

**Current Report No.:** 42/2009

**Date prepared:** 9 July 2009

**Short name of issuer:** ENEA S.A.

**Subject:** Convening of an Extraordinary General Meeting of Shareholders

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

Content of the report:

Pursuant to Clause 38 par. 1 pt. 1 of the regulation of the Minister of Finance on current and periodic information published by issuers of securities [...] of 19 February 2009 (the "Regulation"), the Management Board of ENEA S.A. (the "Company"), on the basis of Article 398 and Article 399 par. 1 read together with Article 402 par. 1 and 2 of the Commercial Companies Code and Clause 29 of the Company's Statute, convenes, on 31 July 2009, at 11 a.m., an Extraordinary General Meeting of Shareholders of ENEA S.A. with its registered office in Poznań. The Extraordinary General Meeting of Shareholders will take place in Warsaw, at the Polonia Palace Hotel, Al. Jerozolimskie 45, 00-692 Warszawa.

Agenda:

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairman of the Extraordinary General Meeting of Shareholders.
3. Determining that the Extraordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Approval of the agenda.
5. Adopting a resolution on amending the Statute of ENEA S.A.
6. Motions from the floor.
7. Closing of the Extraordinary General Meeting of Shareholders.

Under Clause 38 par. 1 pt. 2 of the Regulation, in view of the intended amendments to the Statute of the Company, the Management Board of ENEA S.A. presents the content of the proposed amendments:

1. in Clause 5 an amendment is made to pt. 34. The following is deleted: "other financial intermediation, not elsewhere classified (65.23.Z)", and the following is added: "Other forms of granting credit (64.92.Z)",
2. pt. 51 is added to Clause 5: "Other financial services activity, not elsewhere classified, excluding pension insurance and pension funds (64.99.Z)"
3. par. 5 with the following content is added to Clause 11:  
"5. The Management Board can:
  - 1) hold meetings and adopt resolutions by telephone or by other means of remote communication, in a manner that allows all the members participating in a meeting to communicate directly and at the same time with each other,
  - 2) adopt resolutions without holding a meeting by placing signatures on the same copy (or copies) of a draft resolution or on separate documents with the same content, the adoption of a resolution according to this procedure needing to be justified in writing in advance and the draft resolution to be presented to all members of the Management Board together with the justification."

The Management Board of the Company announces that shareholders of the Company holding dematerialised shares will be entitled to participate in the Extraordinary General Meeting of Shareholders providing they submit to the Company depository certificates in the name of the holder issued by entities maintaining the securities accounts of those shareholders, confirming ownership of the shares in the Company and stating the number of shares deposited in the above-mentioned share accounts, and providing they do not take those certificates back before the closing of the Extraordinary General Meeting of Shareholders. The above-mentioned shares should be frozen in the securities accounts until the time that the Extraordinary General Meeting of Shareholders is completed.

Depository certificates should be submitted to the registered office of the Company in Poznań at ul. Nowowiejskiego 11 (room 203), between the hours of 7.30 a.m. and 3.30 p.m., at least one week before the date of the Extraordinary General Meeting of Shareholders. The deadline for submitting the depository certificates is 24 July 2009 at 2 p.m.

Shareholders entitled by registered shares have the right to participate in the Extraordinary General Meeting of Shareholders if they are entered in the shareholders' register at least one week before the Extraordinary General Meeting of Shareholders takes place.

Shareholders may participate in the Extraordinary General Meeting of Shareholders and exercise their voting rights in person or by proxy. A proxy is invalid unless made in writing.

For three weekdays before the Extraordinary General Meeting of Shareholders, at the office of the Company's Management Board at ul. Nowowiejskiego 11 in Poznań, a list of shareholders entitled to take part in the Extraordinary General Meeting of Shareholders will be on display.

#### SIGNATURES OF PERSONS REPRESENTING THE COMPANY:

Date	Name and surname	Title/function	Signature
9 July 2009	Marek Malinowski	Member of the Management Board	Marek Malinowski
9 July 2009	Sławomir Jankiewicz	Member of the Management Board	Sławomir Jankiewicz