

**Draft resolutions
of the Ordinary General Meeting of Shareholders of ENEA S.A.
with its registered office in Poznań
convened for 24 April 2014**

Draft resolution to item 2 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENEA Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding election of the Chairman of the Ordinary General Meeting of Shareholders of
ENEA S.A.**

Acting under Article 409 § 1 of the Commercial Companies Code and § 29 item 5 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. resolves as follows:

§1

The Ordinary General Meeting of Shareholders of ENEA S.A hereby appoints Mr./Mrs.
the Chairman of the Ordinary General Meeting of Shareholders of ENEA S.A.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Draft resolution to item 4 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENEA Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

regarding adoption of the agenda of the Ordinary Meeting of Shareholders of ENEA S.A.

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. having its registered office in Poznań adopts the agenda of the Ordinary General Meeting of Shareholders:

1. Opening of the General Meeting of Shareholders.
2. Election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Stating that the Ordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Presentation of *the Report on the operations of the Supervisory Board of ENEA S.A. for 2013 financial year.*
6. Presentation of the opinion and report of a certified auditor from the audit of the *Non-consolidated financial statement of ENEA S.A. for the financial year ending 31 December 2013 and Report of the Management Board on the operations of ENEA S.A. in 2013 and the Consolidated financial statement of ENEA Capital Group for the financial year ending 31 December 2013 and Report of the Management Board on the operations of ENEA Capital Group in 2013.*
7. Consideration and adoption of a resolution on the approval of *the Report of the Management Board on the operations of ENEA S.A. in 2013.*
8. Consideration and adoption of a resolution on the approval of *the Non-consolidated financial statement of ENEA S.A. for the financial year ending on 31 December 2013.*
9. Consideration and adoption of a resolution on the approval of *the Consolidated financial statement of ENEA Capital Group for the financial year ending on 31 December 2013.*
10. Consideration and adoption of a resolution on the approval of *the Report of the Management Board on the operations of ENEA Capital Group in 2013.*
11. Adoption of a resolution regarding distribution of net profit from the financial year covering the period of 01.01.2013 to 31.12.2013.
12. Adoption of a resolution on discharging the Member of the Management Board – Mr. Krzysztof Zborowski from liability in the performance of his duties in 2013.
13. Adoption of a resolution on discharging the Member of the Management Board – Mr. Hubert Rozpędek from liability in the performance of his duties in 2013.
14. Adoption of a resolution on discharging the Member of the Management Board – Mr. Janusz Bil from liability in the performance of his duties in 2013.
15. Adoption of a resolution on discharging the President of the Management Board – Mr. Krzysztof Zamasz from liability in the performance of his duties in 2013.
16. Adoption of a resolution on discharging the Member of the Management Board – Mr. Grzegorz Kinelski from liability in the performance of his duties in 2013.

17. Adoption of a resolution on discharging the Member of the Management Board – Mr. Paweł Orlof from liability in the performance of his duties in 2013.
18. Adoption of a resolution on discharging the Member of the Management Board – Mrs. Dalida Gepfert from liability in the performance of her duties in 2013.
19. Adoption of a resolution on discharging the Chairman of the Supervisory Board – Mr. Wojciech Chmielewski from liability in the performance of his duties in 2013.
20. Adoption of a resolution on discharging the Vice-Chairman of the Supervisory Board – Mr. Jeremi Mordasewicz from liability in the performance of his duties in 2013.
21. Adoption of a resolution on discharging the Secretary of the Supervisory Board – Mr. Michał Kowalewski from liability in the performance of his duties in 2013.
22. Adoption of a resolution on discharging the Member of the Supervisory Board – Mrs. Małgorzata Aniołek from liability in the performance of her duties in 2013.
23. Adoption of a resolution on discharging the Member of the Supervisory Board – Mrs. Sandra Malinowska from liability in the performance of her duties in 2013.
24. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Sławomir Brzeziński from liability in the performance of his duties in 2013.
25. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Michał Jarczyński from liability in the performance of his duties in 2013.
26. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Przemysław Łyczyński from liability in the performance of his duties in 2013.
27. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Tadeusz Mikłosz from liability in the performance of his duties in 2013.
28. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Graham Wood from liability in the performance of his duties in 2013.
29. Adoption of a resolution on discharging the Member of the Supervisory Board – Mrs. Małgorzata Niezgoda from liability in the performance of her duties in 2013.
30. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Torbjörn Wahlborg from liability in the performance of his duties in 2013.
31. Closing of the Ordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in open voting.

