

Acting under Article 38 par. 1 pt. 1 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information disclosed by issuers of securities [...], the Management Board of ENEA S.A. (the "Company"), acting under Article 398, Article 399 par. 1 in conjunction with Article 402<sup>2</sup> par. 1 and 2 of the Commercial Companies Code and Article 29 of the Company's Statute, convenes an Extraordinary General Meeting of Shareholders of ENEA S.A. with its registered office in Poznań, to be held at 11.00 am on 17 September 2009 at the Polonia Palace Hotel, Al. Jerozolimskie 45, 00-692 Warsaw.

Agenda:

1. Opening of the Extraordinary General Meeting of Shareholders;
2. Election of the Chairman of the Extraordinary General Meeting of Shareholders;
3. Confirming that the Extraordinary General Meeting of Shareholders was convened properly and is able to adopt resolutions;
4. Approval of the agenda;
5. Changes in the composition of the Supervisory Board of ENEA S.A.;
6. Adoption of a resolution on the election of a member of the Supervisory Board who satisfies the requirements set out in Article 22 par. 5 of the Company's Statute;
7. Closing the meeting.

Right to participate in the shareholders meeting.

Under Article 406<sup>1</sup> par. 1 of the Commercial Companies Code, persons who are shareholders of the Company sixteen days before the date of the Extraordinary General Meeting of Shareholders (the date of registering participation in the shareholders meeting), i.e. as of 1 September 2009, have the right to participate in its shareholders meeting.

In order to ensure that it can participate in the Extraordinary General Meeting of Shareholders, a shareholder entitled under dematerialised bearer shares should demand – not earlier than after the announcement of the convocation of the Extraordinary General Meeting of Shareholders, i.e. not earlier than on 21 August 2009, and not later than the first weekday after the date of registering participation, i.e. 2 September 2009 – that the entity conducting its securities account provide it with a named certificate confirming its right to participate in the Extraordinary General Meeting of Shareholders of ENEA S.A. Certificates on the right to participate in the Extraordinary General Meeting of Shareholders will be the basis for drawing up the lists delivered to the entity maintaining the deposit of securities in accordance with the provisions of law on trading in financial instruments.

The list of shareholders authorised to participate in the Extraordinary General Meeting of Shareholders will be displayed in the Company's registered office at ul. Nowowiejskiego 11, Poznań, three weekdays before the date of the Meeting, i.e. on 14, 15 and 16 September 2009 from 9.00 am to 3.00 pm in room 203. A shareholder can request that the list of shareholders be set to it free of charge by e-mail, stating the address to which the list should be sent. That request can be submitted in electronic form to the Company's e-mail address: wz@enea.pl.

The right of a proxy to participate in the Extraordinary General Meeting of Shareholders

A shareholder can participate in the Extraordinary General Meeting of Shareholders of ENEA S.A. and exercise its voting rights either personally or through a proxy. The representatives of

legal persons should produce current extracts from the relevant registers specifying the persons authorised to represent those entities.

The proxy exercises all the shareholder's rights at the Extraordinary General Meeting of Shareholders of ENEA S.A., unless the power of attorney provides otherwise. The proxy can grant a further power of attorney if the power of attorney provides for such a power. The proxy can represent more than one shareholder and vote differently on the basis of the shares of each shareholder. Such shareholder as holds shares credited to more than one securities account can appoint separate proxies to exercise the rights under the shares credited to each account.

A power of attorney to participate in the Extraordinary General Meeting of Shareholders of ENEA S.A. and exercise voting rights must be granted in writing or in electronic form. From the date when this announcement is published, the Company will make a form available on its website for downloading containing a specimen power of attorney in electronic form. The Company should be notified of a power of attorney having been granted in electronic form using an electronic means of communication. Together with the notification of a power of attorney having been granted in electronic form, the shareholder should submit a scan of the power of attorney granted and a scan of the identity card, passport or other document identifying the shareholder as the principal and the appointed proxy. Where a power of attorney is granted by a legal person (in the meaning of Article 33<sup>1</sup> of the Polish Civil Code) or organisational unit (in the meaning of Article 33<sup>1</sup> of the Polish Civil Code), the shareholder as the principal should also submit a scan of an extract from the register in which it is registered. If the proxy is a legal person or an organisational unit, in the meaning of Article 33<sup>1</sup> of the Polish Civil Code, the shareholder as the principal should also submit a scan of an extract from the register in which the proxy is registered.

