

The content of resolutions submitted by a Shareholder pursuant to Art. 401 § 1 of the Commercial Companies Code in relation to the request for the addendum to the agenda of the Extraordinary General Meeting of Shareholders of ENEA S.A. convened for 19 December 2012

**RESOLUTION No.
of the Extraordinary General Meeting of Shareholders
of: ENEA Spółka Akcyjna having its registered office in Poznań
dated 19 December 2012**

regarding: amendment to § 22 of the ENEA S.A.'s Statute

Acting pursuant to Art. 430 § 1 and § 5 of the Commercial Companies Code it is resolved as follows:

§ 1

The Statute of ENEA S.A. is amended by giving a new wording to § 22, which is to read as follows:

- 1. The Supervisory Board is composed of 6 to 15 members.*
- 2. Supervisory Board members are appointed for a joint three-year term.*
- 3. Supervisory Board members should meet the requirements prescribed by law.*
- 4. Subject to § 24, the Supervisory Board members are nominated and recalled by the General Meeting.*
- 5. The election of the Chairman of the Supervisory Board is made from among the persons indicated by a shareholder who, as at the date of the adoption of the resolution of the General Meeting implementing such an authorisation, represented the highest share in the share capital of the Company. The Chairman of the Supervisory Board may be recalled from the function exclusively by the General Meeting.*
- 6. A motion for the nomination of the Supervisory Board member is filed to the Management Board, however if the motion is made during a General Meeting whose object is to elect the Supervisory Board, the motion in order to be valid should be made to the Chairman of the General Meeting immediately after his/her appointment, however not later than before the commencement of the voting on the nomination of members of the Supervisory Board. Each of the motions is a subject of a separate voting.*

7. *The Supervisory Board should be as a minimum composed of one person nominated by the General Meeting from among the persons satisfying the independence criterion specified in the corporate governance rules adopted by the Council of the Warsaw Stock Exchange (Gielda Papierów Wartościowych w Warszawie S.A.).*
8. *The Supervisory Board member mentioned in item 7 is obliged to submit a written statement to the Company regarding the satisfaction of all the independence criteria along with the obligation to immediately inform the Company of ceasing to satisfy the independence criteria.*
9. *Failure to nominate the Supervisory Board member as referred to in § 24 or failure to elect by the General Meeting of the Supervisory Board members satisfying the independence criteria mentioned in item 7, or failure to elect the Supervisory Board members mentioned in § 23, and also the expiry of the mandates of these members during the term, shall not constitute any hindrance to adopt valid resolutions by the Supervisory Board.*

§ 2

The Supervisory Board of ENEA S.A. is hereby authorised to determine a uniform text of the amended Statute, pursuant to § 1 of this resolution.

§ 3

The Resolution shall enter into force when passed.

The resolution was adopted in an open voting - votes FOR, with votes AGAINST and votes ABSTAINED.

RESOLUTION No.
of the Extraordinary General Meeting of Shareholders
of: ENEA Spółka Akcyjna having its registered office in Poznań
dated 19 December 2012

regarding: amendment to § 25 of the ENEA S.A.'s Statute

Acting pursuant to Art. 430 § 1 and § 5 of the Commercial Companies Code it is resolved as follows:

§ 1

The Statute of ENEA S.A. is amended by giving a new wording to § 25, which is to read as follows:

1. *Members of Supervisory Board during the first meeting shall elect from among the members a Deputy Chairman and Secretary of the Supervisory Board.*
2. *The Supervisory Board may dismiss the Deputy Chairman and Secretary of the Supervisory Board from their function.*
3. *Any statements addressed to the Supervisory Board between meetings will be received by the Chairman of the Board, and if this is not possible, by the Deputy Chairman or the Secretary.*

§ 2

The Supervisory Board of ENEA S.A. is hereby authorised to determine a uniform text of the amended Statute, pursuant to § 1 of this resolution.

§ 3

The Resolution shall enter into force when passed.

The resolution was adopted in an open voting - votes FOR, with votes AGAINST and votes ABSTAINED.