

Adopted by the Supervisory Board's Resolution No. 40/VII/2009 of 15.12.2009
Amended by the Supervisory Board's Resolution No. 59/VII/2012 of 29.06.2012
Amended by the Supervisory Board's Resolution No. 41/VIII/2015 of 30.06.2015
Amended by the Supervisory Board's Resolution No. 70/IX/2017 of 20.10.2017
Amended by the Supervisory Board's Resolution No. 15/X/2020 of 23.04.2020
Amended by the Supervisory Board's Resolution No. 51/X/2020 of 09.07.2020
Amended by the Supervisory Board's Resolution No. 105/X/2020 of 25.11.2020
Valid from 25.11.2020

RULES OF THE SUPERVISORY BOARD OF ENEA S.A.

§ 1

THE BOARD'S POWERS AND RESPONSIBILITIES

1. The Supervisory Board of ENEA S.A., hereinafter referred to as the "Board" or "Supervisory Board", is a corporate body of the Company which exercises an ongoing supervision over all areas of its business activities.
2. The scope of the Board's competence encompasses all the acts and powers set out in the Company's Statute and the Commercial Companies Code.
3. The Board shall submit an annual written report on its supervision of the Company's activities to the General Meeting of Shareholders, including a brief assessment of the Company's operations and an assessment of the internal control system and the system for managing significant risk to which the Company is exposed. The report, which will also contain an assessment of the work of the Board's committees, will be published on the Company's website.
4. The Supervisory Board is authorised to create standing or *ad hoc* committees to perform advisory or opinion-forming functions.
5. The Board shall consider and issue opinions on matters that are to be the subject of a resolution of the Company's General Meeting of Shareholders.
6. The Board acts on the basis of the Company's Statute, these Rules, the Commercial Companies Code and other applicable provisions of law, taking into account the obligations provided for in the document titled "Best Practice for WSE Listed Companies 2016".
7. The activity of the Supervisory Board shall be managed by the Chairman of the Supervisory Board who is appointed by the General Meeting of Shareholders.

§ 2

THE BOARD'S COMPOSITION

1. The Board shall consist of from 6 (six) to 15 (fifteen) members.
2. The members of the Supervisory Board shall be appointed by, subject to the circumstances foreseen in Article 354 § 1 of the Commercial Companies Code, the General Meeting of Shareholders for a joint term of three years.
3. The first meeting of the Supervisory Board in a new term of office shall be convened by the General Meeting of Shareholders that appointed the members of that Supervisory Board, by way of a resolution. On failure to convene the meeting in this way, 3 (three) members of the Supervisory Board acting jointly shall be authorised to convene a meeting.
4. At the first meeting, the members of the Supervisory Board shall select a Vice-Chairman and a Secretary of the Board from among their number.
5. The Supervisory Board may recall Vice-Chairman and Secretary of the Board from their positions.
6. Should the Chairman of the Supervisory Board's mandate terminate for any reason, the Deputy Chairman will perform the Chairman's duties set forth in the Company's Statute and these Rules until a new Chairman of the Supervisory Board has been appointed, and also if the Chairman is sick or temporarily unable to fulfil his duties.
7. Subject to the mandatory legal regulations, the Chairman of the Supervisory Board shall have an exclusive right to represent the Supervisory Board before the Management Board and the Shareholders Meeting and third parties, in particular, with regard to:
 - 1) conveying the decisions and opinions of the Supervisory Board, and
 - 2) making demands, submitting motions and requests of an organisational character for the Supervisory Board.

§ 2a

BASIC RULES OF PERFORMING THE FUNCTION OF A SUPERVISORY BOARD MEMBER

1. While performing their duties, Supervisory Board Members should be driven by the interests of the Company.
2. Supervisory Board Members shall be obligated to act in a loyal way towards the Company.
3. If there are justified suspicions that a Supervisory Board Member takes actions contrary to the interests of the Company, the Supervisory Board may adopt a resolution stating that a Supervisory Board Member is in breach with their obligations. The resolution ascertaining a breach of obligations by a Supervisory Board Member shall be passed on to the General Meeting of Shareholders with a motion to take further appropriate steps.