Draft resolution to item 7 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding approval of the Report of the Management Board on the operations of ENEA S.A.
in 2013**

Acting under Article 395 § 2(1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the *Report of the Management Board on the operations of ENEA S.A. in 2013*.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in open voting.

JUSTIFICATION

Acting pursuant to Article 395 § 2(1) of the Commercial Companies Code the subject of the Ordinary General Meeting of ENEA S.A. should be consideration and approval of the board's report on the operations of the company for the previous financial year.

In connection with that it is necessary to consider and make a decision by the Ordinary General Meeting of Shareholders of ENEA S.A. regarding the Report of the Management Board on the operations of ENEA S.A. in 2013.

With the resolution No. 12/VIII/2014 of 19.03.2014 the Supervisory Board of ENEA S.A. issued a positive opinion on the said Report, stated it was consistent with the books of account, documents and factual findings and recommended its approval to the Ordinary General Meeting of Shareholders.

Draft resolution to item 8 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding approval of *the Non-consolidated financial statement of ENEA S.A.
for the financial year ending on 31 December 2013***

Acting under Article 53 item 1 of the Accounting Act and under Article 395 § 2(1) of the Commercial Companies Code, having read the opinion of the Supervisory Board of ENEA S.A. presented in the resolution No. 10/VIII/2014 of 19.03.2014, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. approves *the Non-consolidated financial statement of ENEA S.A. for the financial year ending on 31 December 2013* and consisting of :

1. Non-consolidated statement of financial position as at 31.12.2013 showing a balance sheet amount of assets and liabilities equal to PLN 12,981,983 thou. (twelve billion nine hundred eighty one million and nine hundred eighty three thousand zloty),
2. Non-consolidated statement of profit and loss and other comprehensive income for the period from 01.01.2013 to 31.12.2013 showing a net profit in the amount of PLN 833,465 thou. (eight hundred thirty three million four hundred sixty five thousand zloty) with the comprehensive income totalling to PLN 840,686 thou. (eight hundred forty million six hundred eighty six thousand zloty),
3. Non-consolidated change in equity statement for the financial year from 01.01.2013 to 31.12.2013 showing an increase in equity of PLN 681,767 thou. (six hundred eighty one million seven hundred sixty seven thousand zloty),
4. Non-consolidated cash flow statement showing an increase in cash of PLN 445,635 thou. (four hundred forty five million and six hundred thirty five thousand zloty),
5. Notes to the non-consolidated financial statement covering a description of key applied rules of accounting and other explanatory notes.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The voting was open.

Justification

Pursuant to Article 53 item 1 of the Accounting Act the annual Non-consolidated financial statement is subject to approval by the approving authority, not later than within 6 months of the balance date, and based on Article 395 § 2(1) of the Commercial Companies Code the subject of an ordinary general meeting of shareholders should be consideration and approval of the financial statement. In the light of the above, the Non-consolidated financial statement of ENEA S.A. for the financial year ending on 31 December 2013 was presented to the Ordinary General Meeting of Shareholders.

With the resolution No. 10/VIII/2014 of 19.03.2014 the Supervisory Board of ENEA S.A. issued a positive opinion on the consistence of the Statement with the books of account and documents of the Company and with the factual findings in all the key aspects and recommended its approval to the Ordinary General Meeting of Shareholders.

In the above context it is deemed expedient and justified to consider and approve by the Ordinary General Meeting of Shareholders of the Company of the Non-consolidated financial statement of ENEA S.A. for the financial year ending on 31 December 2013.

