

**Draft resolutions
of the Ordinary General Meeting of Shareholders of ENEA S.A.
with its registered office in Poznań convened for 30 June 2015**

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 30.06.2015**

regarding election of the Chairman of the Ordinary General Meeting of Shareholders

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 elects Mr./Mrs.
the Chairman 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 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:
ENE A Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

regarding adoption of the agenda of the Ordinary Meeting of Shareholders

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

§ 1

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

1. Opening of the Ordinary 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 of the Supervisory Board of ENEA S.A. for 2014 financial year.*
6. Presentation of the opinion and report of a certified auditor from the audit of *the Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2014 and Report of the Management Board on the operations of ENEA S.A. in 2014 and the Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2014 and Report of the Management Board on the operations of ENEA Capital Group in 2014.*
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 2014.*
8. Consideration and adoption of a resolution on the approval of *the Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2014.*
9. Consideration and adoption of a resolution on the approval of *the Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2014.*
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 2014.*
11. Adoption of a resolution regarding distribution of net profit for the financial year covering the period of 01.01.2014 to 31.12.2014.
12. Adoption of resolutions on discharging Members of the Management Board of ENEA S.A. from liability in the performance of their duties in 2014.
13. Adoption of resolutions on discharging Members of the Supervisory Board of ENEA S.A. from liability in the performance of their duties in 2014.
14. Adoption of resolutions regarding recalling of Members of the Supervisory Board of ENEA S.A., as of the expiry date of the 8th term of the Supervisory Board.
15. Adoption of a resolution regarding the number of members of the Supervisory Board in the 9th term.

16. Adoption of resolutions regarding nomination of Members of the Supervisory Board for the 9th term, including members of the Supervisory Board satisfying the conditions specified in § 22 item 7 of the Statute of ENEA S.A.
17. Adoption of a resolution regarding convening of the first meeting of the Supervisory Board of a new term.
18. Closing 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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding approval of the Report of the Management Board
on the operations of ENEA S.A. in 2014**

Acting under Article 395 § 2(1) of the Commercial Companies Code, 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 *Report of the Management Board on the operations of ENEA S.A. in 2014*.

§ 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.

Therefore, 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 2014.

With the resolution No. 9/VIII/2015 of 19.03.2015 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 30.06.2015**

**regarding approval of *the Non-consolidated financial statements of ENE A S.A.
for the financial year ended on 31 December 2014***

The Ordinary General Meeting of Shareholders, acting pursuant to Article 53 item 1 of the act on accounting and pursuant to Article 395 § 2(1) of the Commercial Companies Code, resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of ENE A S.A. approves *the Non-consolidated financial statements of ENE A S.A. for the financial year ended on 31 December 2014* and composed of:

1. Non-consolidated statement of financial position as at 31.12.2014 demonstrating a book value of assets and liabilities totalling to PLN 14,859,164 thou. (fourteen billion eight hundred fifty nine million one hundred and sixty four thousand zloty);
2. Non-consolidated statement of profit and loss and other comprehensive income for the period from 01.01.2014 to 31.12.2014 demonstrating a net profit in the amount of PLN 696,608 thou. (six hundred ninety six million six hundred and eight thousand zloty) with the comprehensive income totalling to PLN 691,574 thou. (six hundred ninety one million five hundred seventy four thousand zloty);
3. Non-consolidated statement of changes in equity for the financial year from 01.01.2014 to 31.12.2014, demonstrating the increase in the equity by PLN 439,952 thou. (four hundred thirty nine million nine hundred fifty two thousand zloty);
4. Non-consolidated cash flow statement demonstrating a decrease in cash by PLN 366,221 thou. (three hundred sixty six million and two hundred twenty one thousand zloty);
5. notes to the non-consolidated financial statements including 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 Article 53 item 1 of the act on accounting the annual Non-consolidated financial statements are subject to approval by the approving authority, not later than within 6 months of the balance sheet 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 statements. In the light of the above, the Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2014 were presented to the Ordinary General Meeting of Shareholders.

