

**RESOLUTION NO. 1/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the appointment of the Chairperson of the General Meeting**

**§ 1**

Pursuant to article 409 § 1 of the *Polish Code of Commercial Partnerships and Companies* and § 21 of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. appointed ..... as the Chairperson of the General Meeting.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

- [ ] votes were cast "in favour"
- [ ] votes "abstaining"
- [ ] votes "against"

so the Resolution was passed.

**RESOLUTION NO. 2/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the approval of the agenda of the Meeting**

The Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. hereby decides as follows:

**§ 1**

1. Opening of the Ordinary General Meeting
2. Appointment of the Chairperson of the General Meeting
3. Confirmation that the Ordinary General Meeting was summoned in a proper way and that it is able to pass resolutions
4. Approval of the agenda of the Meeting
5. Review of the Management Board's report on the operations of the Company and of the KOGENERACJA S.A. Group for 2018 and the financial statements for 2018 as well as the consolidated financial statements for 2018
6. Presentation of the Management Board's report on representation expenses, expenses on legal services, marketing services, public relations and social communication services, and consulting services related to the management of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. for 2018
7. Presentation of the Supervisory Board's reports
8. Passing resolutions regarding the following:
  - a) Approval of the Management Board's report on the operations of the Company and the Group for 2018
  - b) Approval of the financial statements for the financial year 2018
  - c) Approval of the consolidated financial statements of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. Group for the financial year 2018
  - d) Distribution of the net profit for 2018
  - e) Acknowledgement of the fulfilment of duties by Members of the Management Board in 2018
  - f) Acknowledgement of the fulfilment of duties by Members of the Supervisory Board in 2018
  - g) Appointment of a member of the Supervisory Board of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.
9. Closing of the Ordinary General Meeting

## § 2

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in an open ballot, representing [ ] of the share capital, including:

- [ ] votes were cast “in favour”
- [ ] votes “abstaining”
- [ ] votes “against”

so the Resolution was passed.

DRAFT

**RESOLUTION NO. 3/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the approval of the Management Board's Report on the operations of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. and the KOGENERACJA S.A. Group in 2018**

Pursuant to article 393(1) and 395 § 2(1) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

Having reviewed the following documents "*Report of the Management Board on the operations of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. and the KOGENERACJA S.A. Group for 2018*" submitted by the Company's Management Board, audited by a statutory auditor and assessed by the Company's Supervisory Board, they are hereby approved.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in an open ballot, representing [ ] of the share capital, including:

- [ ] votes were cast "in favour"
- [ ] votes "abstaining"
- [ ] votes "against"

so the Resolution was passed.

**RESOLUTION NO. 4/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the approval of the financial statements of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. for the financial year 2018**

Pursuant to article 393(1) and 395 § 2(1) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

Having reviewed the following documents of the annual financial statements for the financial year 2018 submitted by the Company's Management Board, audited by a statutory auditor and assessed by the Company's Management Board, they are hereby approved:

- The statement of total income for the financial year from 1 January 2018 to 31 December 2018, showing a positive total income of PLN 76,365 thousand, and the net profit for the financial year starting from 1 January 2018 to 31 December 2018 in the amount of PLN 77,036 thousand;
- The statement of financial position prepared as at 31 December 2018, with total assets and total liabilities amounting to PLN 1,738,083 thousand;
- The cash flow statement for the financial year from 1 January 2018 to 31 December 2018, showing an increase in the cash level by the amount of PLN 5,069 thousand;
- The summary of changes in the equity capital for the financial year from 1 January 2018 to 31 December 2018, showing an increase in the equity by the amount of kPLN 36,135 thousand;
- Notes to the separate financial statements.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in an open ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 5/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the approval of the consolidated financial statements of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. for the financial year 2018**

Pursuant to Article 395 § 5 of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

Having reviewed the following documents of the annual consolidated financial statements for the financial year 2018 submitted by the Company's Management Board, audited by a statutory auditor and assessed by the Company's Management Board, they are hereby approved:

- The consolidated statement of total income for the financial year from 1 January 2018 to 31 December 2018, showing a positive total income of PLN 10,599 thousand, and the net profit for the financial year starting from 1 January 2018 to 31 December 2018 in the amount of PLN 11,270 thousand;
- The consolidated statement of financial standing prepared as at 31 December 2018, with total assets and total liabilities amounting to PLN 2,385,277 thousand;
- The consolidated cash flow statement for the financial year from 1 January 2018 to 31 December 2018, showing an increase in the cash level by the amount of PLN 2,065 thousand;
- The consolidated summary of changes in the equity capital for the financial year from 1 January 2018 to 31 December 2018, showing a decrease in the equity by the amount of PLN 30,038 thousand;
- Notes to the consolidated financial statements.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in an open ballot, representing [ ] of the share capital, including:

– [ ] votes were cast "in favour"

– [ ] votes "abstaining"

– [ ] votes "against"

so the Resolution was passed.

**RESOLUTION NO. 6/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the distribution of the net profit for 2018**

**§ 1**

Pursuant to Article 395 § 2(2) and Article 396 § 5 of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(2) and (12) as well as § 26 and 27, sections 1–3 of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves not to allocate for distribution the net profit for 2018 in the amount 77,036,079.00 (say: PLN seventy seven million thirty-six thousand seventy-nine) and to transfer the entire undistributed profit to the Company's reserve capital.

**§ 2**

Pursuant to Article 348 § 4 of the *Polish Code of Commercial Partnerships and Companies* and § 27 (4) of the *Company's Articles of Association*, the Ordinary General Meeting of Shareholders, in view of the fact that the profit is not allocated for distribution, shall not set the date of the right to dividend or the date of dividend payment.