§ 2b

DUTY OF CONFIDENTIALITY OF SUPERVISORY BOARD MEMBERS

1. Supervisory Board Members shall be obligated to keep secret all confidential information and secrets of the Company, in particular, business, company and trade secrets, disclosed to them in the course of their activity on the Supervisory Board (henceforth "Confidential Information of the Company"). In the event of expiry of the mandate of a Supervisory Board Member, the Supervisory Board Member shall be obligated to immediately return to the Chairman of the Supervisory Board all data storage media, regardless of their form, containing confidential information of the Company, or to destroy these media and make a representation to the Chairman of the Supervisory Board regarding such destruction within 14 days from the mandate expiry date. The representation will be made in writing.
2. If a Supervisory Board Member intends to disclose to third parties any information constituting confidential information of the Company, he/she will notify the Chairman of the Supervisory Board of the fact in advance and obtain the written consent of the Chairman for such a disclosure.
3. A Supervisory Board Member may not use information constituting confidential information of the Company for own purposes or for third parties' purposes.
4. The confidential information, referred to in this § 2b, may be disclosed only under circumstances provided under mandatory legal regulations in force.
5. The obligation to maintain confidentiality, provided for in this § 2b, shall remain in full force and effect also after the expiry of the mandate.

§ 2c

CONFLICT OF INTERESTS

Supervisory Board Members shall be obligated to immediately notify the Supervisory Board of any conflict of interests and shall refrain from taking part in the discussion and the vote on the matter, in which such conflict of interests has arisen.

§ 3

CONVENING SUPERVISORY BOARD MEETINGS

1. A meeting of the Supervisory Board shall be held at least once every two months.
2. Subject to the provisions of § 2 item 3 of the Rules, meetings of the Board shall be convened by the Chairman or Vice-Chairman of the Board, who will present a detailed agenda.
3. A meeting of the Board is convened at a request of the Management Board or any member of the Supervisory Board.
- 3.a A motion for the convening of a meeting shall be drawn up in writing and contain the proposed agenda and should be signed by the requestor.

- 3.b A meeting of the Board shall be convened by the Chairman of the Supervisory Board within two weeks of the motion, referred to in item 3.a, via electronic mail or in another way, subject to the provisions of § 3 item 5, § 3 item 6 and § 3 item 7.
- 3.c If a meeting of the Supervisory Board is not convened in the way referred to in item 3, the requestor may convene it individually, stating the date, place and proposed agenda.
4. In order to convene a meeting of the Board, all the members of the Board must be invited in writing at least seven days before the meeting. The Chairman of the Board can reduce that period to two days, for valid reasons, specifying the manner of delivering the invitations.
5. In invitations to a meeting of the Board the Chairman shall specify the time and venue of the Board meeting and a detailed provisional agenda. Materials related to the matters on the agenda of the meeting of the Supervisory Board shall be sent together with the invitation.
6. Meetings of the Supervisory Board may also be held without formal convocation, if all its members are present and consent to the holding of the meeting and to the inclusion of specific matters in the agenda.
7. Meetings of the Supervisory Board may also be held without formal convocation, even if not all its members are present, provided that by the opening of the meeting all Board members have sent to the Chairman by electronic mail (of by other means) a confirmation that they consent to the holding of the meeting and to the inclusion of specific matters in the agenda.
8. The Supervisory Board shall not be obligated to consider and debate motions submitted to the Board in the mode other than under the provisions of § 3 item 3.a and 3.c and also anonymous documents or documents not containing the signature of the requestor.