With the resolution No. 6/VIII/2015 of 19.03.2015 the Supervisory Board of ENEA S.A. issued a positive opinion on the consistence of the Statements 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.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding approval of the Consolidated Financial Statements of ENEA Capital Group
in the financial year ended on 31 December 2014**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 63c item 4 of the act on accounting and pursuant to Article 395 § 5 of the Commercial Companies Code, resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2014* and composed of:

1. Consolidated statement of financial position as at 31.12.2014 demonstrating a book value of assets and liabilities totalling to PLN 18,108,040 thou. (eleven billion one hundred and eight million forty thousand zloty);
2. Consolidated statement of profit and loss and other comprehensive income for the period from 01.01.2014 to 31.12.2014 demonstrating a net profit in the amount of PLN 909,122 thou. (nine hundred nine million one hundred twenty two thousand zloty) with the comprehensive income totalling to PLN 820,316 thou. (eight hundred twenty million three hundred sixteen thousand zloty);
3. Consolidated statement of changes in equity for the financial year from 01.01.2014 to 31.12.2014 demonstrating an increase in the equity by PLN 575,166 thou. (five hundred seventy five million one hundred sixty six thousand zloty);
4. Consolidated cash flow statement demonstrating a decrease in cash by PLN 887,332 thou. (eight hundred eighty seven million and three hundred thirty two thousand zloty).
5. notes to consolidated financial statements including 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 Act of 29 September 1994 on accounting the annual consolidated financial statements are subject to approval by an approving body of the parent company not later than within 6 months of the balance sheet date on which the annual financial statements 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 financial statements of a capital group in the meaning of the regulations on accounting. In the light of the above the financial statements of ENEA Capital Group were presented to the Ordinary General Meeting of Shareholders.

With the resolution No. 8/VIII/2015 of 19.03.2015 the Supervisory Board of ENEA S.A. issued a positive opinion on the consistence of the Statements 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.

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 30.06.2015**

**regarding approval of *the Report of the Management Board
on the operations of ENE A Capital Group in 2014***

The Ordinary General Meeting of Shareholders of ENE A S.A., acting pursuant to Article 395 § 5 of the Commercial Companies Code, resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of ENE A S.A. approves *the Report of the Management Board on the operations of ENE A Capital Group in 2014*.

§ 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 financial statements 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 ENE A S.A. belongs to ENE A 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 ENE A Capital Group in 2014* within the Annual Report of the Company is deemed justified.

With the resolution No. 14/VIII/2015 of 19.03.2015 the Supervisory Board of ENE A 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 the *Report of the Management Board on the operations of ENE A Capital Group in 2014* by the Ordinary General Meeting of Shareholders of the Company.

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 30.06.2015**

**regarding distribution of net profit for the financial year
covering the period from 01.01.2014 to 31.12.2014**

Acting pursuant to Article 395 § 2 item 2 and Article 348 § 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 1

The following distribution of net profit is determined for the period from 01.01.2014 to 31.12.2014 amounting to PLN 696,608 thou. (say: six hundred and ninety six million six hundred and eight thousand zloty):

- distribution of dividend for shareholders - PLN 207,478,011.66 (say: two hundred and seven million four hundred seventy eight thousand and eleven zloty 66/100), which constitutes PLN 0.47 (say: forty seven grosz) profit per share,
- increase in reserve capitals allocated to investment financing - 489,129,988.34 PLN (say: four hundred eighty nine million one hundred twenty nine thousand nine hundred and eighty eight zloty 34/100).

§ 2

The Ordinary General Meeting of Shareholders of ENEA S.A. determines the dividend record date for 22 July 2015 and dividend payment date on 11 August 2015.

§ 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 realisation of the disposition included in Art. 395 § 2 item 2 and Art. 348 § 3 of the Commercial Companies Code. 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 by the Management Board of ENEA S.A. for the proposed distribution of net profit for the financial year covering the period from 01.01.2014 to 31.12.2014".

With the resolution No. 7/VIII/2015 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 01.01.2014 to 31.12.2014.

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 30.06.2015**

**regarding discharging the President of the Board - Mr. Krzysztof Zamasz from liability
in the performance of his duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Krzysztof Zamasz in 2014 held the position of the President of the Board the adoption of this resolution is expedient and reasonable.

With the resolution No. 10/VIII/2015 of 19.03.2015 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the President of the Management Board, Mr. Krzysztof Zamasz, from liability in the performance of his duties for the period from 01.01.2014 to 31.12.2014.

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 30.06.2015**

**regarding discharging the Member of the Board - Mrs. Dalida Gepfert from liability
in the performance of her duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 from 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Dalida Gepfert in 2014 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. 13/VIII/2015 of 19.03.2015 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 01.01.2014 to 31.12.2014.