Documents sent electronically which have not been drawn up in Polish should be translated into Polish by a certified translator. All the above-mentioned documents should be sent to the e-mail address [wz@enea.pl](mailto:wz@enea.pl). A shareholder submitting a notification of a power of attorney having been granted should at the same time submit an e-mail address to the Company through which the Company will be able to communicate with the shareholder and its proxy. Verification could involve a return question communicated by telephone or electronically to the shareholder or proxy in order to confirm that the power of attorney has been granted.

The principles relating to notifying a power of attorney and identifying the proxy and principal are applicable as appropriate to notifying the Company of the revocation of a power of attorney.

A notification of a power of attorney having been granted or revoked will not give rise to any legal consequences with respect to the Company unless the requirements specified above are complied with.

The shareholder will be responsible for selecting the manner of appointing its proxy and the Company will not be responsible for any errors in filling in the power of attorney form or for the actions of persons using powers of attorney. Submitting the above-mentioned documents electronically will not release the proxy from the obligation to produce documents confirming his identity when the attendance list of persons entitled to participate in the Extraordinary General Meeting of Shareholders of ENEA S.A. is being drawn up.

## Shareholders' rights

A shareholder or shareholders of the Company representing at least one twelfth of the share capital have the right to demand that particular matters be included on the agenda of the Extraordinary General Meeting of Shareholders of ENEA S.A. Such a request, containing a justification or a draft resolution relating to the proposed item of the agenda, should be submitted to the Management Board of ENEA S.A. not later than 21 days before the scheduled time of the meeting, i.e. by 27 August 2009. The request can be submitted in electronic form to the Company's e-mail address: [wz@enea.pl](mailto:wz@enea.pl), or in writing to: *Zarząd ENEA S.A., ul. Nowowiejskiego 11, 60-967 Poznań.*

A shareholder or shareholders of the Company representing at least one twelfth of the share capital can, before the scheduled time of the Extraordinary General Meeting of Shareholders of ENEA S.A., submit drafts of resolutions concerning the matters included on the agenda of meeting or matters which are to be included on the agenda. This submission can be carried out in electronic form to the Company's e-mail address: [wz@enea.pl](mailto:wz@enea.pl), or in writing to: *Zarząd ENEA S.A., ul. Nowowiejskiego 11, 60-967 Poznań.*

During the Extraordinary General Meeting of Shareholders, any shareholder can submit draft resolutions relating to matters included on the agenda. Those drafts should be presented in Polish.

## Electronic communication

Because the Company's Statute does not allow the possibility of participating in speaking at the Extraordinary General Meeting of Shareholders using means of electronic communication, the Management Board informs that it will not be possible to use that form of participating in and voting at the EGMS. The Management Board of ENEA S.A. also confirms that voting by correspondence is not permitted, for analogous reasons.

## Access to documentation

The full text of the documentation which is to be presented to the Extraordinary General Meeting of Shareholders, together with draft resolutions, will be made available on the Company's website from the date when the Extraordinary General Meeting of Shareholders is convened. Comments of the Management Board or the Supervisory Board of ENEA S.A. on the matters included on the agenda of the Extraordinary General Meeting of Shareholders or matters which are to be included on the agenda of before the scheduled time of the meeting will be made available on the Company's website immediately after they have been drawn up.

Information on the Extraordinary General Meeting of Shareholders is available on the website [www.enea.pl](http://www.enea.pl) in the Investor Relations tab.