

DRAFT

**RESOLUTION No....
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
held on 28 May 2010
on electing the Chairman of the Extraordinary General Meeting of Shareholders**

Acting pursuant to Article 409 par. 1 of the Commercial Companies Code, and Clause 29 par. 5 of the Company's Statute, the Extraordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 1

The Extraordinary General Meeting of Shareholders of ENEA S.A. elects Mr/Ms as Chairman of the Extraordinary General Meeting of Shareholders.

§ 2

This resolution comes into effect from the moment it is adopted.

Total number of votes cast:
Number of votes "for":
Number of votes "against":
Number of abstentions:

This resolution will be adopted in a secret ballot.

DRAFT

**RESOLUTION No....
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
held on 28 May 2010
on adopting the agenda of the Extraordinary General Meeting of Shareholders**

The Extraordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 1

The Extraordinary General Meeting of Shareholders of ENEA S.A. accepts the following agenda:

1. Opening of the General Meeting of Shareholders.
2. Election of the Chairman of the General Meeting of Shareholders.
3. Determining that the General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution establishing the amount of remuneration of the President of the Management Board of ENEA S.A.
6. Adoption of a resolution on granting the President of the Management Board of ENEA S.A. an additional consideration.
7. Closing of the General Meeting of Shareholders.

§ 2

This resolution comes into effect from the moment it is adopted.

Total number of votes cast:
Number of votes "for":
Number of votes "against":
Number of abstentions:

This resolution will be adopted in open voting.

DRAFT

**RESOLUTION No....
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
held on 28 May 2010**

**on establishing the amount of remuneration of the President of the Management Board
of ENEA S.A.**

The Extraordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 1

1. Pursuant to Article 6 par. 2 of the Act on the Remuneration of Persons Managing Certain Legal Entities, the Extraordinary General Meeting of Shareholders of ENEA S.A. determines the amount of the monthly remuneration of the President of the Management Board of ENEA S.A. as being six times the average monthly remuneration in the enterprise section, net of payments of bonuses from profits in the fourth quarter of the previous year, as published by the President of the Central Statistical Office.
2. The amount of remuneration determined applies as of 23 April 2010.

§ 2

This resolution comes into effect from the moment it is adopted.

Total number of votes cast:
Number of votes "for":
Number of votes "against":
Number of abstentions:

This resolution was adopted in a secret ballot.

Justification:

In connection with the appointment of the Management Board for the 7th term, pursuant to Article 6 par. 2 of the Act on the Remuneration of Persons Managing Certain Legal Entities, the General Meeting of Shareholders should determine the amount of remuneration of the President of the Management Board of the Company.

DRAFT

**RESOLUTION No....
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
held on 28 May 2010**

**on granting the President of the Management Board of ENEA S.A. an additional
consideration**

The Extraordinary General Meeting of Shareholders of ENEA S.A. resolves as follows:

§ 1

Acting pursuant to Clause 3 par. 1 pt. 1 of the Regulation of the President of the Council of Ministers of 21 March 2003 on a detailed list of additional considerations which can be granted to persons directing some legal entities and the procedure according to which they are granted (Journal of Laws No. 14 item 139), the Extraordinary General Meeting of Shareholders of ENEA S.A., in connection with the motion of the Supervisory Board of the Company of 6 November 2009, grants the President of the Management Board of the Company, Mr Maciej Owczarek, an additional consideration in the form of the return of part of the costs of using an apartment, in the amount of 99 per cent, for the period from 1 July 2009 to 7 January 2010.

§ 2

This resolution comes into effect from the moment it is adopted.

Total number of votes cast:
Number of votes "for":
Number of votes "against":
Number of abstentions:

This resolution was adopted in a secret ballot.

Justification:

In connection with the appointment of the Management Board for the 7th term, pursuant to Article 6 par. 2 of the Act on the Remuneration of Persons Managing Certain Legal Entities, the General Meeting of Shareholders should determine the amount of remuneration of the President of the Management Board of the Company.