

**The resolutions adopted by the Extraordinary General Meeting of
Shareholders of ENEA S.A. on 5 December 2011**

Resolution No. 1

of the Extraordinary General Meeting of Shareholders of the Company

ENEA Spolka Akcyjna having its registered office in Poznan

dated 05.12.2011

**regarding selection of the Chairman of the Extraordinary General Meeting of
Shareholders**

Acting under Article 409 § 1 of the Commercial Companies Code and § 29 item 5 of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. resolves as follows:

§ 1.

The Extraordinary General Meeting of Shareholders of ENEA S.A. hereby appoints Ms. Anna Irena Kowalik the Chairman of the Extraordinary General Meeting of Shareholders.

§ 2.

The Resolution enters into force when adopted.

The following number of votes were cast in secret balloting:

Total number of shares from which valid votes were cast – 240.424.903

The share of the aforementioned shares in the share capital of ENEA S.A. – 54.46 per cent

Total number of valid votes – 240.424.903

Number of votes „for” – 240.424.903

Number of votes „against” – 0

Number of votes „abstained” – 0

The person opening the Meeting stated that above resolution was adopted by a 100 per cent majority of votes.

Resolution No. 2
of the Extraordinary General Meeting of Shareholders of the Company
ENEA Spolka Akcyjna having its registered office in Poznan
dated 05.12.2011
regarding adoption of the agenda of the Extraordinary Meeting of Shareholders

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

§ 1.

The Extraordinary General Meeting of Shareholders of ENEA SA having its registered office in Poznan accepts the agenda of the Extraordinary General Meeting of Shareholders proposed by the Management Board in the announcement convening of the Company's the Extraordinary General Meeting of Shareholders.

§ 2.

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast – 240.424.903

The share of the aforementioned shares in the share capital of ENEA S.A. – 54.46 per cent

Total number of valid votes – 240.424.903

Number of votes „for” – 240.424.903

Number of votes „against” – 0

Number of votes „abstained” – 0

The Meeting Chairman stated that above resolution was adopted by a 100 per cent majority of votes.

On consideration of item 5 of the adopted agenda a voting took place over a resolution concerning appointment to the Supervisory Board of ENEA S.A. of a candidate selected by the Company's employees. The resolution on this matter was not adopted. On closing of the

voting over the aforementioned resolution one of the Shareholders who voted 'for' the adoption of the resolution requested recording of an objection. The Chairman of the Extraordinary General Meeting of Shareholders stated that such an objection would be inconsistent with the Commercial Companies Code.