

**Content of the resolutions adopted by
the Extraordinary General Meeting of Shareholders
of ENEA S.A.
on 19 December 2013**

Resolution No. 1

**of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 19.12.2013**

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 Shareholders of ENEA S.A. resolves as follows:

§1

The Extraordinary General Meeting of Shareholders of ENEA S.A hereby appoints Mrs. Monika Justyna Kacprzyk-Wojdyga the Chairman of the Extraordinary General Meeting.

§ 2

The Resolution enters into force when adopted.

During a secret voting the following number of votes was cast:

Total number of valid votes.....	– 259 551 654
Percentage of the shares in the share capital	– 58.80%
Total votes cast.....	– 259 551 654
Votes "for".....	– 259 527 008
Votes "against"	– 0
Votes "abstained"	– 24 646

Resolution No. 2

of the Extraordinary General Meeting of Shareholders of the Company: ENEA Spółka Akcyjna having its registered office in Poznań dated 19.12.2013

regarding adoption of the agenda of the Extraordinary 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. with its registered office in Poznań adopts the following agenda of the Extraordinary General Meeting of Shareholders:

1. Opening of the General Meeting of Shareholders.
2. Election of the Chairman of the General Meeting of Shareholders.
3. Stating that the General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution on approval of amendments in the Statute of ENEA S.A.
6. Adoption of a resolution regarding approving the sale of an Organised Part of the Enterprise of ENEA S.A. - "Gospodarka Oświetleniowa" consisting in its being contributed in kind to Eneos Sp. z o.o.
7. Presentation of the information on the results of the qualification procedure for the position of the Member of the Management Board for Financial Affairs of ENEA S.A. terminated on 09.04.2013.
8. Closing of the General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

During an open voting the following number of votes was cast:

Total number of valid votes.....	– 259 551 654
Percentage of the shares in the share capital	– 58.80%
Total votes cast.....	– 259 551 654
Votes "for"	– 259 527 008
Votes "against"	– 0
Votes "abstained"	– 24 646

Resolution No. 3

of the Extraordinary General Meeting of Shareholders of the Company: ENEA Spółka Akcyjna having its registered office in Poznań dated 19.12.2013

regarding adoption of amendments in the Statute of ENEA S.A.

Acting under Article 430 § 1 of the Commercial Companies Code, having read the opinion of the Supervisory Board of ENEA S.A. presented in the Resolutions No. 93/VIII/2013 of 26 June 2013 and 117/VIII/2013 of 15 November 2013 on the subject matter:

§ 1

The General Meeting of Shareholders of ENEA S.A. amends the Statute of ENEA S.A. in such a way that:

- 1) adds item 1 to § 5 specifying the subject of activity of the Company (PKD - Polish Classification of Activities) and adds item 2 reading: *"If undertaking a specific activity requires obtaining a particular consent, license or exemption, such an activity will be undertaken by the Company only after such a consent, license or exemption is obtained."*;
- 2) adds the following points in § 5 item 1 reading:
 - a) item 58 reading: "Extraction of crude petroleum (06.10.Z)",
 - b) item 59 reading: "Extraction of natural gas (06.20.Z)",
 - c) item 60 reading: "Other mining and quarrying n.e.c. (08.99.Z)",
 - d) item 61 reading: "Support activities for petroleum and natural gas extraction (09.10.Z)",
 - e) item 62 reading: "Support activities for other mining and quarrying (09.90.Z)",
 - f) item 63 reading: "Manufacture of refined petroleum products (19.20.Z)",
 - g) item 64 reading: "Test drilling and boring works (43.13.Z)",
 - h) item 65 reading: "Agents involved in the sale of fuels, ores, metals and industrial chemicals (46.12.Z)",
 - i) item 66 reading: "Wholesale of solid, liquid and gaseous fuels and related products (46.71.Z)",
 - j) item 67 reading: "Gaseous fuels transport via pipeline (49.50.A)",
 - k) item 68 reading: "Transport via pipeline of other goods (49.50.B)",
 - l) item 69 reading: "Service activities incidental to land transportation (52.21.Z)",
 - m) item 70 reading: "Engineering activities and related technical consultancy (71.12.Z)",
 - n) item 71 reading: "Web portal content (63.12.Z)",
 - o) item 72 reading: "Photocopying, document preparation and other specialised office support (82.19.Z)",
 - p) item 73 reading: "Repair of computers and peripheral equipment (95.11.Z)",
 - q) item 74 reading: "Repair of communication equipment (95.12.Z)";

