

Addendum to the planned agenda of the Extraordinary General Meeting of Shareholders of ENEA S.A. convened for 19 December 2012 of an item of the agenda introduced on request of a Shareholder

Acting pursuant to 401 § 2 of the Commercial Companies Code (CCC) the Board of ENEA S.A. (Issuer, Company) informs that on 28 November 2012 it received a request from a Shareholder filed based on Art. 401 §2 CCC regarding amendments to the agenda of the Company's Extraordinary General Meeting of Shareholders convened for 19 December 2012.

In accordance with the request received an additional item is being introduced to the agenda of the Extraordinary General Meeting of Shareholders which reads as follows:

"Adoption of a resolution regarding amendments to the Company's Statute".

The new planned agenda after the above mentioned amendment is as follows:

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 regarding a consent to the sale of the shares of Elektrownie Wodne Spółka z ograniczoną odpowiedzialnością.
6. Adoption of a resolution regarding amendments to the Company's Statute.
7. Closing of the General Meeting of Shareholders.

Proposed content of draft resolutions to the item added to the agenda of the Extraordinary General Meeting of Shareholders 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 (Giełda 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.

The list of amendments to the Statute of ENEA S.A. intended in relation to the request of a Shareholder for an addendum to the agenda of the Extraordinary General Meeting of Shareholders of ENEA S.A. convened for 19 December 2012

Present reading of § 22 of the Company's Statute:

"§ 22

1. The Supervisory Board is composed of a minimum of six and a maximum of fifteen members appointed by the General Shareholders Meeting, subject to § 23 and with the exception of a member appointed in accordance with the provisions of § 24. The number of Supervisory Board members is defined by the General Shareholders Meeting.
2. Supervisory Board members are appointed for a joint three-year term.
3. A Supervisory Board member may be recalled by the General Shareholders Meeting at any time.
4. Supervisory Board members should meet the requirements prescribed by law.
5. After 1 (one) month of the first listing of the Company's shares on the regulated market, at least one of the Supervisory Board members appointed by the General Meeting should meet the following requirements:
 - 1) be appointed in the manner referred to in item 6 and 7 below,
 - 2) meet the criterion of being impartial to the Company and entities materially related to the Company as set out in Annex II to the European Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board, a relation with a shareholder precluding the impartiality of a supervisory board member being understood as an actual and significant relation with a shareholder entitled to exercise at least 5 per cent of the total number of votes at the general shareholders meeting,
 - 3) not be an employee of the Company or its subsidiaries or affiliates.
6. A Supervisory Board member as referred to in item 5 above is elected by the General Meeting in a separate vote. An invitation to the General Meeting should contain in its agenda the election of the Supervisory Board member referred to in item 5. Each of the Company's shareholders present at the General Meeting dedicated to electing a Supervisory Board member as referred to in item 5 above that represents at least 1% (one per cent) of the total number of votes represented at this General Shareholders Meeting may nominate one candidate for such Supervisory Board member. The candidates should be nominated to the Chairman of the General Meeting in writing together with the candidate's statement confirming that he/she meets the requirements set out in item 5 (1) and (2) above.
7. If no candidates for Supervisory Board members are nominated as set out in item 5 above, the Supervisory Board nominates such candidates to be voted for at the General Meeting.
8. A failure to elect a Supervisory Board member as defined in item 5 does not affect the validity of resolutions adopted by the Supervisory Board.
9. A Supervisory Board that consists of fewer members than prescribed by the General Meeting due to the expiry of the terms of some of its members (for reasons other than recall), but no fewer than 6(six) members, is capable of adopting binding resolutions until the vacancies are filled."

Proposed reading of § 22 of the Company's Statute:

"§ 22

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 (Giełda 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.

Present reading of § 25 of the Company's Statute:

"§ 25

1. At the first meeting, the Supervisory Board members elect from amongst themselves a Chairman, Deputy Chairman and Secretary of the Board, with the exception that, as long as the State Treasury is the sole shareholder of the Company, the Chairman of the Supervisory Board is appointed by the General Shareholders Meeting.
2. The Supervisory Board may recall the Chairman, Deputy Chairman and Secretary from their positions, with the exception that, as long as the State Treasury is the sole shareholder of the Company, the Chairman of the Supervisory Board may be recalled from their position only by the General Shareholders Meeting.

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."

Proposed reading of § 25 of the Company's Statute:

"§ 25

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."