

[National emblem of the Republic of Poland]

MINISTER OF ENERGY

Krzysztof Tchórzewski

Warsaw, 26-05-2017

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Management Board

Elektrociepłownia Będzin S.A.

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REQUEST OF SHAREHOLDER

Acting on behalf of the Treasury, as a Shareholder of the Company Elektrociepłownia Będzin S.A. authorised pursuant to provisions of Article 401 §1 of the Act of 15 September 2000 Code of Commercial Companies, in carrying out the obligations laid down in Article 17 (1) to (6), Article 18 (1) and Article 22 of the Act of 16 December 2016 *on the Rules for Managing State Property*, I request to place the following items on the agenda of the Ordinary General Meeting of Shareholders convened for 19 June 2017:

- Adopting a resolution regarding disposal of the non-current assets,
- Adopting a resolution regarding the principles of procedure for entering into agreements on legal services, marketing services, public relations and social communication services and management consulting services, and amendments to such agreements,
- Adopting a resolution regarding principles of procedure for entering into agreements aimed at granting a donation or releasing from debt or other agreements with similar effect,
- Adopting a resolution regarding the rules and procedures for divestiture of the non-current assets,
- Adopting a resolution regarding the obligation to submit a report on representation expenditures, and expenditures on legal services, marketing services, public relations and social communication services and management consulting services,
- Adopting a resolution regarding determination of the requirements for a candidate for a member of the Management Board,
- Adopting a resolution regarding appointment of a member of the Management Board and the selection procedure for a member of the Management Board,
- Adopting a resolution regarding implementation of the obligations under Article 17 (7), Article 18 (2), Article 20 and Article 23 of the Act on the Rules for Managing State Property.

Grounds

The Act of 16 December 2016 *on the Rules for Managing State Property* imposed the obligation on entities entitled to exercise the rights attached to shares held by the Treasury to take action in order

to determine by resolution of the general meeting or in the articles of association the matters requiring special supervision in respect of:

- disposal of the non-current assets,
- the principles of procedure for entering into agreements on legal services, marketing services, public relations and social communication services and management consulting services, and amendments to such agreements,
- the principles of procedure for entering into agreements aimed at granting a donation or releasing from debt or other agreements with similar effect,
- the rules and procedures for divestiture of the non-current assets,
- the obligation to submit a report on representation expenditures, and expenditures on legal services, marketing services, public relations and social communication services and management consulting services,
- determination of the requirements for a candidate for a member of the Management Board,
- appointment of a member of the Management Board and the selection procedure for a member of the Management Board,
- implementation of the obligations under Article 17 (7), Article 18 (2), Article 20 and Article 23 of the Act on the Rules for Managing State Property.

Please find attached the draft resolutions.

Draft resolution:

Resolution No. ____
of the General Meeting of Shareholders
Elektrociepłownia Będzin S.A. with its registered office in Poznań
of _____

regarding: *disposal of the non-current assets*

Acting pursuant to Article 17 (1) of the Act of 16 December 2016 on the Rules for Managing State Property, the General Meeting of Shareholders of the Company Elektrociepłownia "Będzin" S.A. with its registered office in Poznań (the Company) resolves as follows:

§ 1

The following shall require the consent of the General Meeting of Shareholder:

- 1) disposal of the non-current assets within the meaning of the Accounting Act of 29 September 1994, included in intangible assets, property, plant and equipment or long-term investments, including contribution made to a company or cooperative, if the market value of such assets exceeds 5% of the total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements, and the grant of use of such assets to another entity for a period longer than 180 days in the calendar year on the basis of a legal transaction, if the market value of the subject matter of the legal transaction exceeds 5% of total assets, whereby the grant of use in the case of:
 - a) lease, rental and other agreements on transferring an asset for use against payment to other entities - the market value of the subject matter of the legal transaction is understood as the value of the considerations for:

- the year - if the grant of use of the asset took place on the basis of agreements concluded for an unspecified term,
 - the entire term of the agreement - in the case of agreements concluded for a definite term,
- b) lend for use and other agreements on transferring an asset for use against payment to other entities - the market value of the subject matter of the legal transaction is understood as the equivalent of the considerations that would apply in the event of conclusion of a rental or lease agreement, for:
- the year - if the grant of use of the asset took place on the basis of agreements concluded for an unspecified term,
 - the entire term of the agreement - in the case of agreements concluded for a definite term,
- 2) acquisition of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
- a) PLN 100,000,000 or
 - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 3) subscription or acquisition of the shares of another company with the value exceeding:
- a) PLN 100,000,000 or
 - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.
- 4) disposal of the shares of another company with the value exceeding:
- a) PLN 100,000,000 or
 - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. ____
of the General Meeting of Shareholders
Elektrociepłownia Będzin S.A. with its registered office in Poznań
of _____

regarding: the principles of procedure for entering into agreements on legal services, marketing services, public relations and social communication services and management consulting services, and amendments to such agreements