§ 4 SUPERVISORY BOARD MEETINGS

1. Meetings of the Board shall be conducted by the Chairman the Supervisory Board or, in his absence, by the Vice-Chairman or another Supervisory Board member selected on the meeting.
 - 1.a The Chairman of the Supervisory Board, and in his absence the Vice-Chairman or another Supervisory Board member chairing the meeting, will ensure that the meetings of the Supervisory Board are conducted efficiently and correctly, in accordance with the adopted agenda, legal regulations, the Statute and these Rules, and, in particular, will have an exclusive right to:
 - 1) open, conduct and close meetings of the Supervisory Board,
 - 2) give the floor to and take it away from Supervisory Board members,
 - 3) issue instructions to maintain order,
 - 4) order ballots, monitor their correct course and announce the results,
 - 5) decide on formal issues,
 - 6) order breaks in meetings of the Supervisory Board,
 - 7) issue instructions to the person keeping the minutes of Supervisory Board meetings,
 - 8) distribute written resolutions of the Supervisory Board,
 - 9) take other actions necessary to ensure an effective operation of the Supervisory Board.
2. The proposed agenda can be changed if all the members of the Board are present at the meeting and no one objects to the proposed change of the agenda.
3. Any matters that are not included on the agenda shall be included in the agenda of the next meeting.
4. Only members of the Board shall have the right to vote.
5. Members of the Board can only exercise their rights and perform their obligations personally.
6. Members of the Board are obliged to participate in meetings of the Board. If they are absent, they should state the reasons in writing. A resolution of the Board shall be required to justify a member's absence by the Board.
7. The Chairman of the Board shall be able to adjourn the proceedings of the Board meeting for valid reasons and select a later time or a different day for continuing the proceedings of the Board meeting.
- 7.a When considering each tabled matter, the Supervisory Board members shall have the right to evaluate draft resolutions by way of a discussion or put forward amendments to them. The discussion will be held in accordance with the following rules:

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- 1) Supervisory Board member shall speak only on matters included in the agenda, with regard to the item of the agenda currently under discussion,
 - 2) on considering each business from the agenda, depending on its nature, the Chairman may set a time limit for its discussion by each speaker, however it should be a rule that the Chairman guarantees the same volume of time for each speaker,
 - 3) The Chairman shall have the right to instruct the speaker who diverges from the topic, exceeds permitted time limits, or makes prohibited utterances,
 - 4) the Chairman shall have the right to take the floor back from speakers who do not adhere to the Chairman's remarks or to the provisions of the Rules,
 - 5) The Chairman shall decide on termination of the discussion after hearing the Board members who requested to speak.
8. The Board shall perform its obligations collectively. However, for valid reasons it can delegate individual Board members to perform particular supervisory acts independently for a specific period.
 9. Members of the Board delegated to exercise an ongoing individual supervision shall receive additional remuneration, the amount of which will be determined by the General Meeting of Shareholders.
 10. A delegated member of the Board cannot, without the Company's consent, be involved in competing business or participate in a competing company as a partner in a private partnership or partnership or as a member of a corporate body of a company, or participate in a different competing legal person as a member of a corporate body. That prohibition also applies to participating in a competing shareholding company where the Member of the Board holds at least 10% of the shares in it or has the right to appoint one or more members of the management board.
 11. A delegated member of the Supervisory Board shall be obliged to submit a written report to the Board on the work he/she is performing, in accordance with principles determined by a resolution of the Supervisory Board.
 12. Declarations submitted to the Supervisory Board between meetings shall be made to the Chairman of the Board or, if that is impossible, to the Vice-Chairman of the Board or its Secretary.
 13. The Supervisory Board exercises its powers, defined in Article 382 § 4 of the Commercial Companies Code and in the Statute, by sending to the Management Board of the Company written motions regarding submission of documents, information, reports, explanations or revisions, which the Board wishes to conduct. The draft motion to the Management Board of the Company must be drawn up and signed by at least one Supervisory Board member and submitted to the Chairman of the Supervisory Board. The Chairman of the Board will put the motion to a vote at the nearest meeting of the Supervisory Board. The Supervisory Board may submit to the Management Board of the Company motions adopted by the Board in the form of resolutions or as a recommendation entered into the minutes from the Board meeting.
 14. Neither the Supervisory Board, nor any Supervisory Board member may submit to the Management Board of the Company motions other than those adopted following the procedure in item 13 above.