**§ 3**

The Resolution shall come into force on the day of passing.

The total of  votes related to  shares were validly cast in an open ballot, representing  of the share capital, including:

–  votes were cast "in favour"

–  votes "abstaining"

–  votes "against"

so the Resolution was passed.

**RESOLUTION NO. 7A/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Management Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**WOJCIECH HEYDEL – President of the Management Board**

for realisation of his obligations as the President of the Management Board from 1 January to 28 March 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

- [ ] votes were cast "in favour"
- [ ] votes "abstaining"
- [ ] votes "against"

so the Resolution was passed.



**RESOLUTION NO. 7B/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Management Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**MAREK SALMONOWICZ – Member of the Management Board**

for realisation of his obligations as the Member of the Management Board from 1 January to 9 April 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 7C/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Management Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**MACIEJ TOMASZEWSKI – Member of the Management Board**

for realisation of his obligations as the Member of the Management Board from 1 January to 9 April 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 7D/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Management Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**KRZYSZTOF WRZESIŃSKI**

for realisation of his obligations as the Member of the Management Board from 1 January to 28 March 2018 and his obligations as the President of the Management Board from 28 March to 9 April 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 7E/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Management Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**PIOTR FRĄSZCZAK – President of the Management Board**

for realisation of his obligations as the President of the Management Board from 9 April to 29 November 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

- [ ] votes were cast "in favour"
- [ ] votes "abstaining"
- [ ] votes "against"

so the Resolution was passed.

**RESOLUTION NO. 7F/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Management Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**KRZYSZTOF SKÓRA – Member of the Management Board**

for realisation of his obligations as the Member of the Management Board from 9 April to 29 November 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

- [ ] votes were cast “in favour”
- [ ] votes “abstaining”
- [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 7G/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Management Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**PAWEŁ STRĄCZYŃSKI – Vice President of the Management Board**

for realisation of his obligations as the Vice President of the Management Board from 29 November to 31 December 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 7H/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Management Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**RADOSŁAW WOSZCZYK – Member of the Supervisory Board seconded to perform the duties of Member of the Management Board**

for realisation of his obligations as the Member of the Management Board from 29 November to 13 December 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

- [ ] votes were cast “in favour”
- [ ] votes “abstaining”
- [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 71/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Management Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**PAWEŁ SZCZESZEK – President of the Management Board**

for realisation of his obligations as the President of the Management Board from 13 December to 31 December 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

- [ ] votes were cast "in favour"
- [ ] votes "abstaining"
- [ ] votes "against"

so the Resolution was passed.



**RESOLUTION NO. 8A/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Supervisory Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**KRZYSZTOF SKÓRA – Member of the Supervisory Board**

for realisation of his obligations as the Member of the Supervisory Board from 1 January to 9 April 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 8B/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Supervisory Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**MARIUSZ GRODZKI – Member of the Supervisory Board**

for realisation of his obligations as the Member of the Supervisory Board from 1 January to 23 April 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 8C/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Supervisory Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**LAURENT GUILLERMIN – Member of the Supervisory Board**

for realisation of his obligations as the Member of the Supervisory Board from 1 to 29 January 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 8D/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Supervisory Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**JAKUB FREJLICH – President of the Supervisory Board**

for realisation of his obligations as the President of the Supervisory Board during the financial year 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

- [ ] votes were cast "in favour"
- [ ] votes "abstaining"
- [ ] votes "against"

so the Resolution was passed.

**RESOLUTION NO. 8E/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Supervisory Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**RAIMONDO EGGINK – Member of the Supervisory Board**

for realisation of his obligations as Member of the Supervisory Board during the financial year 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 8F/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Supervisory Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**RADOSŁAW WOSZCZYK – Vice-President of the Supervisory Board**

for realisation of his obligations as the Vice-President of the Supervisory Board during the financial year 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 8G/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Supervisory Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**MACIEJ JANKIEWICZ – Member of the Supervisory Board**

for realisation of his obligations as the Member of the Supervisory Board from 23 April to 31 December 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 8H/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Supervisory Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**RADOSŁAW POBOL – Member of the Supervisory Board**

for realisation of his obligations as the Member of the Supervisory Board from 23 April to 31 December 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.



**RESOLUTION NO. 81/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**on: the acknowledgement of performance of duties of Members of the Supervisory Board**

Pursuant to Article 393(1) and 395 § 2(3) of the *Polish Code of Commercial Partnerships and Companies* and § 24(1)(1) of the *Company's Articles of Association*, the Ordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. resolves as follows:

**§ 1**

It grants full and total discharge to :

**ROMAN NOWAK – Member of the Supervisory Board**

for realisation of his obligations as Member of the Supervisory Board during the financial year 2018.

**§ 2**

The Resolution shall come into force on the day of passing.

The total of [ ] votes related to [ ] shares were validly cast in a secret ballot, representing [ ] of the share capital, including:

– [ ] votes were cast “in favour”

– [ ] votes “abstaining”

– [ ] votes “against”

so the Resolution was passed.

**RESOLUTION NO. 9/2019**  
**of the Ordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 17 June 2019**

**Regarding: appointment to the Supervisory Board**

Pursuant to art. 385 § 2 of the *Code of Commercial Companies* and § 13 section 1 a) of the *Articles of Association of the Company*, the Ordinary General Meeting of KOGENERACJA S.A. resolves as follows:

**§ 1**

Mr./Ms. .... shall be appointed as a member of the Supervisory Board of the Company.

**§ 2**

This Resolution enters into force the moment it is adopted.