- 3) replaces the hitherto wording of § 11 item 5(1) with the following: *"adopt resolutions via phone or other remote communication media, in a manner that enables direct communication of all members of the Board"*;
- 4) replaces the hitherto wording of § 20 item 2(2) with the following: *"approving the conclusion of significant contracts with Related Parties, provided that, to adopt a valid resolution on this matter it is necessary to conduct a voting over the adoption of such a resolution by the majority of members of the Supervisory Board mentioned in § 22 item 7 (taking part in the voting); "a significant contract" means a "significant contract" in the meaning of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and conditions of deeming the information required by legal regulations of a state not being a member state equivalent"*;
- 5) deletes the hitherto § 20 item 2(8) reading: *"setting guidelines to the Management Board regarding the Management Board regulations and"*;
- 6) deletes the hitherto § 20 item 5:
- 7) changes the numbering in § 20 - the numbering of item 6 is replaced with the numbering of item 5;
- 8) replaces the hitherto wording of § 26 item 2 with the following: *The first meeting of the newly-appointed Supervisory Board is convened by a resolution of the General Shareholders Meeting that appointed the members of the Supervisory Board on a date falling within one month from the date of the General Shareholders Meeting. If the Supervisory Board meeting is not convened within the above deadline, the Supervisory Board meeting will be deemed to be convened on the first business day following the lapse of one month from the date of the General Shareholders Meeting. If the General Shareholders Meeting does not appoint the Supervisory Board within the mode provided for in this item 2 three members of the Supervisory Board acting jointly are authorised to convene the meeting in the seat of the Company before the date mentioned in the preceding sentence."*;
- 9) replaces the hitherto wording of § 27 item 4(1) with the following: *"adopt resolutions via phone or other remote communication media, in a manner that enables direct communication of all members of the Supervisory Board"*;
- 10) replaces the hitherto wording of § 40 item 4 with the following: *"Any mention in this Statute of a "Related Party" should be construed to mean a related party as defined in the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and conditions of deeming the information required by legal regulations of a state not being a member state equivalent."*;
- 11) adds a new item 7 in § 40 reading as follows: *"Any mention in this Statute of a Power of Attorney to represent in court proceedings it is construed to mean a power of attorney to act on behalf of ENEA S.A. before any courts, institutions, public and foreign administration authorities in proceedings conducted by these entities or being in progress with the participation of ENEA S.A."*

§ 2

The General Meeting of Shareholders of ENEA S.A. adopts the uniform text of the Statute of ENEA S.A. in the wording constituting the attachment to this Resolution.

§ 3

The Resolution enters into force when adopted.

During an open voting the following number of votes was cast:

Total number of valid votes.....	– 259 551 654
Percentage of the shares in the share capital	– 58.80%
Total votes cast.....	– 259 551 654
Votes "for"	– 259 527 008
Votes "against"	– 0
Votes "abstained"	– 24 646

Resolution No. 4

**of the Extraordinary General Meeting of Shareholders of the Company under the name of:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 19.12.2013**

**regarding approving the sale of an Organised Part of the enterprise of ENEA S.A. -
"Gospodarka Oświetleniowa" consisting in its being contributed in kind to
Eneos Sp. z o.o.**

§ 1

The Extraordinary General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań, acting under Article 393(3) of the Commercial Companies Code, having got familiar with the opinion of the Supervisory Board of ENEA Spółka Akcyjna presented in the Resolution No. 120/VIII/2013 of 15 November 2013, hereby approves the sale of the Organised Part of the enterprise of ENEA S.A. - "Gospodarka Oświetleniowa" consisting in its being contributed in kind for the value of PLN 134,037,500 to Eneos Spółka z ograniczoną odpowiedzialnością with its registered office in Poznań in consideration for the holding by ENEA Spółka Akcyjna of 268,075 new shares in the raised share capital of Eneos Spółka z ograniczoną odpowiedzialnością with its registered office in Poznań.

§ 2

The Resolution enters into force when adopted.

During an open voting the following number of votes was cast:

Total number of valid votes.....	– 259 551 654
Percentage of the shares in the share capital	– 58.80%
Total votes cast.....	– 259 551 654
Votes "for"	– 259 527 008
Votes "against"	– 0
Votes "abstained"	– 24 646