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 30.06.2015**

**regarding discharging the Member of the Board - Mr. Grzegorz Kinelski from liability
in the performance of his duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Grzegorz Kinelski in 2014 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. 11/VIII/2015 of 19.03.2015 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 01.01.2014 to 31.12.2014.

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 30.06.2015**

**regarding discharging the Member of the Board - Mr. Paweł Orlof from liability
in the performance of his duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Paweł Orlof a discharge from liability in the performance of his duties as a Member of the Management Board during the period of 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Paweł Orlof in 2014 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. 12/VIII/2015 of 19.03.2015 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Paweł Orlof, from liability in the performance of his duties for the period from 01.01.2014 to 31.12.2014.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding discharging the Chairman of the Supervisory Board – Mr. Wojciech Chmielewski
from liability in the performance of his duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wojciech Chmielewski in 2014 held the position of the Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding discharging the Vice-Chairman of the Supervisory Board – Mr. Jeremi Mordasewicz
from liability in the performance of his duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Jeremi Mordasewicz in 2014 held the position of the Vice-Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding discharging the Secretary of the Supervisory Board – Mr. Michał Kowalewski from
liability in the performance of his duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Michał Kowalewski in 2014 held the position of the Secretary of the Supervisory Board the adoption of this resolution is expedient and reasonable.

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 30.06.2015**

**regarding discharging the Member of the Supervisory Board – Mrs. Sandra Malinowska from
liability for the performance of her duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Sandra Malinowska in 2014 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding discharging the Member of the Supervisory Board – Mrs. Małgorzata Niezgoda from
liability in the performance of her duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mrs. Małgorzata Niezgoda in 2014 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding discharging the Member of the Supervisory Board – Mr. Sławomir Brzeziński from
liability in the performance of his duties in 2014**

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. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Sławomir Brzeziński in 2014 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding discharging the Member of the Supervisory Board – Mr. Przemysław Łyczyński from
liability in the performance of his duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Przemysław Łyczyński in 2014 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding discharging the Member of the Supervisory Board – Mr. Tadeusz Mikłosz from
liability in the performance of his duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 31.12.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Tadeusz Mikłosz in 2014 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding discharging the Member of the Supervisory Board – Mr. Torbjörn Wahlborg from
liability in the performance of his duties in 2014**

Acting under Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 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 01.01.2014 to 22.01.2014.

§ 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:

Pursuant to Art. 395 § 2 item 3 of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. include discharging members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Torbjörn Wahlborg in 2014 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

regarding recalling of Mr. Wojciech Chmielewski from the composition of the Supervisory Board of ENEA S.A., as of the expiry date of the 8th term of the Supervisory Board

Acting under Article 385 § 1 of the Commercial Companies Code and § 33 item 1 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. recalls Mr. Wojciech Chmielewski from the composition of the Supervisory Board of ENEA S.A., as of the expiry date of the 8th term of the Supervisory Board, i.e. as of the end of 1 July 2015.

§ 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:

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

Recalling Members of the Supervisory Board of ENEA S.A. as of 1 July 2015 is expedient and justified due to the fact that the present 8th term of the Supervisory Board expires on that day.

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 30.06.2015**

regarding recalling of Mr. Jeremi Mordasewicz from the composition of the Supervisory Board of ENEA S.A., as of the expiry date of the 8th term of the Supervisory Board

Acting under Article 385 § 1 of the Commercial Companies Code and § 33 item 1 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. recalls Mr. Jeremi Mordasewicz from the composition of the Supervisory Board of ENEA S.A., as of the expiry date of the 8th term of the Supervisory Board, i.e. as of the end of 1 July 2015.

§ 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:

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

Recalling Members of the Supervisory Board of ENEA S.A. as of 1 July 2015 is expedient and justified due to the fact that the present 8th term of the Supervisory Board expires on that day.

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 30.06.2015**

**regarding recalling of Mr. Michał Kowalewski from the composition of the Supervisory Board
of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board**

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

§ 1

The Ordinary General Meeting of Shareholders of ENE A S.A. recalls Mr. Michał Kowalewski from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board, i.e. as of the end of 1 July 2015.

§ 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:

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

Recalling Members of the Supervisory Board of ENE A S.A. as of 1 July 2015 is expedient and justified due to the fact that the present 8th term of the Supervisory Board expires on that day.

