

**Resolution No. 1**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: election of the Chairman of the Ordinary General Meeting of Shareholders -----

The Ordinary General Meeting of Shareholders of ENEA S.A. with its registered office in Poznań resolves to appoint Mr. **Jacek Mariusz Czajka** as Chairman of the Meeting. -----

The person opening the Meeting stated that the above resolution had been adopted in a secret ballot with 431,061,596 votes in favour, 0 votes against and 850 abstentions. -----

No invalid votes were cast. -----

**Resolution No. 2**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: acceptance of the agenda of the Ordinary General Meeting of Shareholders -----

The Ordinary General Meeting of Shareholders of ENEA S.A. with its registered office in Poznań accepts the agenda of the Ordinary General Meeting, proposed by the Management Board in the announcement on convening the Ordinary General Meeting of the Company. ---

The Chairman of the Meeting stated that the above resolution had been adopted in open voting with 431,062,146 votes in favour, 0 votes against and 300 abstentions. -----

No invalid votes were cast. -----

### **Resolution No. 3**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: approval of the Management Board's report on the operations of the Company and of the financial statements for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

#### § 1

1. Approval is given to the Management Board's report on the operations of the Company with the business name: ENEA S.A. for the financial year covering the period from 1 January 2008 to 31 December 2008. -----
2. Approval is given to the financial statements of the Company for the financial year covering the period from 1 January 2008 to 31 December 2008, consisting of: -----
  - a) the balance-sheet as on 31 December 2008, closed on the assets and liabilities side in the amount of PLN 11,093,233,000 (eleven billion, ninety-three million, two hundred thirty-three thousand zlotys); -----
  - b) the income statement for the period from 1 January 2008 to 31 December 2008, closed with a net profit of PLN 203,785,000 (two hundred three million, seven hundred eighty-five thousand zlotys); -----
  - c) the breakdown of changes in equity for the financial year from 1 January 2008 to 31 December 2008, showing an increase of capital by the amount of PLN 2,248,899,000 (two billion, two hundred forty-eight million, eight hundred ninety-nine thousand zlotys); -----
  - d) the cash flow statement, showing an increase in funds by PLN 1,964,794,000 (one billion, nine hundred sixty-four million, seven hundred ninety-four thousand zlotys); -----
  - e) notes to the financial statements. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in open voting with 431,062,346 votes in favour, 0 votes against and 100 abstentions. -----

No invalid votes were cast. -----

Apart from the proposal regarding the wording of the resolution proposed by the Management Board of the Company, the proposal regarding the wording of that resolution as prepared by the State Treasury was also voted on. -----

Firstly, a vote was taken on the content of Resolution No. 4 in the wording proposed by the Management Board. -----

**Resolution No. 4**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: the distribution of the net profit for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 395 par. 2 pt. 2 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The distribution of the net profit for the period from 1 January 2008 to 31 December 2008, amounting to PLN 203,785,000 (two hundred three million, seven hundred eighty-five thousand zlotys), is determined as follows:

1. PLN 203,479,000 (two hundred three million, four hundred seventy-nine thousand zlotys) to increase the reserve capital (designated for financing investment), -----
2. PLN 306,000 (three hundred six thousand zlotys) to go towards the Company Social Benefits Fund. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had not been adopted; in open voting 11,040,445 votes were in favour, 337,626,428 against, and there were 82,395,573 abstentions. -----

No invalid votes were cast. -----

The Chairman of the Meeting declared that the resolution had not received the required majority of votes. -----

**Resolution No. 4**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: the distribution of the net profit for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 395 par. 2 pt. 2 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The distribution of the net profit for the period from 1 January 2008 to 31 December 2008, amounting to PLN 203,785,000 (two hundred three million, seven hundred eighty-five thousand zlotys), is determined as follows: -----

1. PLN 203,063,585.88 (two hundred three million, sixty-three thousand, five hundred eight five zlotys and 88/100) as a dividend for the shareholders, i.e. PLN 0.46 (forty-six groszy) of the net profit per share,
2. PLN 306,000.00 (three hundred six thousand zlotys) to go towards the Company Social Benefits Fund, -----
3. PLN 415,414.12 (four hundred fifteen thousand, four hundred fourteen and 12/100 zlotys) to increase the reserve capital (assigned to financing investment). -----

