

The Management Board of ENEA S.A. ("Company") acting pursuant to Article 399 § 1, Art. 395 § 1 read together with Article 402² of the Commercial Companies Code and § 29 item 1 of the Company's Statute, convenes the Ordinary General Meeting of Shareholders of ENEA S.A. with its registered office in Poznań for **24 April 2013**, at 11.00 hours. The Ordinary General Meeting of Shareholders will be held in InterContinental Hotel (AIDA room) by ul. Emilii Plater 49 in Warsaw.

Detailed agenda:

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. Presentation of the Report on the operations of the Supervisory Board of ENEA S.A. for 2012.
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 2012 and Report of the Management Board from the operations of ENEA S.A. in 2012 and the Consolidated financial statement of the ENEA Capital Group for the financial year ending 31 December 2012 and Report of the Management Board from the operations of the ENEA Capital Group in 2012.
7. Consideration and adoption of a resolution on the approval of the Report of the Management Board from the operations of ENEA S.A. in 2012.
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 2012.
9. Consideration and adoption of a resolution on the approval of the Consolidated financial statement of the ENEA Capital Group for the financial year ending on 31 December 2012.
10. Consideration and adoption of a resolution on the approval of the Report of the Management Board on the operations of the ENEA Capital Group in 2012.
11. Adoption of a resolution on distribution of the profit generated in 2012.
12. Adoption of a resolution on discharging the President of the Management Board – Mr. Maciej Owczarek – from liability in the performance of his duties in 2012.
13. Adoption of a resolution on discharging the Member of the Management Board – Mr. Krzysztof Zborowski – from liability in the performance of his duties in 2012.
14. Adoption of a resolution on discharging the Member of the Management Board – Mr. Hubert Rozpędek – from liability in the performance of his duties in 2012.
15. Adoption of a resolution on discharging the Member of the Management Board – Mr. Janusz Bil – from liability in the performance of his duties in 2012.
16. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Tadeusz Dachowski – from liability in the performance of his duties in 2012.
17. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Paweł Lisiewicz – from liability in the performance of his duties in 2012.
18. Adoption of a resolution on discharging the Member of the Supervisory Board – Ms. Agnieszka Mańkowska – from liability in the performance of her duties in 2012.
19. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Mieczysław Pluciński – from liability in the performance of his duties in 2012.
20. Adoption of a resolution on discharging the Member of the Supervisory Board – Ms. Małgorzata Aniołek – from liability in the performance of her duties in 2012.
21. Adoption of a resolution on discharging the Chairman of the Supervisory Board – Mr. Wojciech Chmielewski – from liability in the performance of his duties in 2012.

22. Adoption of a resolution on discharging the Secretary of the Supervisory Board – Mr. Michał Kowalewski – from liability in the performance of his duties in 2012.
23. 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 2012.
24. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Graham Wood – from liability in the performance of his duties in 2012.
25. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Sławomir Brzeziński – from liability in the performance of his duties in 2012.
26. Adoption of a resolution on discharging the Member of the Supervisory Board – Ms. Sandra Malinowska – from liability in the performance of her duties in 2012.
27. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Przemysław Łyczyński – from liability in the performance of his duties in 2012.
28. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Tadeusz Mikłosz – from liability in the performance of his duties in 2012.
29. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Michał Jarczyński – from liability in the performance of his duties in 2012.
30. Changes in the composition of the Supervisory Board of ENEA S.A.
31. Presentation of the information on the results of the qualification procedure for the position of the President of the Management Board of ENEA S.A. concluded on 29.11.2012.
32. Presentation of the information on the results of the qualification procedure for the positions of Members of the Management Board of ENEA S.A. concluded on 11.03.2013.
33. Closing of the General Meeting of Shareholders.

Right of participation in the General Meeting of Shareholders.

Pursuant to Article 406¹ §1 of the Commercial Companies Code, only persons who are shareholders of the Company sixteen days before the date of the Ordinary General Meeting of Shareholders (the day of registration of participation in the General Meeting of Shareholders), i.e. on 8 April 2013, have the right to participate in the General Meeting of Shareholders of the Company.

To ensure participation in the Ordinary General Meeting of Shareholders, a shareholder authorised under dematerialised bearer shares should request – not earlier than after the announcement of convening of the Ordinary General Meeting of Shareholders, and not later than on the first weekday after the day of registering the participation in the Ordinary General Meeting of Shareholders, i.e. not later than on 9 April 2013 – from the entity keeping the securities account, the issuance of a personal certificate confirming the right to participate in the Ordinary General Meeting of Shareholders of ENEA S.A. Certificates concerning the right to participate in the Ordinary General Meeting of Shareholders will form the basis for preparing lists sent to the entity at which the securities are deposited in accordance with the regulations on trading in financial instruments.

The list of shareholders authorised to participate in the Ordinary General Meeting of Shareholders will be displayed at the registered office of the Company in Poznań, ul. Górecka 1, three weekdays before the day on which the Meeting is held, i.e. on 19, 22 and 23 April 2013 between 8:00 and 15:00 hours in Room 417. A shareholder may request to have the list of shareholders sent to him or her free of charge by e-mail, stating the address to which it should be sent. This request may be sent electronically to the Company's e-mail address wz@enea.pl.

