPLN 537 (say: five hundred thirty seven thousand zlotys),

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. ...
dated 28 June 2019
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 2018.

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, the General Assembly of Elektrociepłownia „Będzin” S.A. approves the report of the Management Board on operations of the Capital Group Elektrociepłownia “Będzin” S.A. in 2018.

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. ...
dated 28 June 2019
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 2018.

Acting pursuant to Article 63c (4) of the Accounting Act of 29 September 1994 (Journal of Laws of 2019 item 351, as amended) and Article 395 § 5 of the Commercial Companies Code, the General Meeting of Shareholders of Elektrociepłownia „Będzin” S.A. approves the Consolidated financial statements of the Capital Group Elektrociepłownia „Będzin” S.A. drawn up as of 31 December 2018, comprising:

- consolidated statement of financial position, showing as of 31 December 2018 total assets and liabilities of TPLN 662 587 (say: six hundred sixty two millions five hundred eighty seven thousand zlotys),
- consolidated statements of profit or loss and other comprehensive income, showing as of 31 December 2018 a net profit of TPLN 2 548 (say: two million five hundred forty eight thousand zlotys),
- statement of changes in equity for the period from 1 January 2018 to 31 December 2018, showing an increase in equity by TPLN 2 548 (say: two million five hundred forty eight zlotys),
- consolidated cash flow statement for the period from 1 January 2018 to 31 December 2018, showing a reduction in cash by the amount of TPLN 5 586 (say: five million five hundred eighty six thousand zlotys),
- notes to the Consolidated financial statements of the Capital Group for 2018.

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. ...
dated 28 June 2019
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.

on the allocation of net profit for 2018

Acting pursuant to Article 395 § 2 (2) of the Commercial Companies Code and § 23 (1) (2) and § 28 (1) of the Company's Articles of Association, the 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 2018 of PLN 118 215.51 (say: one hundred eighteen thousand two hundred fifteen zlotys 51/100)

will be allocated to the capital reserve of the Company.

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. ...
dated 28 June 2019
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. for 2018

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 2018.

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. ...
dated 28 June 2019
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. for 2018***

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 2018.

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. ...
dated 28 June 2019
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. for 2018***

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 2018.

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. ...
dated 28 June 2019
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. for 2018

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 Głanowski, Member of the Supervisory Board of Elektrociepłownia „Będzin” S.A., is granted the acknowledgement of the fulfilment of his duties in 2018.

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. ...

dated 28 June 2019

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. for 2018

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 2018

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. ...

dated 28 June 2019

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. for 2018

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 2018.

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. ...
dated 28 June 2019
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. for 2018***

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 Grzegorz Kwiatkowski, Member of the Supervisory Board of Elektrociepłownia „Będzin” S.A., is granted the acknowledgement of the fulfilment of his duties for the period from 1 January 2018 to 30 June 2018.

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. ...
dated 28 June 2019
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.

on the determination of the number of members of the Supervisory Board of Elektrociepłownia „Będzin” S.A. for the 9th term of office.

Acting pursuant to § 13 (1) of the Company's Articles of Association, the General Meeting of Elektrociepłownia „Będzin” S.A. resolves that the Supervisory Board of Elektrociepłownia „Będzin” S.A. shall be composed of persons for the 9th term of office.

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. ...
dated 28 June 2019
of the Annual General Meeting of Shareholders
of Elektrociepłownia „Będzin” S.A.

on the appointment of a member of the Supervisory Board of Elektrociepłownia „Będzin” S.A. for the 9th term of office.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 13 (3) of the Company's Articles of Association, the General Meeting of Elektrociepłownia „Będzin” S.A. appoints Ms/Mr PESEL: as member of the Supervisory Board of Elektrociepłownia „Będzin” S.A. for the 9th term of office.

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: