

**The resolutions adopted by the Extraordinary General
Meeting of Shareholders of ENEA S.A.
on 21 October 2015**

Resolution No. 1

of the Extraordinary General Meeting of Shareholders of the Company:

ENEA Spółka Akcyjna having its registered office in Poznań

dated 21.10.2015

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 Mrs. Anna Irena Kowalik the Chairman of the Extraordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

Number of shares from which valid votes were cast – 288,082,779

Percentage of the shares in the share capital – 65.26%

Total number of valid votes – 288,082,779

Number of votes „for” – 288,082,779

Number of votes „against” – 0

Number of votes „abstained” – 0

Resolution No. 2

of the Extraordinary General Meeting of Shareholders of the Company:

ENEA Spółka Akcyjna having its registered office in Poznań

dated 21.10.2015

**regarding adoption of the agenda of the Extraordinary General 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 a resolution regarding the nomination of a Member of the Supervisory Board of ENEA S.A. as an independent member satisfying the criteria specified in § 22 item 7 of the Statute of ENEA S.A.
6. Closing of the meeting.

§ 2

The Resolution enters into force when adopted.

Number of shares from which valid votes were cast – 288,082,779

Percentage of the shares in the share capital – 65.26%

Total number of valid votes – 288,082,779

Number of votes „for” – 288,082,779

Number of votes „against” – 0

Number of votes „abstained” – 0

Resolution No. 3

of the Extraordinary General Meeting of Shareholders of the Company:

ENEA Spółka Akcyjna having its registered office in Poznań

dated 21.10.2015

**regarding the nomination of a Member of the Supervisory Board of ENEA S.A. 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 Extraordinary General Meeting ENEA S.A. resolves as follows:

§ 1

The Extraordinary General Meeting of ENEA S.A. nominates Mr. Tomasz Gołębiowski 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.

§ 2

The Resolution enters into force when adopted.

Number of shares from which valid votes were cast – 288,082,779

Percentage of the shares in the share capital – 65.26%

Total number of valid votes – 288,082,779

Number of votes „for” – 261,827,820

Number of votes „against” – 17,887,854

Number of votes „abstained” – 8,367,105