

D R A F T

Resolution No. 1

**of the Extraordinary General Meeting of Shareholders of:
ENEA Spółka Akcyjna with its registered office in Poznań
held on 31 July 2009**

Concerning: election of the Chairman of the Extraordinary General Meeting of Shareholders

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

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

D R A F T

Resolution No. 2

**of the Extraordinary General Meeting of Shareholders of:
ENEA Spółka Akcyjna with its registered office in Poznań
held on 31 July 2009**

Concerning: acceptance of the agenda of the Extraordinary General Meeting of Shareholders

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

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

D R A F T

Resolution No. 3

of the Extraordinary General Meeting of Shareholders of: ENEA Spółka Akcyjna with its registered office in Poznań held on 31 July 2009

Concerning: an amendment of the Statute of ENEA S.A.

Acting pursuant to Article 430 par. 1 of the Commercial Companies Code, after familiarising itself with the opinion of the Supervisory Board of ENEA S.A. presented in Resolution No. 64/VI/2009 of 27 June 2009 in the matter in question, the General Meeting of ENEA S.A. consents to the amendment of the Statute of ENEA S.A.:

1. In Article 5:

- a) The wording of pt. 34 is changed and the words: "Other financial intermediation, not elsewhere classified (65.23.Z)", are replaced by the words: "Other forms of granting credit (64.92.Z)"
- b) Pt. 51 is added with the following content: "Other financial services activity, not elsewhere classified, excluding pension insurance and pension funds (64.99.Z)"

2. Par. 5 with the following content is added to Article 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 simultaneously,
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, whilst the adoption of a resolution according to this procedure requires 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."

This 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 votes in favour, votes against and abstentions.