

Current report No.: 15/2009

Date prepared: 26 February 2009

Short name of issuer: ENEA S.A.

Subject: Tendering resignations and appointment of members of the Supervisory Board of ENEA S.A.

Legal basis: Article 56 par. 1 pt. 2 of the Act on Offerings - current and periodic information

Content of the report:

Acting pursuant to Article 5 par. 1 pt. 21 and 22 of the Regulation of the Minister of Finance on current and periodic information published by issuers of securities of 19 October 2005, the Management Board of ENEA S.A. announces that on 25 February 2009 Ms Marzena Gajda tendered her resignation as member of the Supervisory Board of ENEA S.A. as at that day. The reason given for the resignation was that it was necessary for her to carry out other official duties.

The Management Board of ENEA S.A. also announces that on 25 February 2009 the Extraordinary General Meeting of Shareholders of ENEA S.A. adopted a resolution appointing the following persons for the sixth joint term of office:

1. Mr Wojciech Chmielewski as member of the Supervisory Board,

Mr Wojciech Chmielewski is aged 39, has higher education, graduated from the University of Wrocław, holds a master's degree in Polish philology and politics, University of Strasbourg III, postgraduate studies in "Public Policies in Europe", the National School of Public Administration in Warsaw and European Integration Studies (organized by the National School of Public Administration and the *Ecole Nationale d'Administration in Paris*)

Career summary:

- from 17 April 2000 to the present, working for the Ministry of the Treasury (currently Deputy Director of the Department of Ownership Supervision and Privatisation III)
- from February 2008 to February 2009, member of the Supervisory Board of Agencja Rozwoju Przemysłu S.A. [the Industrial Development Agency]
- from January 2008 to the present, member of the Supervisory Board of Stocznia Gdynia S.A. [Gdynia Shipyard]
- from December 2007 to January 2008, member of the Supervisory Board of PKS Przemysł Sp. z o.o.
- from May 2005 to January 2008, member of the Supervisory Board of Dragmor Sp. z o.o. in Szczecin
- from May 2000 to October 2005, member of the Supervisory Board of Mostostal Wrocław S.A. in Wrocław
- from October 2000 to March 2005, member of the Supervisory Board of Konięcpolskie Zakłady Płyt Piłśniowych S.A. in Konięcpol
- from June 2000 to May 2001, member of the Supervisory Board of Fabryka Wyrobów Blaszanych Polmetal S.A. in Małomice
- 2005 (September – December) – placement with the European Commission in Brussels (DG Competition)
- 1999 (October – December) – administrative placement in Rennes, Brittany regional prefecture, France

Additional information on improving professional qualifications:

- completed course for candidates for members of supervisory boards of companies organized under company law

Mr Wojciech Chmielewski is not conducting any form of competitive activity towards ENEA S.A., is not participating in a competitive company as a partner in a civil or private partnership or as a member of a governing body of an incorporated entity, and is not participating in another competitive legal entity as a member of its governing body. Mr Wojciech Chmielewski is not disclosed in the Register of Insolvent Debtors kept on the basis of the Act on the National Court Register.

2. Mr Marcin Bruszewski as member of the Supervisory Board,

Mr Marcin Bruszewski is aged 39, has higher education, and graduated in law from the Faculty of Law and Administration at the University of Warsaw in 1994.

In 2001, after completing his traineeship and passing the final examination, he was entered into the register of attorneys-at-law. From 1993 to 2004 he worked for the law firm Dewey Ballantine (currently operating under the name Dewey&LeBoeuf Grzesiak sp. k) in Warsaw as a paralegal, junior associate, associate and senior associate, specialising in M&A and energy projects. Since September 2004 he has been head of the Legal Department of the Vattenfall group in Poland.

Nominated by Vattenfall AB, Mr Marcin Bruszewski currently sits on the supervisory boards of companies belonging to the Vattenfall group in Poland, including Vattenfall Heat Poland S.A. with its registered office in Warsaw and Vattenfall Distribution Poland S.A. with its registered office in Gliwice.

Mr Marcin Bruszewski is a member of the District Chamber of Attorneys-at-law in Warsaw.