§ 5 MINUTES

1. Resolutions of the Board shall be recorded in minutes. The minutes should contain the agenda, the full names of the members of the Board who are present, the number of votes cast for individual resolutions, and dissenting opinions, recommendations and statements made.
2. Resolutions adopted by the Board shall be numbered consecutively.
3. The minutes shall be signed by the members of the Board present at the meeting.
4. Members of the Board who are not present at the meeting shall confirm that they have familiarised themselves with the minutes by signing them.
5. The minutes shall be filed in the Company's registered office.
6. If it is required for substantive, legal or procedural reasons, extracts from the minutes shall be signed by the Chairman and the Secretary of the Board.

**§ 6
RESOLUTIONS OF THE BOARD**

1. The Board shall be able to adopt resolutions if at least half of its members are present at the meeting and all of its members have been invited.
2. The Board shall adopt resolutions in open voting.
3. A secret ballot shall be held at the request of a member of the Board or in personnel-related matters.
4. The Board shall adopt resolutions, taking into account item 1 above, by an absolute majority of votes cast, i.e. a majority of more than half the votes cast. Abstentions shall be added to the number of votes cast against the resolution. In the event of a voting tie the Chairman of the Board will have the casting vote.
5. A resolution should contain the following elements:
 - 1) the number, date and title,
 - 2) the legal basis for the adopted resolution,
 - 3) the content of the resolution (divided into paragraphs and items if necessary),
 - 4) the effective date of the resolution,
 - 5) the type (secret/open) and outcome of the voting and the number of votes “for” and “against” and “abstentions”.
6. The Supervisory Board shall be able to adopt resolutions without holding a meeting:
 - 1) using a telephone or other means of remote communication in a manner enabling direct communication of all Supervisory Board members, or
 - 2) by affixing signatures on the same copy (copies) of the draft resolution or on separate documents containing the same text, provided that, to permit the adoption of a resolution in this manner, a prior justification for the resolution has been prepared and the draft resolution has been presented to all Supervisory Board members along with such justification.
- 6.a The Chairman shall decide whether a resolution of the Supervisory Board is to be adopted in writing or by means of direct remote communication.
- 6.b The course of a Supervisory Board meeting shall be recorded and, after the minutes of the meeting have been prepared and accepted by the Supervisory Board, the recording shall be permanently removed from the medium, on which it was registered.
7. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication also in matters for which the company's Statute provides for a secret vote unless an objection is made by any Supervisory Board member. The time limit for raising an objection or requesting a secret vote shall be specified when the vote is announced.
8. Resolutions adopted in writing or remotely by a means of direct communication shall be presented at the next meeting of the Supervisory Board with the outcome of the voting.
9. Members of the Supervisory Board can participate in adopting resolutions of the Supervisory Board by casting their votes in writing through the intermediary of another member of the Supervisory Board.
10. Votes cannot be cast in writing in matters included on the agenda at a meeting of the Supervisory Board or in the event of a secret vote.
11. For a vote cast in writing to be valid, a written declaration must be made by the member of the Supervisory Board and presented at the meeting of the Board during voting by another member of the Board. If the declaration is delivered by a member of the Management Board or a third party, the formal requirements for its delivery shall not be satisfied.
12. The above-mentioned declaration should be drawn up in a manner that does not raise any doubts as to what the vote relates to or whether it is a vote “for” or “against” or an “abstention”. The declaration will be attached to the minutes of the meeting of the Board.
13. Members of the Board should provide the Company with information on their affiliations (including financial and family affiliations) with a shareholder of the Company holding shares representing at least 5% or more of the votes at the Company's General Meeting of Shareholders or with a different entity authorised to exercise voting rights at the Company's General Meeting of Shareholders attached to shares representing at least 5% or more of the votes, if such affiliations could affect the position of a member of the Board in a matter being settled by the Board.

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Member of the Board must notify the Board of any conflict of interests that has arisen or which could arise and refrain from participating in the discussion and voting on the resolution with regard to which a conflict of interests has arisen.