A proxy's right to participate in the Ordinary General Meeting of Shareholders.

A shareholder may participate in the Ordinary General Meeting of Shareholders of ENEA S.A. and exercise voting rights in person or by proxy. Proxies of legal persons must present current copies of appropriate registers that list the persons entitled to represent these entities.

A proxy may exercise all of the shareholder's rights at the Ordinary General Meeting of Shareholders of ENEA S.A., unless the proxy form states otherwise. A proxy may grant further proxies, if so entitled by the proxy form. A proxy may represent more than one shareholder and vote differently under the shares of each of those shareholders. A shareholder who holds shares recorded on a holding account may appoint separate proxies to execute rights attached to the shares on such accounts. A shareholder who holds shares recorded on more than one securities account may appoint separate proxies to execute rights attached to the shares on each of these accounts.

A proxy form authorising participation in the Ordinary General Meeting of Shareholders of ENEA S.A. and exercising of voting rights must be granted in writing or in an electronic form. Authorisations in an electronic format do not require affixing a secure electronic signature verified by a valid qualified certificate.

From the date of publication of this announcement on its website, the Company will provide, to download, a form containing a specimen electronic proxy form. The Company must be notified by means of electronic communication regarding the granting of a proxy in an electronic form. A shareholder must send, together with the notice regarding granting of a proxy, a scan of the proxy form and a scan of the ID card, passport or other document making it possible to identify the shareholder as the principal and to identify the proxy. If the proxy is granted by a legal person (within the meaning of Article 33 of the Civil Code) or an organisational unit not being a legal person, but with legal capacity (within the meaning of Article 33¹ of the Civil Code), the Shareholder as the principal must also send a scan of an extract from the register in which the principal is registered. If a proxy is a legal person or an organisational unit within the meaning of Article 33¹ of the Civil Code, the Shareholder as the principal must also send a scan of an extract from the register in which the proxy is registered. Documents provided by electronic means that were not prepared in Polish must be translated into Polish by a sworn translator. All the above documents should be sent to the e-mail

address wz@enea.pl. A shareholder sending a notice on granting a proxy should at the same time send an e-mail address to the Company, through which the Company will be able to communicate with the Shareholder and his or her proxy. The Company may take appropriate steps to identify the shareholder and the proxy. Verification may in particular consist of a request for confirmation by telephone or email from the shareholder and the proxy in order to confirm the granting of the proxy. The principles for notices regarding proxies and the identification of proxies and principals apply accordingly to notifying the Company regarding the cancellation of a proxy.

Notices regarding the granting and cancellation of proxies that do not conform to the requirements indicated above will not produce legal consequences with regard to the Company. The choice of the method of granting a proxy is up to the shareholder, and the Company will bear no liability for errors in filling out the proxy form or actions of persons acting pursuant to proxy forms. The provision of the above documents by electronic means does not release from the obligation for the proxy to present, during the preparation of the attendance list of persons authorised to participate in the Ordinary General Meeting of Shareholders of ENEA S.A., documents allowing for his/her identification.

Shareholders' entitlements.

A shareholder or shareholders of the Company who represent at least one twentieth of the share capital are entitled to request that specific items be placed on the agenda of the Ordinary General Meeting of Shareholders of ENEA S.A. Such a request, containing a justification or draft resolution concerning a proposed item of the agenda, should be submitted to the Management Board of ENEA S.A. not later than 21 days before the date of the Ordinary General Meeting of Shareholders. The request can be submitted electronically to the Company's e-mail address: wz@enea.pl, or in writing to: The Management Board of ENEA S.A., ul. Górecka 1, 60-201 Poznań.

Before the date of the Ordinary General Meeting of Shareholders of ENEA S.A., a shareholder or shareholders of the Company representing not less than one-twentieth of the share capital may submit draft resolutions regarding matters placed on the agenda of the Ordinary General Meeting of Shareholders or matters to be placed on the agenda. Such a submission can be made electronically to the Company's e-mail address: wz@enea.pl, or in writing to: The Management Board of ENEA S.A., ul. Górecka 1, 60-201 Poznań.

During the Ordinary General Meeting of Shareholders, each shareholder may submit draft resolutions regarding matters placed on the agenda. These drafts should be submitted in Polish.

Electronic communications.

As the Company's Statute does not allow participation and making statements during the Ordinary General Meeting of Shareholders by means of an electronic communication, the Management Board would like to announce that it will not be possible to participate or to vote at the Ordinary General Meeting of Shareholders in this manner. The Management Board of ENEA S.A. also announces that for similar reasons it is not possible to submit votes by post.

Access to documentation.

The full text of the documentation to be presented at the Ordinary General Meeting of Shareholders together with draft resolutions will be published on the Company's website: www.enea.pl under Investor Relations tab from the day on which the Ordinary General Meeting of Shareholders is announced. Comments by the Management Board and Supervisory Board of ENEA S.A. regarding matters placed on the agenda of the Ordinary General Meeting of Shareholders or matters that are to be placed on the agenda before the date of the meeting will be available on the Company's website without delay after they have been prepared.

Information and documents regarding the Ordinary General Meeting of Shareholders are available at www.enea.pl under the Investor Relations tab.