

**Draft resolutions
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
with its registered office in Poznań convened for 27.08.2015**

Draft resolution to item 2 of the planned agenda

DRAFT

Resolution No. ...

**of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 27.08.2015**

regarding selection of the Chairman of the Extraordinary General Meeting of Shareholders

Acting under Article 409 § 1 of the Commercial Companies Code and § 29 item 5 of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. resolves as follows:

§1

The Extraordinary General Meeting of Shareholders of ENEA S.A hereby appoints Mr./Ms.
the Chairman of the Extraordinary 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 Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 27.08.2015**

regarding adoption of the agenda of the Extraordinary Meeting of Shareholders

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

§ 1

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

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairman of the Extraordinary General Meeting of Shareholders.
3. Stating that the Extraordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of resolutions on amending the composition of the Supervisory Board of ENEA Spółka Akcyjna with its registered office in Poznań.
6. Closing of the meeting.

§ 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 5 of the planned agenda

DRAFT

Resolution No. ...

**of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 27.08.2015**

regarding nomination of a Member of the Supervisory Board of ENEA S.A.

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

§ 1

The Extraordinary General Meeting of of ENEA S.A. nominates Mr./Mrs. into the composition of the Supervisory Board of the Company for the 9th joint term.

§ 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

On 30.07.2015 the Company received a letter from the State Treasury - the shareholder representing at least one twentieth of the Company's share capital, with a request for convening an Extraordinary General Meeting of Shareholders of ENEA S.A. and placing an item on the agenda relating to changes in the composition of the Supervisory Board.

The justification for the placing of the item on the agenda of the General Meeting regarding changes in the composition of the Supervisory Board included the necessity of complementing the composition of the Supervisory Board in relation to the resignation from the membership in ENEA S.A.'s Supervisory Board filed on 22 July 2015 by Mr. Wojciech Chmielewski - the Chairman of the Supervisory Board of ENEA S.A.

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 the adoption of the resolution is expedient and necessary.

Draft resolution to item 5 of the planned agenda

DRAFT

Resolution No. ...

**of the Extraordinary General Meeting of Shareholders of the Company:
ENE A Spółka Akcyjna having its registered office in Poznań
dated 27.08.2015**

regarding nomination of the Chairman of the Supervisory Board of ENE A S.A.

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 5 in conjunction with § 24 item 2 of the Company's Statute, the Extraordinary General Meeting of Shareholders of ENE A S.A. resolves as follows:

§ 1

The Extraordinary General Meeting of Shareholders of ENE A S.A. appoints Mr. / Mrs.
the Chairman of the Supervisory Board of ENE A S.A.

§ 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

On 22 July 2015 Mr. Wojciech Chmielewski - the Chairman of the Supervisory Board of ENE A S.A. filed a resignation from the membership in the Supervisory Board on ENE A S.A.

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 item 5 in conjunction with § 24 item 2 of the Company's Statute, the competences of the General Meeting of Shareholders of ENE A S.A. include nomination 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 the adoption of the resolution is expedient and necessary.