Draft resolution to item 9 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding approval of the Consolidated financial statement
of ENE A Capital Group for the financial year ending on 31 December 2013**

Acting under Article 63c item 4 of the Accounting Act of 29 September 1994 and under Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENE A S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENE A S.A. approves the *Consolidated financial statement of ENE A Capital Group for the financial year ending on 31 December 2013* and consisting of:

1. Consolidated statement of financial position as at 31.12.2013 showing a balance sheet amount of assets and liabilities totalling to PLN 16,322,024 thou. (sixteen billion three hundred twenty two million twenty four thousand zloty),
2. Consolidated statement of profit and loss and other comprehensive income for the period from 01.01.2013 to 31.12.2013 showing a net profit in the amount of PLN 715,364 thou. (seven hundred fifteen million three hundred sixty four thousand zloty) with the comprehensive income totalling to PLN 732,454 thou. (seven hundred thirty two million four hundred fifty four thousand zloty),
3. Consolidated change in equity statement for the financial year from 01.01.2013 to 31.12.2013 showing an increase in equity of PLN 573,901 thou. (five hundred seventy three million nine hundred one thousand zloty),
4. Consolidated cash flow statement for the period from 01.01.2013 to 31.12.2013 showing an increase in cash by PLN 478,307 thou. (four hundred seventy eight million three hundred seven thousand zloty),
5. Notes to consolidated financial statement covering a description of key applied rules of accounting and other explanatory notes.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in open voting.

Justification

Pursuant to Art. 63c item 4 of the Accounting Act of 29 September 1994 the annual consolidated financial statement is subject to approval by an approving body of the parent company not later than within 6 months of the balance date on which the annual financial statement of the parent company

should be prepared. Yet, based on Art. 395 § 5 of the Commercial Companies Code the subject of the ordinary general meeting may be consideration and approval of a financial statement of a capital group in the meaning of the regulations on accounting. In the light of the above the financial statement of ENEA Capital Group was submitted to the Ordinary General Meeting of Shareholders.

With the resolution No. 11/VIII/2014 of 19.03.2014 the Supervisory Board of ENEA S.A. issued a positive opinion on the consistence of the Statement with the books of account and documents and with the factual findings in all the key aspects and recommended its approval to the Ordinary General Meeting of Shareholders.

In the above context it is deemed expedient and justified to consider and approve by the Ordinary General Meeting of Shareholders of the Company of the Consolidated financial statement of ENEA Capital Group for the financial year ending on 31 December 2013.

Draft resolution to item 10 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding approval of *the Report of the Management Board on the operations
of ENEA Capital Group in 2013***

Acting under Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. approves *the Report of the Management Board on the operations of ENEA Capital Group in 2013*.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in open voting.

Justification

Pursuant to Article 395 § 5 of the Commercial Companies Code, the subject of an ordinary general meeting may be also consideration and approval of a financial statement of a capital group in the meaning of the provisions on accounting and other issues not mentioned in § 2 of this Article.

Taking into account the fact that ENEA S.A. belongs to ENEA Capital Group and at the same time is a public company, listed on the Warsaw Stock Exchange, the obligation of the Company to publish the *Report of the Management Board on the operations of ENEA Capital Group in 2013* within the Annual Report of the Company is deemed justified.

With the resolution No. 13/VIII/2014 of 19.03.2014 the Supervisory Board of ENEA S.A. issued a positive opinion on the said Report, stated it was consistent with the books of account, documents and factual findings and recommended its approval to the Ordinary General Meeting of Shareholders.

In the above context it is deemed expedient and justified to consider and approve by the Ordinary General Meeting of Shareholders of the Company of the *Report of the Management Board on the operations of ENEA Capital Group in 2013*.

Draft resolution to item 11 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding distribution of net profits from the financial year covering the period
of 01.01.2013 to 31.12.2013**

Acting under Article 395 § 2(2) and Article 348 § 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The following distribution of net profits is determined for the period from 01.01.2013 to 31.12.2013 amounting to PLN 833,465 thou. (say: eight hundred and thirty three million four hundred and sixty five thousand zloty):

- distribution of dividend for shareholders - PLN 251,622,269.46 (say: two hundred fifty one million six hundred twenty two thousand two hundred sixty nine zloty 46/100), which constitutes PLN 0.57 (say: fifty seven grosz) profit per share,
- increase of reserve capitals with designation for investment financing - 581,842,730.54 PLN (say: five hundred eighty one million eight hundred forty two thousand seven hundred and thirty zloty 54/100).

§ 2

The Ordinary General Meeting of Shareholders of ENEA S.A. determines the dividend record date for 23 July 2014 and dividend payment date for 12 August 2014.