Acting pursuant to Article 17 (2) of the Act of 16 December 2016 on the Rules for Managing State Property, the General Meeting of Shareholders of the Company Elektrociepłownia "Będzin" S.A. with its registered office in Poznań (the Company) resolves as follows:

§ 1

Entering into the following agreements shall require the consent of the Supervisory Board:

- 1) agreements on legal services, marketing services, public relations and social communication services and management consulting services, if the total fee for the services 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 Item 1);
- 3) agreements on legal services, marketing services, public relations and social communication services and management consulting services in which the maximum fee is not defined.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. ____
of the General Meeting of Shareholders
Elektrociepłownia Będzin S.A. with its registered office in Poznań
of _____

regarding: the principles of procedure for entering into agreements aimed at granting a donation or releasing from debt or other agreements with similar effect

Acting pursuant to Article 17 (3) items 1) and 2) of the Act of 16 December 2016 on the Rules for Managing State Property, the General Meeting of Shareholders of the Company Elektrociepłownia "Będzin" S.A. with its registered office in Poznań (the Company) resolves as follows:

§ 1

Entering into the following agreements shall require the consent of the Supervisory Board:

- 1) entering into donation agreement or other agreement with similar effect, with the value exceeding PLN 20,000 or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 2) releasing debt or other agreement with similar effect, with the value exceeding PLN 50,000 or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. ____
of the General Meeting of Shareholders

Elektrociepłownia Będzin S.A. with its registered office in Poznań
of _____

regarding: *the rules and procedures for divestiture of the non-current assets*

Acting pursuant to Article 17 (4) of the Act of 16 December 2016 on the Rules for Managing State Property, the General Meeting of Shareholders of the Company Elektrociepłownia "Będzin" S.A. with its registered office in Poznań (the Company) resolves as follows:

§ 1

1. Non-current assets with the value exceeding 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements, shall be sold by the Company in a tender procedure, unless the value of the asset being sold is lower than PLN 20,000.
2. The Company may sell non-current assets without a tender, where:
 - 1) the subject matter of the agreement are shares or other components of financial non-current assets or licenses, patents or other industrial property rights or know-how, if the terms and procedure of the sale other than a public tender are determined by the resolution of the Supervisory Board,
 - 2) the sale takes place in the liquidation procedure under the terms determined by resolution of the General Meeting of Shareholders pursuant to separate regulations,
 - 3) the subject of sale are dwelling units owned by the Company and the sale takes place for a price not lower than 50% of their market value to a tenant or a close relative residing with the tenant within the meaning of Article 4 (13) of the Real Estate Management Act of 21 August 1997; the price is determined on the basis that the subject of sale are occupied dwelling units; the value of improvements made by the tenant is deducted from the price of the unit,
 - 4) in other justified cases, at the request of the Management Board, for the price and according to the principles determined by resolution of the Supervisory Board,
 - 5) the sale is made to the subsidiaries,
 - 6) the subject of sale are CO² emission rights and their equivalents.

§ 2

The following rules and procedures are established for divestiture of the non-current assets:

1. The notice of invitation to tender shall be published in the Bulletin of Public Information on the entity page of the Minister of Energy, on the Company's website, in a conspicuous place accessible to the public at the registered office of the Company and other places commonly adopted for placing notices.
2. The tender may be held no sooner than 14 days after the date of the invitation to tender.
3. The following persons/operators may not participate in the tender as bidders:
 - 1) Members of the Management Board and the Supervisory Board of the Company,
 - 2) the operator responsible for conducting the tender procedure and Members of its Management Board and the Supervisory Board,
 - 3) persons entrusted with the execution of the operations relating to the tender,
 - 4) the spouse, children, parents and siblings of the persons referred to in items 1-3,

- 5) persons who remain in such a legal or actual relationship with the person conducting the tender that it may raise justified doubts as to the impartiality of the person conducting the tender procedure.
4. Payment of the tendering security of minimum 5% of the reserve price of the non-current asset being sold is a precondition for entering the tender. The regulations referred to in paragraph 8 may provide for a higher amount of the tendering security.
5. Before tendering, the Company determines the reserve price which cannot be lower than the market value established by experts; if this value cannot be established, the reserve price may not be lower than the net book value.
6. The Company may waive the expert valuation of the asset being sold where:
 - 1) the cost of its valuation would clearly exceed its market value
 - 2) the non-current asset has an established market price
7. The tender is carried out in the forms of:
 - 1) oral tender;
 - 2) written tender.
8. Regulations setting out the rules and procedure of the tender, the content of the invitation to tender, the form of the tender and the tender conditions are stipulated by the Company.
9. The tendering authority has the right to close the tender without selecting any of the bids, without giving reasons.
10. The tenderer offering the highest price wins the tender.

§ 2

The resolution comes into force on the date of its adoption.

