

The Management Board of ENEA S.A. (the "Company"), on the basis of Article 398, Article 399 par. 1 read together with Article 402² of the Commercial Companies Code and Clause 29 of the Company's Statute, convenes, on 26 March 2010, at 11 a.m., an Extraordinary General Meeting of Shareholders of the company ENEA S.A. with its registered office in Poznan. 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. Adoption of the agenda
5. Changes to the composition of the Supervisory Board of ENEA S.A.
6. Adoption of a resolution on the election of a Supervisory Board member who satisfies the requirements laid down in Article 22 par. 5 of the Company's Statute.
7. Close of the meeting

Entitlement to take part in the General Meeting of Shareholders

Pursuant to Article 406¹ 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 day of registration of participation in the General Meeting of Shareholders), i.e. on 10 March 2010, have the right to participate in the General Meeting of Shareholders of the Company.

To ensure participation in the Extraordinary General Meeting of Shareholders, a shareholder authorised under dematerialised bearer shares should request – not earlier than after the announcement of convening the Extraordinary General Meeting of Shareholders, i.e. not earlier than on 26 February 2010, and not later than on the first weekday after the day of registering the participation, i.e. not later than on 11 March 2010 – from the entity keeping the securities account, the issuance of a personal certificate concerning the right to participate in the Extraordinary General Meeting of Shareholders of ENEA S.A. Certificates concerning the right to participate in the Extraordinary General Meeting of Shareholders will form the basis for preparing lists sent to the entity at which the securities are deposited in accordance with the regulations on trading in financial instruments.

The list of shareholders authorised to participate in the Extraordinary General Meeting of Shareholders will be displayed at the registered office of the Company in Poznań, ul. Nowowiejskiego 11, for three weekdays before the day on which the Meeting is held, i.e. on 23, 24 and 25 March 2010 between 9 a.m. and 3 p.m. in Room 203. A shareholder can ask to have the list of shareholders sent to him or her free of charge by e-mail, stating the address to which it should be sent. This request can be sent electronically to the Company's e-mail address: wz@enea.pl

Entitlement to take participate in the General Meeting of Shareholders via a proxy.

A shareholder may participate in the Extraordinary General Meeting of Shareholders of ENEA S.A. and exercise voting rights in person or by proxy. Proxies of legal persons must present current copies of appropriate registers that list the persons entitled to represent these entities.

A proxy may exercise all of the shareholder's rights at the Extraordinary General Meeting of Shareholders of ENEA S.A., unless the proxy form states otherwise. A proxy may grant further proxies, if so entitled by the proxy form. A proxy may represent more than one shareholder and vote differently under the shares of each of those shareholders. A shareholder who has shares recorded on more than one securities account will be able to establish separate proxies to execute rights attached to the shares on each of these accounts.

A proxy form authorising participation in the Extraordinary General Meeting of Shareholders of ENEA S.A. and the exercising of voting rights must be granted in writing or in electronic form. From the date of publication of this announcement on its website, the Company will provide, for download, a form containing a specimen electronic proxy form. The Company must be notified by means of electronic communication regarding the granting of a proxy in electronic form. A shareholder must send, together with the notice regarding the granting of a proxy, a scan of the proxy form and a scan of the ID card, passport or other document making it possible to identify the shareholder as the principal and to identify the proxy. If the proxy is granted by a legal person (within the meaning of Article 33 of the Civil Code) or an organisational unit (within the meaning of Article 33¹ of the Civil Code), the shareholder as the principal must also send a scan of an extract from the register in which the principal is registered. If the proxy is a legal person or organisational unit within the meaning of Article 33¹ of the Civil Code, the shareholder as the principal must also send a scan of an extract from the register in which the principal is registered. Documents provided by electronic means that have not been prepared in Polish must be translated into Polish by a sworn translator. All the above documents should be sent to the following e-mail address: wz@enea.pl. A shareholder who sends a notification of the granting of a proxy must also provide the Company with an e-mail address where the Company can communicate with the Shareholder and his proxy. The Company may take appropriate steps to identify the shareholder and the proxy. Verification may in particular consist of a request for confirmation by telephone or email from the shareholder and proxy in order to confirm the granting of the proxy.

The principles for notices regarding proxies and the identification of proxies and principals apply accordingly to notifying the Company regarding the cancellation of a proxy. Notices regarding the granting and cancellation of proxies that do not conform to the requirements indicated above will not produce legal consequences with regard to the Company.

The choice of the method of granting a proxy is up to the shareholder, and the Company will bear no liability for errors in filling out the proxy form or the actions of persons acting pursuant to proxy forms. The provision of the above documents by electronic means does not waive the obligation for the proxy to present, during the preparation of the attendance list of persons authorised to participate in the Extraordinary General Meeting of Shareholders of ENEA S.A., documents allowing him/her to be identified.

Shareholders' entitlements.

A shareholder or shareholders representing at least one twentieth of the share capital can request the inclusion of specific items on the agenda of the Extraordinary General Meeting of Shareholders of ENEA S.A. Such a request, containing an explanation or the draft of a resolution on the proposed item on the agenda, should be submitted to the Management Board of ENEA S.A. no later than 21 days before the scheduled date of the Meeting, i.e. by 4 March 2010. This request can be sent electronically to the Company's e-mail address at wz@enea.pl or in written form to :Zarząd ENEA S.A., ul. Nowowiejskiego 11, 60-967 Poznań.

A shareholder or shareholders of the Company representing at least one twentieth of the share capital can announce draft resolutions concerning items placed on the agenda of the Extraordinary General Meeting of Shareholders or items which are to be placed on the

agenda, before the date of the Extraordinary General Meeting of Shareholders of ENEA S.A. This request can be sent electronically to the Company's e-mail address at wz@enea.pl or in written form to :Zarząd ENEA S.A., ul. Nowowiejskiego 11, 60-967 Poznań.

During the Extraordinary General Meeting of Shareholders each shareholder may submit draft resolutions regarding matters placed on the agenda. These drafts should be submitted in Polish.

Electronic communications.

In view of the fact that the Company's Statute does not permit participation in or the delivery of speeches at an Extraordinary General Meeting of Shareholders via electronic communications channels, the Management Board announces that participation in and voting at the Meeting via such channels is not possible. The Management Board of ENEA S.A. also announces that for similar reasons it is not possible to submit votes by post.

Access to documentation.

The full text of the documentation to be presented at the Extraordinary General Meeting of Shareholders together with draft resolutions will be published on the Company's website from the day on which the Extraordinary General Meeting of Shareholders is announced. Comments by the Management Board and Supervisory Board of ENEA S.A. regarding matters placed on the agenda of the Extraordinary General Meeting of Shareholders or matters that are to be placed on the agenda before the date of the meeting will be available on the Company's website without delay after they have been prepared.

Information regarding the Extraordinary General Meeting of Shareholders is available at www.enea.pl under the Investor Relations tab.