§ 3

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in open voting.

Justification

Adoption of the said resolution constitutes fulfilment of the disposition contained in the Commercial Companies Code Article 395 § 2 (2). Justification of the Board of ENEA S.A. of the proposal of distribution of the net profit of ENEA S.A. for the financial year covering the period from 01.01.2013 to 31.12.2013 was presented in a separate document titled "Justification of the Management Board of ENEA S.A. for the proposed distribution of net profit for the financial year covering the period from 01.01.2013 to 31.12.2013."

With the resolution No. 15/VIII/2014 of 19.03.2014 the Supervisory Board of ENEA S.A. issued a positive opinion on the motion of the Company's Management Board regarding the distribution of the net profit of ENEA S.A. for the period from 01.01.2013 to 31.12.2013.

Draft resolution to item 12 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENEA Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Board - Mr. Krzysztof Zborowski from liability
in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Krzysztof Zborowski a discharge from liability in the performance of his duties as a Member of the Management Board during the period of 01.01.2013 to 11.01.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Krzysztof Zborowski in 2013 held the position of the Member of the Management Board for Generation the adoption of this resolution is expedient and reasonable.

As a result of the voting performed on 19.03.2014 based on § 20 item 2(6) of the Statute of ENEA S.A. the Supervisory Board of ENEA S.A. did not recommend to the Ordinary General Meeting of Shareholders granting to Mr. Krzysztof Zborowski a discharge from liability in the performance of his duties as a Member of the Management Board in 2013 financial year.

Draft resolution to item 13 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Board - Mr. Hubert Rozpędek from liability
in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Hubert Rozpędek a discharge from liability in the performance of his duties as a Member of the Management Board during the period of 01.01.2013 to 11.03.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Hubert Rozpędek in 2013 held the position of the Member of the Management Board for Economic Affairs the adoption of this resolution is expedient and reasonable.

As a result of the voting performed on 19.03.2014 based on § 20 item 2(6) of the Statute of ENEA S.A. the Supervisory Board of ENEA S.A. did not recommend to the Ordinary General Meeting of Shareholders granting to Mr. Hubert Rozpędek a discharge from liability in the performance of his duties as a Member of the Management Board in 2013 financial year.

Draft resolution to item 14 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Board - Mr. Janusz Bil from liability
in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Janusz Bil a discharge from liability in the performance of his duties as a Member of the Management Board during the period of 01.01.2013 to 11.03.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Janusz Bil in 2013 held the position of the Member of the Management Board for Commercial Affairs the adoption of this resolution is expedient and reasonable.

As a result of the voting performed on 19.03.2014 based on § 20 item 2(6) of the Statute of ENEA S.A. the Supervisory Board of ENEA S.A. did not recommend to the Ordinary General Meeting of Shareholders granting to Mr. Janusz Bil a discharge from liability in the performance of his duties as a Member of the Management Board in 2013 financial year.

Draft resolution to item 15 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the President of the Board - Mr. Krzysztof Zamasz from liability
in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Krzysztof Zamasz a discharge from liability in the performance of his duties as the President of the Management Board during the period of 01.01.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Krzysztof Zamasz in 2013 held the position of the President of the Board the adoption of this resolution is expedient and reasonable.

With the resolution No. 19/VIII/2014 of 19.03.2014 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Krzysztof Zamasz, from liability in the performance of his duties for the period from 01.01.2013 to 31.12.2013.

Draft resolution to item 16 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Board - Mr. Grzegorz Kinelski from liability
in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Grzegorz Kinelski a discharge from liability in the performance of his duties as a Member of the Management Board during the period of 11.03.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Grzegorz Kinelski in 2013 held the position of the Member of the Management Board for Commercial Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 20/VIII/2014 of 19.03.2014 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Grzegorz Kinelski, from liability in the performance of his duties for the period from 11.03.2013 to 31.12.2013.

Draft resolution to item 17 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Board - Mr. Paweł Orłof from liability
in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Paweł Orłof a discharge from liability in the performance of his duties as a Member of the Management Board during the period of 11.03.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Paweł Orłof in 2013 held the position of the Member of the Management Board for Corporate Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 21/VIII/2014 of 19.03.2014 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Paweł Orłof, from liability in the performance of his duties for the period from 11.03.2013 to 31.12.2013.