§ 7 COMMITTEES OF THE SUPERVISORY BOARD

1. The following standing committees shall operate within the framework of the Board: (a) the Auditing Committee, (b) the Nominations and Remuneration Committee, and (c) the Strategy and Investment Committee.
2. A committee shall be composed of at least three (3) members appointed by the Board from among its number for a period corresponding to the Board's term of office.
3. Membership in the committee shall terminate along with the termination of the membership in the Supervisory Board, however a committee member may be at any time by a resolution of the Supervisory Board recalled from the composition of the committee. A committee member may also resign from membership in the committee at any time filing a resignation to the committee chairman. In the case of the committee Chairman he/she shall file his/her resignation to the Chairman of the Supervisory Board of ENEA S.A. When the committee Chairman is the Chairman of the Supervisory Board of ENEA S.A. then the committee Chairman shall file the resignation to the Vice-Chairman of the Supervisory Board of ENEA S.A.
4. The committee members shall elect a chairman of the committee from among their number. The chairman of the committee shall direct and supervise the committee's work, particularly the organisation and course of committee meetings. The Chairman of the Supervisory Board may belong to a committee of the Supervisory Board, but cannot act as chairman of the Audit Committee.
5. Committee meetings shall be convened by the chairman or, in his absence, a Board member nominated by him. The first committee meeting shall be convened by the Chairman of the Supervisory Board or a Board member nominated by him.
6. Notifications of committee meetings shall be subject to the provisions on notifications of Board meetings, except that committee meetings should be held once per quarter before the Company publishes its financial statements.
7. Only persons invited by the committee chairman shall be able to participate in committee meetings.
8. Committee resolutions shall be adopted by an ordinary majority of votes. In the event of an equal number of votes, the chairman of the committee will have the casting vote.
9. Committee resolutions shall be adopted at meetings or remotely by a means of direct communication. Provisions relating to adoption of resolutions by the Supervisory Board shall respectively apply to such a mode of passing resolutions.
10. Minutes shall be drawn up on committee meetings. Drawing up minutes on committee meetings shall be subject to the provisions on minutes of the Board, as appropriate.
11. The chairman of a committee shall submit resolutions, requests and reports to the Board relating to matters on the Board's agenda, as well as other requests, including requests regarding the need to prepare, for the committee's needs, an expert opinion or an opinion on the scope of the committee's tasks or to employ an advisor.
12. Subject to the provisions of law regulating the rules for publicly disclosing current and periodic information, within the meaning of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information disclosed by issuers of securities and conditions for considering the information required by laws of a non-member state as equivalent and confidential information within the meaning of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, the chairman of a committee will be able to communicate directly with the shareholders by publishing information on the Company's website.
13. The terms of the Rules shall apply as appropriate to any matters that are not covered in the regulations governing Supervisory Board committees.