Mr Marcin Bruszewski is also a member of the Association of Energy Trading (*Towarzystwo Obrotu Energią*) in Warsaw and the Polish Wind Energy Association (*Polskie Stowarzyszenie Energetyki Wiatrowej*) with its registered office in Szczecin.

Mr Marcin Bruszewski also participates as a member of the governing bodies of the aforementioned companies which are competitive towards ENEA S.A. Mr Marcin Bruszewski is not disclosed in the Register of Insolvent Debtors kept on the basis of the Act on the National Court Register.

3. Mr Graham Wood as member of the Supervisory Board.

Mr Graham Wood is aged 58, an international corporate finance executive, with top level UK, European and US experience in the energy (power and gas) sector. A strategic thinker with a consultative approach and good success in leading teams. Has planned and executed many corporate transactions, including high-profile M&A deals, financial restructurings and risk management strategies. Mr Graham Wood has wide experience in all markets and many energy and finance contacts in London, New York, Germany and elsewhere.

Board positions (to the end of February 2009):

Currently:

Chairman of the Supervisory Board of EON International Finance bv (Rotterdam);

Non-Executive Director, EON UK Holding Co. Ltd;

Non-Executive Director, EON UK Finance Ltd.

Previously:

Chairman, Fidelia Corporation Delaware, USA;

Chairman, EON North America, New York, USA;
Board member of approximately 20 EON subsidiaries,
Board member of various Powergen subsidiaries.

Career summary:

2002 - August 2007	E.ON AG, Dusseldorf, Germany
January 2005 - 2007	Head of Corporate Finance
March - December 2005	Senior Vice President, Vice President and Financial Director
July 2002 - December 2004	Senior Vice President, International Corporate Finance of the group Management Board / Supervisory Board member of approximately 25 companies (belonging to the E.ON AG financial group) in Germany, the UK, Holland and the USA.
1989 - 2002	Powergen plc, London
August 2000 - June 2002	Group Treasurer, Powergen plc.
August 1989 - July 2000	Assistant Group Treasurer, Powergen plc.
1986 - 1989	C.E.G.B., Midlands, London (Central Electricity Generating Board) National Banking Manager Various Controlling and Treasury roles (Midlands)
1984	Deardon Farrow Chartered Accountants, London one-year secondment to work on privatisation project
1972 — 1985	Southern Electricity, various locations in South England Graduate trainee rising to District Accountant, Basingstoke, then Slough (senior management team member in large business unit)

Responsibilities:

Head of Corporate Finance, E.ON AG, Dusseldorf

(E.ON AG is a major international electricity and gas group, and the largest DAX 30 company by market cap), reporting directly to Head of Finance, who in turn reports to the CFO (Main Board "Vorstand" member). Member of the Senior ("Leitenden") Management Group.

Responsible for E.ON's group-wide corporate finance activities. Corporate finance in E.ON encompasses all group financing requirements in equity and debt capital markets, advising the Board on financial strategy/balance sheet optimisation, equity and debt structuring and delivery for M&A and other corporate transactions, relationships with banks, rating agencies, bond investors and stock exchanges.

Group Treasurer, Powergen plc

(previously an FTSE top 50 company)

Reporting directly to the Group Finance Director, Main plc Board member. Responsible for all Corporate Finance and Treasury activities across the group's businesses. Liaison with Executive Directors and Managing Directors, and also with the group's business partners (in joint ventures).

The experience gained with the Powergen group gave him significant experience in all aspects of corporate finance in the UK, USA and emerging markets.

C.E.G.B — state sector owner of all power generation in England and Wales

In 1988, seconded to London as part of the Privatisation team. Solely responsible for creating a treasury function for the three successor companies — task completed in 1989.

Some key achievements

Financed key USD 5 billion acquisition for Powergen. Devised re-finance plan, delivered in 2001, resulting in GBP 88 million interest savings.

Successful management of Powergen group credit rating during Enron disruption in the energy sector.

Completed disposal of all Powergen international businesses, resolving all local financing issues, prior to E.ON's acquisition of Powergen.