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 30.06.2015**

regarding recalling of Mrs. Sandra Malinowska from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board

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

§ 1

The Ordinary General Meeting of Shareholders of ENE A S.A. recalls Mrs. Sandra Malinowska from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board, i.e. as of the end of 1 July 2015.

§ 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:

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

Recalling Members of the Supervisory Board of ENE A S.A. as of 1 July 2015 is expedient and justified due to the fact that the present 8th term of the Supervisory Board expires on that day.

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 30.06.2015**

regarding recalling of Mrs. Małgorzata Niezgoda from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board

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

§ 1

The Ordinary General Meeting of Shareholders of ENE A S.A. recalls Mrs. Małgorzata Niezgoda from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board, i.e. as of the end of 1 July 2015.

§ 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:

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

Recalling Members of the Supervisory Board of ENE A S.A. as of 1 July 2015 is expedient and justified due to the fact that the present 8th term of the Supervisory Board expires on that day.

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 30.06.2015**

regarding recalling of Mr. Sławomir Brzeziński from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board

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

§ 1

The Ordinary General Meeting of Shareholders of ENE A S.A. recalls Mr. Sławomir Brzeziński from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board, i.e. as of the end of 1 July 2015.

§ 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:

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

Recalling Members of the Supervisory Board of ENE A S.A. as of 1 July 2015 is expedient and justified due to the fact that the present 8th term of the Supervisory Board expires on that day.

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 30.06.2015**

regarding recalling of Mr. Przemysław Łyczyński from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board

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

§ 1

The Ordinary General Meeting of Shareholders of ENE A S.A. recalls Mr. Przemysław Łyczyński from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board, i.e. as of the end of 1 July 2015.

§ 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:

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

Recalling Members of the Supervisory Board of ENE A S.A. as of 1 July 2015 is expedient and justified due to the fact that the present 8th term of the Supervisory Board expires on that day.

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 30.06.2015**

**regarding recalling of Mr. Tadeusz Mikłosz from the composition of the Supervisory Board
of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board.**

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

§ 1

The Ordinary General Meeting of Shareholders of ENE A S.A. recalls Mr. Tadeusz Mikłosz from the composition of the Supervisory Board of ENE A S.A., as of the expiry date of the 8th term of the Supervisory Board, i.e. as of the end of 1 July 2015.

§ 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:

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

Recalling Members of the Supervisory Board of ENE A S.A. as of 1 July 2015 is expedient and justified due to the fact that the present 8th term of the Supervisory Board expires on that day.

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 30.06.2015**

regarding the number of members of the Supervisory Board of ENEA S.A. in the 9th term

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 1 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. resolves that the Supervisory Board of ENEA S.A. in the 9th term will be composed of persons.

§ 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 under Article 385 § 1 of the Commercial Companies Code and § 22 item 1 of the Company's Statute, the competences of the General Meeting of ENEA S.A. include specification of the number of members composing the Supervisory Board of the Company, which may be 6 to 15 members. In relation to the above adoption of the resolution is expedient and necessary.

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 30.06.2015**

**regarding nomination of a Member of the Supervisory Board for the 9th term
- Mr. Sławomir Brzeziński**

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

§ 1

The Ordinary General Meeting of of ENEA S.A. nominates Mr. Sławomir Brzeziński into the composition of the Supervisory Board of the Company for the 9th joint term. The nomination is effective as of 2 July 2015.

§ 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:

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 of the Company's Statute, the competences of the General Meeting of ENEA S.A. include nomination of members of the Supervisory Board, including Members of the Supervisory Board selected by employees. In relation to the above adoption of the resolution is expedient and necessary.

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 30.06.2015**

**regarding nomination of a Member of the Supervisory Board for the 9th term
- Mr. Tadeusz Mikłosz**

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

§ 1

The Ordinary General Meeting of of ENEA S.A. nominates Mr. Tadeusz Mikłosz into the composition of the Supervisory Board of the Company for the 9th joint term. The nomination is effective as of 2 July 2015.

§ 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:

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 of the Company's Statute, the competences of the General Meeting of ENEA S.A. include nomination of members of the Supervisory Board, including Members of the Supervisory Board selected by employees. In relation to the above adoption of the resolution is expedient and necessary.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding nomination of a Member of the Supervisory Board for the 9th term
- Mr. Wojciech Klimowicz**

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

§ 1

The Ordinary General Meeting of of ENEA S.A. nominates Mr. Wojciech Klimowicz into the composition of the Supervisory Board of the Company for the 9th joint term. The nomination is effective as of 2 July 2015.