§ 2

The Ordinary General Meeting of Shareholders sets 13 August 2009 as the day of the right to the dividend, and 31 August 2009 as the dividend payment date. -----

§ 3

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in open voting with 337,626,728 votes in favour, 1,183 votes against and 93,434,535 abstentions. ----

No invalid votes were cast. -----

The Chairman of the Meeting declared that the resolution had been adopted. -----

**Resolution No. 5**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: discharging the Management Board of the Company from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Paweł Mortas from liability in the performance of his duties as President of the Management Board for the period from 1 January 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that in a secret ballot 883 votes were in favour of the resolution, 337,626,428 votes against, with 93,435,185 abstentions. -----

No invalid votes were cast. -----

The Chairman declared that Paweł Mortas had not been discharged from liability for the reporting period. -----



**Resolution No. 6**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: discharging the Management Board of the Company from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Marek Hermach from liability in the performance of his duties as Member of the Management Board for the period from 1 January 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that in a secret ballot 883 votes were in favour of the resolution, 337,626,428 votes against, with 93,435,135 abstentions. -----

No invalid votes were cast. -----

The Chairman declared that Marek Hermach had not been discharged from liability for the reporting period. -----

No invalid votes were cast. -----

**Resolution No. 7**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: discharging the Management Board of the Company from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Czesław Koltermann from liability in the performance of his duties as Member of the Management Board for the period from 1 January 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that in a secret ballot 1,483 votes were in favour of the resolution, 337,626,428 votes against, with 93,434,535 abstentions. -----

No invalid votes were cast. -----

The Chairman declared that Czesław Koltermann had not been discharged from liability for the reporting period. -----

No invalid votes were cast. -----

**Resolution No. 8**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: discharging the Management Board of the Company from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Zbigniew Piętka from liability in the performance of his duties as Member of the Management Board for the period from 1 January 2008 to 3 June 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that in a secret ballot 337,627,811 votes were in favour of the resolution, 0 votes against, with 93,434,635 abstentions. -----

No invalid votes were cast. -----

The Chairman declared that Zbigniew Piętka had been discharged from liability for the reporting period. -----

No invalid votes were cast. -----

**Resolution No. 9**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: discharging the Management Board of the Company from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Ms. Renata Czech from liability in the performance of her duties as Member of the Management Board for the period from 1 January 2008 to 15 July 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that in a secret ballot 1,483 votes were in favour of the resolution, 337,626,428 votes against, with 93,434,535 abstentions. -----

No invalid votes were cast. -----

The Chairman declared that Renata Czech had not been discharged from liability for the reporting period. -----

No invalid votes were cast. -----

**Resolution No. 10**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Management Board of the Company from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Piotr Koczorowski from liability in the performance of his duties as Member of the Management Board for the period from 29 November 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that in a secret ballot 337,627,111 votes were in favour of the resolution, 100 votes against, with 93,435,235 abstentions. -----

No invalid votes were cast. -----

The Chairman declared that Piotr Koczorowski had been discharged from liability for the reporting period. -----

No invalid votes were cast. -----

**Resolution No. 11**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Management Board of the Company from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Marek Malinowski from liability in the performance of his duties as Member of the Management Board for the period from 29 November 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that in a secret ballot 337,627,511 votes were in favour of the resolution, 0 votes against, with 93,434,935 abstentions. -----

No invalid votes were cast. -----

The Chairman declared that Marek Malinowski had been discharged from liability for the reporting period. -----

No invalid votes were cast. -----

**Resolution No. 12**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: discharging the Management Board of the Company from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Sławomir Jankiewicz from liability in the performance of his duties as Member of the Management Board for the period from 29 November 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that in a secret ballot 337,627,611 votes were in favour of the resolution, 0 votes against, with 93,434,835 abstentions. -----

No invalid votes were cast. -----

The Chairman declared that Sławomir Jankiewicz had been discharged from liability for the reporting period. -----

No invalid votes were cast. -----

**Resolution No. 13**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Krzysztof Misiótek from liability in the performance of his duties as Chairman of the Supervisory Board for the period from 1 January 2008 to 28 February 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 420,022,984 votes in favour, 0 votes against and 11,039,462 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Krzysztof Misiótek had been discharged from liability. -----



**Resolution No. 14**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Tadeusz Dachowski from liability in the performance of his duties as Member of the Supervisory Board for the period from 1 January 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,046 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----

