

Activities of the Committees in 2017

The responsibilities of the Committee include:

1. analysing the Management Board's policy concerning the nomination, election and appointment of senior managerial personnel;
2. presenting proposals to the Board concerning the remuneration and forms of employment of members of the Management Board, taking into account their previous achievements;
3. presenting opinions to the Supervisory Board on the justification for awarding performance-based remuneration and on incentives based on realisation of tasks and goals of the Company and proposals in that respect;
4. evaluation of the human resources management system in the Company;
5. periodical assessment of the skills, knowledge and experience of individual members of the Management Board and management personnel, and presenting the results of the assessment to the Board.

Activities of the Committees in 2017

Audit Committee

The Audit Committee held 7 meetings and adopted 15 Resolutions, regarding i.a.:

- positive evaluation of the methods of auditing financial statements of Enea SA and Enea Group for the financial year ended on 31 December 2016 and methods of reviewing Interim financial statements of Enea SA and Enea Group for the period of 1 January 2017 to 30 June 2017
- approval of the service provision of a private investor test by an entity related to the auditor of the financial statements of Enea SA
- approval of the provision of advisory services within an acquisition project by a an entity related to the auditor of the financial statements of Enea SA
- approval of the provision of advisory services related to the implementation of the latest versions of IAS 15 and 16 by a an entity related to the auditor of the financial statements of Enea SA
- approval of Enea SA's Supervisory Board's Audit Committee's Report on operations in 2016 and its submission to the Supervisory Board
- approval of Enea SA's Supervisory Board's Audit Committee's Report on operations in H1 2017 and its submission to the Supervisory Board
- positive assessment of the Annual Audit Plan for 2018 for Enea Group and Budget of the Audit Management Department for 2018
- election of the Chairman of the Audit Committee of Enea SA's Supervisory Board
- approval of the protocol of the procedure for the selection of an audit firm for Enea SA and subsidiaries of the Enea Group for the years 2018-2020, recommendation, approval of the provision of authorized services not audited and transmission of the approved protocol together with the recommendation to the Supervisory Board of Enea S.A. for the purpose of the decision-taking by the Supervisory Board of Enea S.A. on the selection of an audit firm.

Nominations and Remuneration Committee

The Nominations and Remuneration Committee held 6 meetings and adopted 19 Resolutions. The subject matter of the meetings of the Committee was i.a. development of a recommendation for the

Supervisory Board, regarding:

- adopting a resolution concerning the establishment of remuneration of Members of Enea SA's Management Board
- concluding agreements for the provision of management services with Members of the Management Board, containing provisions on non-competition applicable after the termination of their functions and annexes to the aforementioned agreements
- approval of the Management Goals (KPIs) for Members of Enea SA's Management Board for 2017
- confirmation of the realisation of the KPIs for Members of Enea SA's Management Board for 2016 financial year
- granting consent to a Member of Enea SA's Management Board to hold the position of a Member of the Supervisory Board of Enea Group's Company
- proposition of changes to the Management Goals for Members of Enea SA's Management Board for 2017