Advised E.ON on its debut EUR 7.4 billion bond issue. Subsequently offered employment by E.ON.

For E.ON, achieved major savings through liability management transactions, in re-structuring the group balance sheet.

Achieved successful unlocking of bondholder opposition to E.ON UK's acquisition of Midlands Electricity, whilst still paying significantly below par for the bonds.

E.ON's attempted acquisition of Endesa (though ultimately not successful). Organised the tender offers in Spain, Europe and the USA, leading a large team including various E.ON functions, and external advisors, over a 14-month period.

School: Manchester Grammar School (1962— 1969)

Qualifications: BA Hons. Econ. (Reading) (1972), F.C.C.A. (Fellow of the Chartered Institute of Certified Accountants), F.C.T. (Fellow of the Association of Corporate Treasurers)

Professional interests: Speaker at Finance conferences in the UK, Europe and USA. Assisting the Association of Corporate Treasurers at Committee level.

Notable transactions:

E.ON AG:

Endesa — EUR 41 billion acquisition bid

Key role in Endesa acquisition bid: arranging bank finance, equity and debt capital market re-financing plans. Responsible for worldwide solicitation efforts and execution of the tender offers (Europe and USA). This included: the world's largest ever syndicated loan (EUR 37.1 billion), planning a multi-billion EUR refinancing programme, preparation for equity and equity-linked issues, close involvement with the rating agencies, and preparation for integration of Endesa financial activities.

E.ON — establishment of EUR 5.2 billion Pension Trust (CTA)

In 2005, as Head of Finance, reporting directly to the main Board, responsible for the planning and introduction of EON's CTA (German pension scheme).

This included the financing and financial investment strategy for the largest new pension scheme (CTA) in Germany. The investment strategy was a radical move from traditional German strategies, and included LDI strategies and alpha investment strategies including hedge fund and private equity elements.

Scottish Power — GBP 10 billion acquisition bid

Also in 2005, prepared financing strategy and arranged certain funds for E.ON's bid for Scottish Power. The task included all financial due diligence and risk management strategy.

Acquisition of Midlands Electricity

In 2004, planned and led bond tender and consent tender offer, the critical consent to the change of ownership of Midlands — successful where Scottish and Southern had failed before.

Powergen plc — Liability Management Project

Introduced liability management to E.ON (2004) and arranged EUR 1.4 billion buy-back of EUR, GBP and USD bonds. The first three-currency, three-jurisdiction, simultaneous liability management transaction. Achieved savings for E.ON of EUR 51 million.

Acquisition of TXU Europe

Arranged finance for subsidiary EUR 1.6 billion acquisition. The deal originated and was completed in one week.

E.ON — Bond IPO

Advised E.ON on its first ever bond issue, a four-tranche, two-currency EUR 7.4 billion issue. (2002)

Powergen plc:

US Acquisition Financing

Negotiated financing, completion and settlement of major US acquisition. Designing, implementing and winning Board support for five-step re-financing and risk management programme, resulting in delivered savings of GBP 80 million in first full year.

USD 3 billion syndicated loan facility.

USD 3 billion US Commercial Paper facility

USD 3 billion F3 SEC fully registered shelf facility

USD 1.2 billion US Bond Registered Public Notes issue

Other financings

Led the Treasury team in arranging all group global financing, including international project financings. Closed ten financings in 2001, including two "Deal of the Year" awards (Structured Finance for LG&E Acquisition, and Asset Securitisation of the Year).

Acquisition of East Midlands Electricity.

Reporting to the Group Treasurer, arranged financing, financial due diligence and finance team integration (1998).

Mr Graham Wood conducts activity performed outside ENEA S.A., but this activity is not competitive towards the Issuer. Mr Graham Wood is not disclosed in the Register of Insolvent Debtors kept on the basis of the Act on the National Court Register.

SIGNATURES OF PERSONS REPRESENTING THE COMPANY:

Date	Name and surname	Title/function	Signature
26 February 2009	Paweł Mortas	President of the Management Board	Paweł Mortas
26 February 2009	Marek Hermach	Member of the Management Board	Marek Hermach