Mr. Tadeusz Dachowski did not take part in the voting. -----

The Chairman stated that Tadeusz Dachowski had been discharged from liability. -----

**Resolution No. 15**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Piotr Meteniowski from liability in the performance of his duties as Member of the Supervisory Board for the period from 1 January 2008 to 28 February 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 420,023,484 votes in favour, 0 votes against and 11,038,962 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Piotr Meteniowski had been discharged from liability. -----

**Resolution No. 16**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Andrzej Łopuszko from liability in the performance of his duties as Member of the Supervisory Board for the period from 1 January 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Andrzej Łopuszko had been discharged from liability. -----

**Resolution No. 17**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Mieczysław Pluciński from liability in the performance of his duties as Member of the Supervisory Board for the period from 1 January 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Mieczysław Pluciński had been discharged from liability. -----

**Resolution No. 18**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Mirosław Rawa from liability in the performance of his duties as Member of the Supervisory Board for the period from 1 January 2008 to 28 February 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 420,023,484 votes in favour, 0 votes against and 11,038,962 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Mirosław Rawa had been discharged from liability. -----

**Resolution No. 19**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----  
Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Ms. Marzena Gajda from liability in the performance of her duties as Member of the Supervisory Board for the period from 1 January 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,146 votes in favour, 0 votes against and 300 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Marzena Gajda had been discharged from liability. -----

**Resolution No. 20**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Jacek Jastrzębski from liability in the performance of his duties as Member of the Supervisory Board for the period from 1 January 2008 to 28 February 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 420,022,784 votes in favour, 0 votes against and 11,039,662 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Jacek Jastrzębski had been discharged from liability. -----

**Resolution No. 21**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Tomasz Karusewicz from liability in the performance of his duties as Member of the Supervisory Board for the period from 1 January 2008 to 28 February 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 420,023,084 votes in favour, 0 votes against and 11,039,362 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Tomasz Karusewicz had been discharged from liability. -----



**Resolution No. 22**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Michał Łagoda from liability in the performance of his duties as Chairman of the Supervisory Board for the period from 28 February 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Michał Łagoda had been discharged from liability. -----

**Resolution No. 23**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Piotr Begier from liability in the performance of his duties as Secretary of the Supervisory Board for the period from 28 February 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,296 votes in favour, 0 votes against and 150 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Piotr Begier had been discharged from liability. -----

**Resolution No. 24**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Marian Janas from liability in the performance of his duties as Member of the Supervisory Board for the period from 28 February 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Marian Janas had been discharged from liability. -----

**Resolution No. 25**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Marian Kłysz from liability in the performance of his duties as Member of the Supervisory Board for the period from 28 February 2008 to 31 October 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,146 votes in favour, 0 votes against and 300 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Marian Kłysz had been discharged from liability. -----

**Resolution No. 26**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Marcin Lemkowski from liability in the performance of his duties as Member of the Supervisory Board for the period from 28 February 2008 to 15 May 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,146 votes in favour, 0 votes against and 300 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Marcin Lemkowski had been discharged from liability. -----

**Resolution No. 27**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: discharging the Supervisory Board from liability in the performance of its duties for the financial year covering the period from 1 January 2008 to 31 December 2008. -----

Acting pursuant to Article 393 pt. 1 and Article 395 par. 2 pt. 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders discharges Mr. Wiesław Pawliotti from liability in the performance of his duties as Member of the Supervisory Board for the period from 28 February 2008 to 31 December 2008. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,296 votes in favour, 0 votes against and 150 abstentions. -----

No invalid votes were cast. -----

The Chairman stated that Wiesław Pawliotti had been discharged from liability. -----

**Resolution No. 28**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: approving the Management Board's report on the operations of the ENEA Capital Group and the consolidated financial statements of the ENEA Capital Group for the financial year ending on 31 December 2008. -----

Acting pursuant to Article 395 par. 5 of the Commercial Companies Code and Article 63c par. 4 of the Accountancy Act of 29 September 1994 (consolidated text – Journal of Laws of 2002 No. 76, item 694 as amended), the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The following are approved: -----