Draft resolution to item 18 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Board - Mrs. Dalida Gepfert from liability
in the performance of her duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mrs. Dalida Gepfert a discharge from liability in the performance of her duties as a Member of the Management Board during the period of 23.04.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mrs. Dalida Gepfert in 2013 held the position of the Member of the Management Board for Financial Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 22/VIII/2014 of 19.03.2014 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mrs. Dalida Gepfert, from liability in the performance of her duties for the period from 23.04.2013 to 31.12.2013.

Draft resolution to item 19 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
Enea Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Chairman of the Supervisory Board – Mr. Wojciech Chmielewski
from liability in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Enea S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of Enea S.A. grants Mr. Wojciech Chmielewski a discharge from liability in the performance of his duties as the Chairman of the Supervisory Board during the period of 01.01.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of Enea S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Wojciech Chmielewski in 2013 held the position of the Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 20 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Vice-Chairman of the Supervisory Board – Mr. Jeremi Mordasewicz
from liability in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Jeremi Mordasewicz a discharge from liability in the performance of his duties as the Vice-Chairman of the Supervisory Board during the period of 01.01.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Jeremi Mordasewicz in 2013 held the position of the Vice-Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 21 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Secretary of the Supervisory Board – Mr. Michał Kowalewski from
liability in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Michał Kowalewski a discharge from liability in the performance of his duties as the Secretary of the Supervisory Board during the period of 01.01.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Michał Kowalewski in 2013 held the position of the Secretary of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 22 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Supervisory Board – Mrs. Małgorzata Aniołek
from liability in the performance of her duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mrs. Małgorzata Aniołek a discharge from liability in the performance of her duties as the Member of the Supervisory Board during the period of 01.01.2013 to 24.04.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mrs. Małgorzata Aniołek in 2013 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 23 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Supervisory Board – Mrs. Sandra
Malinowska from liability in the performance of her duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mrs. Sandra Malinowska a discharge from liability in the performance of her duties as the Member of the Supervisory Board during the period of 01.01.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast	: ...
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mrs. Sandra Malinowska in 2013 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 24 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENEA Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Supervisory Board – Mr. Sławomir Brzeziński from
liability in the performance of his duties in 2013**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Sławomir Brzeziński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Sławomir Brzeziński in 2013 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 25 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Supervisory Board – Mr. Michał Jarczyński from
liability in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Michał Jarczyński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2013 to 25.06.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Michał Jarczyński in 2013 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 26 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Supervisory Board – Mr. Przemysław Łyczyński from
liability in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Przemysław Łyczyński a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Przemysław Łyczyński in 2013 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 27 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Supervisory Board – Mr. Tadeusz Mikłosz from
liability in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Tadeusz Mikłosz a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Tadeusz Mikłosz in 2013 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 28 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Supervisory Board – Mr. Graham Wood from
liability in the performance of his duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Graham Wood a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2013 to 24.04.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Graham Wood in 2013 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 29 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Supervisory Board – Mrs. Małgorzata Niezgoda from
liability in the performance of her duties in 2013**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mrs. Małgorzata Niezgoda a discharge from liability in the performance of her duties as the Member of the Supervisory Board during the period of 24.04.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mrs. Małgorzata Niezgoda in 2013 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

Draft resolution to item 30 of the planned agenda

DRAFT

Resolution No. ...

**of the Ordinary General Meeting of Shareholders of the Company under the name of
ENE A Spółka Akcyjna having its registered office in Poznań
dated 24.04.2014**

**regarding discharging the Member of the Supervisory Board – Mr. Torbjörn Wahlborg – from
liability in the performance of his duties in 2013.**

Acting under Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Torbjörn Wahlborg a discharge from liability in the performance of his duties as the Member of the Supervisory Board during the period of 24.04.2013 to 31.12.2013.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	:	...
Percentage of the shares in the share capital	:	...
Total of cast votes	:	...
Votes "for"	:	...
Votes "against"	:	...
Votes "abstained"	:

The Resolution shall be adopted in secret voting.

Justification

Based on Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability in the performance of their duties. In relation to the fact that Mr. Torbjörn Wahlborg in 2013 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.