§ 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:

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 of the Company's Statute, the competences of the General Meeting of ENEA S.A. include nomination of members of the Supervisory Board, including Members of the Supervisory Board selected by employees. In relation to the above adoption of the resolution is expedient and necessary.

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 30.06.2015**

**regarding nomination of a Member of the Supervisory Board for the 9th term and entrusting
the position of the Chairman of the Supervisory Board**

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 22 item 5, in conjunction with and § 24 item 2 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. nominates Mr./Mrs. into the composition of the Supervisory Board of the 9th joint term and entrusts the position of the Chairman of the Supervisory Board. The nomination and entrusting the position is effective as of 2 July 2015.

§ 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:

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and § 22 item 5, in conjunction with and § 24 item 2 of the Company's Statute, the competences of the Ordinary General Meeting of ENEA S.A. include nomination of Members of the Supervisory Board and election of the Chairman of the Supervisory Board from among the people registered under § 24 item 2 of the Company's Statute. In relation to the above adoption of the resolution is expedient and necessary.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

**regarding nomination of a Member of the Supervisory Board of the 9th term
as an independent member**

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and 7 of the Company's Statute, the Ordinary General Meeting ENEA S.A. resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. nominates Mr./Mrs. into the composition of the Company's Supervisory Board for the 9th joint term, under § 22 item 7 of the Company's Statute, as an independent member. The nomination is effective as of 2 July 2015.

§ 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:

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 7 of the Company's Statute, the competences of the General Meeting of ENEA S.A. include nomination of at least one independent Member of the Supervisory Board. At the same time ENEA S.A., as a company whose securities are traded on the regulated market kept by the Warsaw Stock Exchange, is obliged to observe Good Practices of WSE Listed Companies which constitute an Annex to the Resolution No. 19/1307/2012 of the Exchange Supervisory Board of 21 November 2012 ("GPLC"). Pursuant to item 6 of Section III GPLC titled "Good practices applied by members of a supervisory board", at least two members of the supervisory board should fulfil the criteria of independence from the company and from entities that have significant affiliations with the company. With regard to the independence criteria for members of the supervisory board, 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 should be applied. Irrespective of the provisions of item 1(b) of the above mentioned Annex, a person who is an employee of the company or its subsidiary or affiliate cannot be, as a rule, deemed to fulfil the independence criteria referred to in that Annex. Furthermore, an affiliation with a shareholder excluding the independent status of a member of the supervisory board in the meaning of this principle is understood to mean an actual and significant affiliation with a shareholder that has the right to exercise 5% or more of the total number of votes at the general meeting of shareholders. An intention of the Company's Board is observance of all the rules specified in GPLC, however actual observance

of the aforementioned rule No. 6 of Section III of GPLC is dependent on adoption by the General Meeting of a decision on nomination of two members of the Supervisory Board of ENEA S.A. fulfilling the criteria of independence mentioned above.

In relation to the above the Board of ENEA S.A. recommends to the Ordinary General Meeting of Shareholders nomination of two independent members of the Supervisory Board and deems the adoption of the said resolutions necessary and expedient.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

regarding nomination of a Member of the Supervisory Board of the 9th term

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

§ 1

The Ordinary General Meeting of ENEA S.A. nominates Mr./Mrs. into the composition of the Supervisory Board of the Company for the 9th joint term. The nomination is effective as of 2 July 2015.

§ 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:

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 of the Company's Statute, the competences of the General Meeting of Shareholders of ENEA S.A. include nomination of Members of the Supervisory Board. In relation to the above adoption of the resolution is expedient and necessary.

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:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 30.06.2015**

regarding convening of the first meeting of the Supervisory Board of ENEA S.A. of a new term

The Ordinary General Meeting of Shareholders, acting pursuant to § 26 item 2 of the Company's Statute, resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. convenes the first meeting of the Supervisory Board of ENEA S.A. of a new 9th term for

§ 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 § 26 item 2 of the Company's Statute, the first meeting of the newly-appointed Supervisory Board is convened by a resolution of the General Meeting of Shareholders that appointed the members of the Supervisory Board on a date falling within one month from the date of the General Meeting of Shareholders. In relation to the above adoption of the resolution is expedient and necessary.