1. The Report of the Management Board on the operations of the ENEA Capital Group, --
2. The consolidated financial statements of the ENEA Capital Group for the financial year ending on 31 December 2008, composed of: -----
  - a. the consolidated balance sheet as on 31 December 2008, closed on the assets and liabilities side in the amount of PLN 11,985,917,000 (eleven billion, nine hundred eighty-five million, nine hundred seventeen thousand zlotys); -----
  - b. the consolidated income statement for the period from 1 January 2008 to 31 December 2008, closed with a net profit of PLN 215,367,000 (two hundred fifteen million, three hundred sixty-seven thousand zlotys); -----
  - c. the consolidated breakdown of changes in equity for the financial year from 1 January 2008 to 31 December 2008, showing an increase of capital by the amount of PLN 2,257,878,000 (two billion, two hundred fifty-seven million, eight hundred seventy-eight thousand zlotys); -----
  - d. the consolidated cash flow statement, showing an increase in funds by PLN 1,679,867,000 (one billion, six hundred seventy-nine million, eight hundred sixty-seven thousand zlotys); -----

e. notes to the consolidated financial statements. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in open voting with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----



**Resolution No. 29**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: the number of Supervisory Board members for the seventh term -----

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders decides that the Supervisory Board of ENEA S.A. for the seventh term will consist of ten persons. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in open voting with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----

**Resolution No. 30**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: the appointment of Members of the Supervisory Board for the seventh term -----

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code and of Clause 23 par. 3 of the Company's Statute, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. appoints the following to the Supervisory Board of the Company for the seventh joint term: -----

1. Mr. Tadeusz Dachowski, -----
2. Mr. Paweł Balcerowski, -----
3. Mr. Mieczysław Pluciński. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----

**Resolution No. 31**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: the appointment of Members of the Supervisory Board for the seventh term -----

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code and of Clause 22 par. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. appoints Mr. Michał Łagoda to the Supervisory Board of the Company for the seventh joint term. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----  
No invalid votes were cast. -----

**Resolution No. 32**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: the appointment of Members of the Supervisory Board for the seventh term -----

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code and of Clause 22 par. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. appoints Mr. Piotr Begier to the Supervisory Board of the Company for the seventh joint term. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----

**Resolution No. 33**

**of the Ordinary General Meeting of Shareholders of:  
ENEA Spółka Akcyjna with its registered office in Poznań  
held on 30 June 2009**

Concerning: the appointment of Members of the Supervisory Board for the seventh term -----

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code and of Clause 22 par. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. appoints Mr. Marian Janas to the Supervisory Board of the Company for the seventh joint term. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----

No invalid votes were cast. -----

**Resolution No. 34**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: the appointment of Members of the Supervisory Board for the seventh term -----

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code and of Clause 22 par. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. appoints Mr. Wiesław Pawliotti to the Supervisory Board of the Company for the seventh joint term. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,446 votes in favour, 0 votes against and 0 abstentions. -----  
No invalid votes were cast. -----

**Resolution No. 35**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: the appointment of Members of the Supervisory Board for the seventh term -----

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code and of Clause 22 par. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. appoints Mr. Wojciech Chmielewski to the Supervisory Board of the Company for the seventh joint term. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,061,596 votes in favour, 850 votes against and 0 abstentions. -----  
No invalid votes were cast. -----

**Resolution No. 36**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: the appointment of Members of the Supervisory Board for the seventh term -----

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code and of Clause 22 par. 1 of the Company's Statute, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. appoints Mr. Marcin Bruszewski to the Supervisory Board of the Company for the seventh joint term. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,346 votes in favour, 100 votes against and 0 abstentions. -----  
No invalid votes were cast. -----



**Resolution No. 37**  
**of the Ordinary General Meeting of Shareholders of:**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**held on 30 June 2009**

Concerning: the appointment of Members of the Supervisory Board for the seventh term -----

Acting pursuant to Article 385 par. 1 of the Commercial Companies Code and of Clause 22 par. 5 of the Company's Statute, the Ordinary General Meeting of Shareholders resolves as follows: -----

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. appoints Mr. Graham Wood to the Supervisory Board of the Company, under the procedure of Clause 22 par. 5 of the Company's Statute, as an independent member for the seventh joint term. -----

§ 2

The resolution comes into effect on the day it is adopted. -----

The Chairman of the Meeting stated that the above resolution had been adopted in a secret ballot with 431,062,346 votes in favour, 0 votes against and 100 abstentions. -----  
No invalid votes were cast. -----