

**D R A F T**

**Resolution No. 1**

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

On the selection of the Chair of the Ordinary General Meeting of Shareholders

The Ordinary General Meeting of Shareholders of ENEA S.A. with its registered office in Poznań hereby resolves to appoint ..... as Chair of the General Meeting.

The person opening the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 2**

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

on adopting an agenda for the General Meeting of Shareholders

The Ordinary Meeting of Shareholders of ENEA S.A. with its registered office in Poznań hereby adopts the agenda of the Ordinary General Meeting proposed by the Management Board in the announcement on convening the Company's GMS.

The person opening the General Meeting declared that this resolution was adopted in an open ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 3**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

approving the Management Board report on the Company's operations and the financial statements prepared 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 hereby resolves as follows:

#### **§ 1**

1. The Management Board Report on the operations of the Company using the business name of ENEA S.A. for the financial year covering the period of 1 January 2008 to 31 December 2008 is hereby approved.

2. The Company's Financial Statements for the financial year covering the period of 1 January 2008 to 31 December 2008, which consist of the following:

- a) a balance sheet as at 31 December 2008 showing a balance sheet total of assets and liabilities amounting to PLN 11,121,459,000 (eleven billion one hundred twenty-one million four hundred fifty-nine thousand zlotys);
- b) a profit and loss statement for the period of 1 January 2008 to 31 December 2008 showing a net profit of PLN 203,785,000 (two hundred three million seven hundred eighty-five thousand zlotys);
- c) a statement of changes in equity for the financial year of 1 January 2008 to 31 December 2008 showing a capital increase of PLN 2,248,899,000 (two billion two hundred forty-eight million eight hundred ninety-nine thousand zlotys);
- d) a cash flow statement showing an inflow of funds of PLN 1,964,794,000 (one billion nine hundred sixty-four million seven hundred ninety-four thousand zlotys);
- e) a note on the financial statements; are hereby approved.

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in an open ballot with ..... votes for, ..... against and ..... abstaining.

## D R A F T

### Resolution No. 4

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on the division of net profits for the financial year covering the period of 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 hereby resolves as follows:

#### § 1

The following division of the net profit for the period of 1 January 2008 to 31 December 2008 in the amount of PLN 203,785,000 (two hundred three million seven hundred eighty-five thousand zlotys) shall be made:

1. PLN 203,479,000 (two hundred three million four hundred seventy-nine thousand zlotys) for increasing the reserve capital to be designated for financing investments,
2. PLN 306,000 (three hundred six thousand zlotys) for supplementing the Company Social Services Fund.

#### § 2

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in an open ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 5**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Management Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 6**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Management Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

# D R A F T

## Resolution No. 7

### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Management Board members from liability for the performance of their 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 hereby resolves as follows:

#### § 1

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

#### § 2

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 8**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Management Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.



## **D R A F T**

### **Resolution No. 9**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Management Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 10**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Management Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 11**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Management Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 12**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Management Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 13**

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

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

**§ 1**

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

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 14**

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

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

**§ 1**

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

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 15**

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

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

**§ 1**

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

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 16**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.



## **D R A F T**

### **Resolution No. 17**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 18**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

# D R A F T

## Resolution No. 19

### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### § 1

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

#### § 2

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 20**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

# D R A F T

## Resolution No. 21

### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### § 1

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

#### § 2

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 22**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 23**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

# D R A F T

## Resolution No. 24

### of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### § 1

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

#### § 2

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.



# D R A F T

## Resolution No. 25

### of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### § 1

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

#### § 2

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 26**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## **D R A F T**

### **Resolution No. 27**

#### **of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009**

on discharging Supervisory Board members from liability for the performance of their 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 hereby resolves as follows:

#### **§ 1**

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

#### **§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

## D R A F T

### Resolution No. 28

#### of the General Meeting of Shareholders of ENEA Spółka Akcyjna with its registered office in Poznań of 30 June 2009

approving the Management report on the operations of the ENEA Capital Group and the consolidated financial statements of the ENEA Capital Group for the financial year ending 31 December 2008.

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

#### § 1

The following are hereby approved:

1. The Management Board's Report on the operations of the ENEA Capital Group,
2. The consolidated financial statements of the ENEA Capital Group for the financial year ending 31 December 2008, which consist of:
  - a. a consolidated balance sheet as at 31 December 2008 showing a balance sheet total of assets and liabilities amounting to PLN 11,985,917,000 (eleven billion nine hundred eighty-five million nine hundred seventeen thousand zlotys);
  - b. a consolidated profit and loss statement for the period of 1 January 2008 to 31 December 2008 showing a net profit of PLN 215,367,000 (two hundred fifteen million three hundred sixty-seven thousand zlotys);
  - c. a consolidated statement of changes in equity for the financial year of 1 January 2008 to 31 December 2008 showing a capital increase of PLN 2,257,878,000 (two billion two hundred fifty-seven million eight hundred seventy-eight thousand zlotys);
  - d. a consolidated cash flow statement showing an inflow of funds of PLN 1,679,876,000 (one billion six hundred seventy-nine million eight hundred seventy-six thousand zlotys);
  - e. notes on the consolidated financial statements.

#### § 2

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in an open ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 29**

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

Regarding the number of Supervisory Board members in the seventh term.

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

**§ 1**

The Ordinary General Meeting of Shareholders hereby declares that the Supervisory Board of ENEA S.A. in the seventh term will be composed of 10 persons.

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in an open ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 30**

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

on the appointment of Supervisory Board Members for the seventh term.

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

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby appoints the following persons to the Supervisory Board:

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

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 31**

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

on the appointment of Supervisory Board Members for the seventh term.

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

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby appoints Mr/Ms ..... to the Supervisory Board.

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 32**

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

on the appointment of Supervisory Board Members for the seventh term.

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

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby appoints Mr/Ms ..... to the Supervisory Board.

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.



**D R A F T**

**Resolution No. 33**

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

on the appointment of Supervisory Board Members for the seventh term.

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

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby appoints Mr/Ms ..... to the Supervisory Board.

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 34**

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

on the appointment of Supervisory Board Members for the seventh term.

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

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby appoints Mr/Ms ..... to the Supervisory Board.

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 35**

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

on the appointment of Supervisory Board Members for the seventh term.

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

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby appoints Mr/Ms ..... to the Supervisory Board.

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 36**

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

on the appointment of Supervisory Board Members for the seventh term.

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

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby appoints Mr/Ms ..... to the Supervisory Board.

§ 2

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.

**D R A F T**

**Resolution No. 37**

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

on the appointment of Supervisory Board Members for the seventh term.

Acting on the basis of 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 hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. appoints to the Supervisory Board of the Company, under the procedure of Clause 22 par. 5 of the Statute of the Company, as an independent member, Mr/Ms .....

**§ 2**

This resolution comes into effect on the day it is adopted.

The Chair of the General Meeting declared that this resolution was adopted in a secret ballot with ..... votes for, ..... against and ..... abstaining.