

**Resolutions adopted by the Ordinary General Meeting  
of Shareholders of Enea S.A.  
on 30 June 2015**

**Resolution No. 1**

**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. Oskar Eugeniusz Hoder 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*

## **Resolution No. 2**

**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 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*

**Resolution No. 3**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

## **Resolution No. 4**

**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 Non-consolidated financial statements of ENEA 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 ENEA S.A. approves *the Non-consolidated financial statements of ENEA 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

## Resolution No. 5

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 6**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

## **Resolution No. 7**

**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 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 – PLN 489,129,988.34 (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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*



## **Resolution No. 8**

**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 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

## **Resolution No. 9**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 10**

**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 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 11**

**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 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 12**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 13**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 14**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 15**

**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. 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*



**Resolution No. 16**

**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  
Nieżgoda 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 17**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 18**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 19**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 20**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,216,116*

*Votes "against": 0*

*Votes "abstained": 381,050*

**Resolution No. 21**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*

**Resolution No. 22**

**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. 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*

**Resolution No. 23**

**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. Michał Kowalewski 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. Michał Kowalewski 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*



**Resolution No. 24**

**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 Mrs. Sandra Malinowska 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 Mrs. Sandra Malinowska 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*

**Resolution No. 25**

**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 Mrs. Małgorzata Niezgoda 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 Mrs. Małgorzata Niezgoda 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*

**Resolution No. 26**

**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. Sławomir Brzeziński 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. Sławomir Brzeziński 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*

**Resolution No. 27**

**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. Przemysław Łyczyński 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. Przemysław Łyczyński 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*

**Resolution No. 28**

**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. Tadeusz Mikłosz 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. Tadeusz Mikłosz 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*

**Resolution No. 29**

**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 10 persons.

§ 2

The Resolution enters into force when adopted.

*The number of shares from which valid votes were cast: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 260,486,166*

*Votes "against": 15,000,000*

*Votes "abstained": 14,111,000*

**Resolution No. 30**

**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. 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 249,454,278*

*Votes "against": 17,825,504*

*Votes "abstained": 22,317,384*

**Resolution No. 31**

**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. 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 249,454,278*

*Votes "against": 17,825,504*

*Votes "abstained": 22,317,384*



**Resolution No. 32**

**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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 249,454,278*

*Votes "against": 17,825,504*

*Votes "abstained": 22,317,384*

**Resolution No. 33**

**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 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. Wojciech Chmielewski 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 249,387,778*

*Votes "against": 12,772,369*

*Votes "abstained": 27,437,019*

**Resolution No. 34**

**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. Marian Gorynia 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 263,498,778*

*Votes "against": 12,772,369*

*Votes "abstained": 13,326,019*

Resolution No. 35 was not adopted.

**Resolution No. 36**

**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  
- Mrs. Małgorzata Niezgoda**

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 Mrs. Małgorzata Niezgoda 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 249,387,778*

*Votes "against": 12,772,369*

*Votes "abstained": 27,437,019*

**Resolution No. 37**

**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  
- Mrs. Sandra Malinowska**

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 Mrs. Sandra Malinowska 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 249,387,778*

*Votes "against": 12,772,369*

*Votes "abstained": 27,437,019*

**Resolution No. 38**

**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  
- Mr. Rafał Szymański**

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. Rafał Szymański 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: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 234,387,778*

*Votes "against": 12,772,369*

*Votes "abstained": 42,437,019*

**Resolution No. 39**

**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 23 July 2015.

§ 2

The Resolution enters into force when adopted.

*The number of shares from which valid votes were cast: 289,597,166*

*Percentage of the shares in the share capital: 65.60%*

*Total of cast votes: 289,597,166*

*Votes "for": 289,597,166*

*Votes "against": 0*

*Votes "abstained": 0*