

**Draft resolutions
of the Extraordinary General Meeting of Shareholders
of ENEA S.A. with its registered office in Poznań
convened for 28.12.2015.**

Draft resolution to item 2 of the planned agenda

DRAFT

Resolution No. ...

**of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2015**

regarding selection of the Chairman of the Extraordinary General Meeting of Shareholders

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

§1

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

Draft resolution to item 4 of the planned agenda

DRAFT

Resolution No. ...

**of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2015**

regarding adoption of the agenda of the Extraordinary General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders of ENEA S.A. hereby resolves as follows:

§ 1

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

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairman of the Extraordinary General Meeting of Shareholders.
3. Stating that the Extraordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of resolutions on amending the composition of the Supervisory Board of ENEA Spółka Akcyjna with its registered office in Poznań.
6. Closing of the meeting.

§ 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 5 of the planned agenda

DRAFT

Resolution No. ...

**of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2015**

regarding recalling of a Member of the Supervisory Board of ENEA S.A.

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 33 item 1 of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. resolves as follows:

§ 1

The Extraordinary General Meeting of ENEA S.A. hereby recalls Mr./Mrs.
from the composition of the Supervisory Board of ENEA SA

§ 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

On 26.11.2015 the Company received a letter from the State Treasury - the shareholder representing at least one twentieth of the Company's share capital, with a request for convening an Extraordinary General Meeting of Shareholders of ENEA S.A. and putting an item on the agenda relating to amendments to the composition of the Supervisory Board of ENEA Spółka Akcyjna with its registered office in Poznań.

The justification for putting an item on the agenda of the General Meeting relating to amendments to the composition of the Supervisory Board includes the rights of the State Treasury as a shareholder pursuant to the Company's statute and Commercial Companies Code.

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 33 item 1 of the Company's Statute, the competences of the General Meeting of ENEA S.A. include recalling Members of the Supervisory Board.

Draft resolution to item 5 of the planned agenda

DRAFT

Resolution No. ...

**of the Extraordinary General Meeting of Shareholders of the Company:
Enea Spółka Akcyjna having its registered office in Poznań
dated 28.12.2015**

regarding nomination of a Member of the Supervisory Board of ENEA S.A.

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 33 item 1 of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. resolves as follows:

§ 1

The Extraordinary General Meeting of ENEA S.A. nominates Mr./Mrs.
into the composition of the Supervisory Board of the Company for the 9th joint term.

§ 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

On 26.11.2015 the Company received a letter from the State Treasury - the shareholder representing at least one twentieth of the Company's share capital, with a request for convening an Extraordinary General Meeting of Shareholders of ENEA S.A. and putting an item on the agenda relating to amendments to the composition of the Supervisory Board of ENEA Spółka Akcyjna with its registered office in Poznań.

The justification for putting an item on the agenda of the General Meeting relating to amendments to the composition of the Supervisory Board includes the rights of the State Treasury as a shareholder pursuant to the Company's statute and Commercial Companies Code.

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 33 item 1 of the Company's Statute, the competences of the General Meeting of ENEA S.A. include nominating Members of the Supervisory Board.