

Acting pursuant to Article 399 item 1 read together with Article 402<sup>2</sup> of the Commercial Companies Code and Article 29 item 1 of the Company's Statute, the Management Board of ENEA S.A. (the "Company") convenes the Extraordinary General Meeting of Shareholders of ENEA S.A. with its registered office in Poznan on 10 November 2011 at 11:00 a.m. The Extraordinary General Meeting of Shareholders will take place by Rondo ONZ 1 in Warsaw (Dago Centrum, room 3, floor II).

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 on nomination to the Supervisory Board of ENEA S.A. of a candidate elected by the Company's employees.
6. Closing of the General Meeting of Shareholders.

### **Entitlement to take part in the General Meeting of Shareholders.**

Pursuant to Article 406<sup>1</sup> item 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 25 October 2011, 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 and not later than on the first weekday after the day of registering participation, i.e. not later than on 26 October 2011 - 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 Poznan at ul. Nowowiejskiego 11 for three weekdays before the day on which the Meeting is held, i.e. on 7-9 November 2011, between 8:00 a.m. and 3:00 p.m. in Room 203. A shareholder may request 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 may be submitted in electronic form to the e-mail address of the Company: [wz@enea.pl](mailto: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 those 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. Together with the notification regarding the granting of a proxy in electronic form, a shareholder sends a scan of the proxy granted, a scan of a personal identity card, passport or other document enabling the shareholder to be identified as the principal and 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 33<sup>1</sup> 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 an organisational unit (within the meaning of Article 33<sup>1</sup> 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 e-mail address [wz@enea.pl](mailto:wz@enea.pl).

A shareholder who sends a notification on the granting of a proxy must also provide the Company with an e-mail address at which the Company can communicate with the shareholder and the 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 to the shareholder and the 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 release the proxy from the obligation to present documents allowing him/her to be identified during the preparation of the attendance list of persons authorised to participate in the Extraordinary General Meeting of Shareholders of ENEA S.A.

### **Rights of shareholders.**

A shareholder or shareholders of the Company who represent at least one twentieth of the share capital are entitled to request that specific items be placed on the agenda of the Extraordinary General Meeting of Shareholders of ENEA S.A. Such a request, containing a justification or draft resolution concerning a proposed item of the agenda, should be submitted to the Management Board of ENEA S.A. not later than 21 days before the date of the Meeting. The request may be submitted electronically to the Company's e-mail address: [wz@enea.pl](mailto:wz@enea.pl), or in writing to the following address: The Management Board of ENEA S.A., ul. Nowowiejskiego 11, 60-967 Poznan.

A shareholder or shareholders of the Company representing at least one twentieth of the share capital may submit 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. Such a submission can be made electronically to the Company's e-mail address: wz@enea.pl, or in writing to the following address: The Management Board of ENEA S.A., ul. Nowowiejskiego 11, 60-967 Poznan.

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.**

As the Company's Statute does not allow participation and making statements during the Extraordinary General Meeting of Shareholders by means of electronic communication, the Management Board would like to announce that it will not be possible to participate or to vote at the Extraordinary General Meeting of Shareholders in this manner. 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 made available on the Company's website promptly after they have been prepared. Information regarding the Extraordinary General Meeting of Shareholders is available at [www.enea.pl](http://www.enea.pl) under the Investor Relations tab.