Resolution No. ____
of the General Meeting of Shareholders
Elektrociepłownia Będzin S.A. with its registered office in Poznań
of _____

regarding: the obligation to submit a report on representation expenditures, and expenditures on legal services, marketing services, public relations and social communication services and management consulting services

Acting pursuant to Article 17 (6) of the Act of 16 December 2016 on the Rules for Managing State Property, the General Meeting of Shareholders of the Company Elektrociepłownia "Będzin" S.A. with its registered office in Poznań (the Company) resolves as follows:

§ 1

The Management Board of the Company submits to the General Meeting of Shareholders Meeting a report on representation expenditures, and expenditures on legal services, marketing services, public relations and social communication services and management consulting services.

§ 2

It is the duty of the Supervisory Board to give its opinion on the reports on representation expenditures, and expenditures on legal services, marketing services, public relations and social communication services and management consulting services, prepared by the Management Board.

§ 3

The resolution comes into force on the date of its adoption.

**Resolution No. ____
of the General Meeting of Shareholders
Elektrociepłownia Będzin S.A. with its registered office in Poznań
of _____**

regarding: *determination of the requirements for a candidate for a member of the Management Board*
Acting pursuant to Article 22 of the Act of 16 December 2016 on the Rules for Managing State Property, the General Meeting of Shareholders of the Company Elektrociepłownia "Będzin" S.A. with its registered office in Poznań (the Company) resolves as follows:

§ 1

A candidate for member of the Management Board of the Company may be a person who cumulatively satisfies the following conditions:

- a) has a university degree or a university degree obtained abroad and recognised in the Republic of Poland under separate regulations,
- 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 running a sole proprietorship,
- c) has at least 3 years of experience in managerial or autonomous positions or experience resulting from running a sole proprietorship,
- d) meets other than those mentioned in points a-c requirements set out in separate regulations, in particular, does not breach restrictions or prohibitions to occupy the position of member of the governing body in commercial companies;

§ 2

In addition, a candidate for member of the Board of the Company may not be a person who:

- a) acts as a community associate of or is employed with a constituency office, senatorial office, constituency/senatorial office or office of a Member of the European Parliament under a contract of employment or carries out his work under a contract of mandate or other contract of similar nature,

- b) is a member of the governing body of a political party representing the political party outside and authorised to enter into commitments,
- c) is employed by a political party under a contract of employment or carries out his work under a contract of mandate or 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 corporate group company,
- e) whose social activity or paid employment raises a conflict of interest to the business of the company.

§ 3

The resolution comes into force on the date of its adoption.

Resolution No. ____
of the General Meeting of Shareholders
Elektrociepłownia Będzin S.A. with its registered office in Poznań
of _____

regarding: appointment of a member of the Management Board and the selection procedure for a member of the Management Board

Acting pursuant to Article 18 (1) of the Act of 16 December 2016 on the Rules for Managing State Property, the General Meeting of Shareholders of the Company Elektrociepłownia "Będzin" S.A. with its registered office in Poznań (the Company) resolves as follows:

§ 1

The Supervisory Board appoints a Member of the Management Board after completing the selection procedure, the purpose of which is to verify and assess the candidates' qualifications and select the best candidate for a Member of the Management Board.

- 1) The Supervisory Board carries out the selection procedure in the event of circumstances that justify the appointment of a Member of the Management Board,
- 2) When initiating the selection procedure for a Member of the Management Board, the Supervisory Board determines by resolution the detailed rules of the procedure, including in particular: the position being the subject of the selection procedure, the date and place of receiving applications, the date and place of the interview, a range of issues being the subject of the interview, requirements and the method of assessing the candidate,
- 3) A candidate for a Member of the Management Board should satisfy the requirements of Article 22 of the Act on the Rules for Managing State Property,
- 4) The announcement of the selection procedure shall be published on the website of the Company and in the Bulletin of Public Information of the Minister of Energy,
- 5) The deadline for applications must not be shorter than 14 days from the publication date of the announcement of the selection procedure,

- 6) The Supervisory Board shall notify the shareholders of the results of the selection procedure and make the minutes of the selection procedure available to them.

§ 3

The resolution comes into force on the date of its adoption.

**Resolution No. ____
of the General Meeting of Shareholders
Elektrociepłownia Będzin S.A. with its registered office in Poznań
of _____**

regarding: *the introduction of the rules set out in the Act on the Rules for Managing State Property in the companies to which the Company is a dominant undertaking*

Acting pursuant to Article 17 (7), Article 18 (2), Article 20 and Article 23 of the Act of 16 December 2016 on the Rules for Managing State Property, the General Meeting of Shareholders of the Company Elektrociepłownia "Będzin" S.A. with its registered office in Poznań (the Company) resolves as follows:

§ 1

The Management Board introduces the rules laid down in Article 17 (1) to (6), Article 18 (1), Article 19 (1) to (5), Article 22 of the Act of 16 December 2016 on the Rules for Managing State Property to the Articles of Association of the companies to which the Company is a dominant undertaking within the meaning of Article 4 (3) of the Act of 16 February 2007 on Competition and Consumer Protection.

§ 2

The resolution comes into force on the date of its adoption.

[*Oblong stamp and signature:*] "Krzysztof Tchórzewski"