§ 8 THE AUDIT COMMITTEE

1. Most of the members of the Audit Committee, including its Chairman, are independent from the Company, under Article 129 of the Act of 11 May 2017 on certified auditors, audit companies and public supervision.
2. At least one member of the Audit Committee holds knowledge, skills in accounting or auditing financial statements.
3. At least one member of the Audit Committee holds knowledge and skills in the area in which the Company operates. The condition is deemed fulfilled also when particular members of the Audit Committee, in specific scopes, hold knowledge and skills in the said area.
4. The Chairman of the Audit Committee or a committee member indicated by him shall participate in an Ordinary General Meeting of Shareholders remaining at the disposal of the shareholders.
5. During meetings of the Audit Committee, following the presentation of its programme or following the approval of any amendments thereto, each attending member of the Committee will file a declaration stating that his/her interests do not conflict with the items on the agenda.
6. The task of the Audit Committee is to advise the Board on the internal policy and the budget procedures adopted by the Company and review them, and to provide advice on contacts between the Company and the certified auditor, including:
 - 1) monitoring of:
 - a) the Company's financial reporting process,
 - b) efficiency of internal control systems and risk management and internal audit systems, including within financial reporting,
 - c) performance of financial revision operations, in particular carrying out by an audit company the audit, taking into account any conclusions and arrangements of the Audit Supervision Commission resulting from the control performed in the audit company;
 - 2) controlling and monitoring the independence of a certified auditor and audit company, in particular when the audit company renders services for the Company other than the audit;
 - 3) informing the Board on the results of the audit and explanation in which way the audit contributed to the reliability of financial reporting in the Company, and also what the role of the Audit Committee was in the auditing process;
 - 4) performing the assessment of the independence of a certified auditor and agreeing to their provision of any services not being an audit in the Company;
 - 5) development of the policy for choosing an audit company to perform the audit;
 - 6) development of the policy for provision by the audit company carrying out the audit, by entities related to that audit company and by a member of the auditing company chain, of authorised services not being an audit;
 - 7) determination of the procedure for selecting an audit company by an public interest entity;
 - 8) submission to the Board of recommendations relating to the nomination of certified auditors or audit companies, pursuant to the policies mentioned in items 5 and 6;
 - 9) presentation of recommendations aiming at guaranteeing the reliability of the financial reporting process in the Company;
 - 10) monitoring the accuracy of the financial information presented by the Company, in particular by reviewing the appropriateness and consistency of the application of the accounting methods used by the Company and its group (including the criteria for consolidating the financial statements of the companies in the group);
 - 11) evaluating and submitting an annual internal audit plan to the Supervisory Board for approval;
 - 12) evaluating and submitting an annual budget of the Group's Audit and Internal Control Department to the Supervisory Board for approval;
 - 13) evaluating and submitting any changes in the scope of activities of the Group's Audit and Internal Control Department to the Supervisory Board for approval;
 - 14) discussing any problems or reservations that could result from auditing financial statements;

- 15) discussing the nature and scope of each audit of the annual financial statements with the Company's certified auditors before it is commenced and monitoring the coordination of work between the Company's certified auditors;
 - 16) review of the Company's periodic and annual financial statements (standalone and consolidated);
 - 17) analysis of letters to the Management Board prepared by the Company's certified auditor, independence and objectivity of the audit conducted by the auditor and the Management Board's replies;
 - 18) reviewing, at least once a year, the internal control and risk management systems, with a view to ensuring that key risks (including risks associated with complying with applicable provisions of law and regulations) are correctly identified, managed and disclosed;
 - 19) ensuring the effectiveness of the internal audit by expressing an opinion on the election, appointment or recall of the Director of the Group's Audit and Internal Control Department as well as monitoring the reaction of the Management Board of the Company to its findings and recommendations;
 - 20) issuing an opinion on withdrawing from the payment conditions (reducing the remuneration) of the Director of the Group's Audit and Internal Control Department;
 - 21) analysing the reports of the Company's internal auditors, the key conclusions of other internal analysts, and the Management Board's response to those conclusions, as well as examining the degree of independence of internal auditors;
 - 22) reviewing the nature and scope of non-auditing services, in particular on the basis of disclosure by the external auditor of the sum total of all the fees paid by the Company and its group to the auditing firm and its corporate group, with a view to preventing a material conflict of interests in this context;
 - 23) reviewing the effectiveness of the external control process and monitoring the response of the Company's Management Board to recommendations presented to it in writing by external auditors;
 - 24) examining the issues that led to the Company terminating its cooperation with an external auditor and issuing recommendations regarding required acts;
 - 25) cooperating with the Group's Audit and Internal Control Department and periodically assessing their work;
 - 26) reviewing the Company's management accounting system;
 - 27) consideration of any and all other issues related to the Company's audit, pointed out by the Committee or the Supervisory Board,
 - 28) notifying the Supervisory Board of any and all issues of significance regarding the activity of the Audit Committee.
7. The Audit Committee may directly contact, communicate and cooperate closely with the Director of the Audit and Internal Control Department at ENEA S.A. At least once a year, the Audit Committee shall meet with the Director of the Audit and Internal Control Department without the participation of members of the Management Board of ENEA S.A.
 8. The Audit Committee shall submit a report to the Supervisory Board on its business at least once every six months, as well as semi-annual and annual reports by deadlines approved by a duly authorised Company body. Also, after every meeting, the Audit Committee will submit a report to the Supervisory Board on the business that was discussed and the minutes of the meeting.
 9. Once a year, the Audit Committee shall review the regulations that govern its work, in terms of their maximum effectiveness.
 10. The Company's Management Board shall handle the administration of the Audit Committee, ensuring (i) that the Audit Committee is able to make use of the services of external advisors to the extent necessary to fulfil its obligations; (ii) it has access to information on the external auditor's work schedule and to any reports on the work carried out by him, as well as on other issues that arise in connection with the audit; (iii) it has access to information on the methods used for settling substantial transactions of an unusual nature where it is possible to apply different methods of entering them in the books of account; (iv) that a programme is provided for the induction of new members of the Audit Committee in respect of performing their duties, as well as further training to the extent that it is necessary to ensure that they perform their duties properly.

§ 9

THE NOMINATIONS AND REMUNERATION COMMITTEE

1. The Nominations and Remuneration Committee should include at least one independent member within the meaning of the EC Recommendation. If more than one person who satisfies the independence criteria specified above is appointed to the Board, the committee should include as many independent members as possible.
2. The task of the Nominations and Remuneration Committee is to support the achievement of the Company's strategic objectives by presenting opinions and requests to the Board relating to the structure of employment and remuneration of the Company's employees, in particular management staff. The Committee's tasks also include:
 - 1) analysing the Management Board's policy for nominating, selecting and appointing senior management personnel;
 - 2) presenting proposals to the Board relating to the remuneration and forms of employment of members of the Management Board, taking into account their previous accomplishments;
 - 3) presenting opinions to the Supervisory Board on the justification for awarding performance based remuneration and on incentives based on the Company's shares, in the context of assessing the degree to which particular tasks and objectives of the Company have been fulfilled and proposals related to the above matters;
 - 4) assessing the Company's human resources management system;
 - 5) periodically assessing the abilities, knowledge and experience of individual members of the Management Board and management personnel and presenting the results of the assessment to the Board.
3. The Nominations and Remuneration Committee shall submit a report on its activities to the Board at least once per year, on the date when the authorised corporate body of the Company approves the annual reports.
4. The Company's Management Board shall handle the administration of the Nominations and Remuneration Committee, ensuring (i) that the Committee is able to make use of the services of external advisers in order to obtain information on market standards for remuneration systems, (ii) that it can use advertising services in a form that it deems appropriate, taking into account the purpose of the advertising campaign.

§ 10

STRATEGY AND INVESTMENT COMMITTEE

1. The purpose of the Strategy and Investment Committee is to issue opinions and submit recommendations to the Supervisory Board on planned investments and divestments which exert a significant impact on the Company's assets. In particular, the Committee's responsibilities include:
 - 1) assessment of the impact of planned and undertaken investments and divestments on the Company's assets;
 - 2) assessment of activities, contracts, letters of intent and other documents related to activities aimed at the acquisition, disposition, encumbrance or other distribution of the Company's material assets,
 - 3) issuing opinions on any and all strategic documents submitted to the Supervisory Board by the Management Board,
 - 4) issuing opinions on the Company's development strategy, including long-term financial plans,
 - 5) monitoring the pursuit of the Company's development strategy and investment projects.
2. The Strategy and Investment Committee shall submit to the Supervisory Board a report on its activities at least on an annual basis, by the date of approval of the annual financial statements by the Company's authorized body.
3. The Company's Management Board shall handle the administration of the Strategy and Investment Committee, ensuring (i) that the Strategy and Investment Committee is able to make use of the services of external advisers in order to obtain information on the profitability of investments or selected directions for the Company's development.

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**§ 11
FINAL PROVISIONS**

1. The Company shall provide all necessary means for the operations of the Board.
2. The Company shall pay any costs incurred in connection with the members of the Supervisory Board performing the functions entrusted to them, in particular the costs of travelling to meetings of the Board, the cost of exercising individual supervision, and the cost of food and accommodation.
3. Any matters that are not provided for in these Rules shall be subject in particular to the provisions of the Statute and the Commercial Companies Code.
4. These Rules shall enter into force on the date when they are adopted.