

**DRAFT**

**RESOLUTION No. 1  
of the Extraordinary General Meeting of Shareholders of  
ENEA Spółka Akcyjna with its registered office in Poznan  
held on 5 December 2011  
on electing the Chairman of the Extraordinary General Meeting of Shareholders**

Acting pursuant to Article 409 item 1 of the Commercial Companies Code, and Clause 29 item 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. 2**  
**of the Extraordinary General Meeting of Shareholders of**  
**ENEA Spółka Akcyjna with its registered office in Poznan**  
**held on 5 December 2011**

**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. with its registered office in Poznan accepts the agenda of the Extraordinary General Meeting of Shareholders proposed by the Board in the announcement of convening of the Extraordinary General Meeting of Shareholders of the Company.

**§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 an open voting.

**DRAFT**

**RESOLUTION No. 3  
of the Extraordinary General Meeting of Shareholders of  
ENEA Spółka Akcyjna with its registered office in Poznan  
held on 5 December 2011**

**on nomination of a Member of the Supervisory Board of ENEA S.A.**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code, and § 33 item 1 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. appoints Mr. Sławomir Brzeziński to the composition of the Supervisory Board of ENEA S.A. for the VII common term.

**§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.

**JUSTIFICATION**

In relation to the expiry of the term in result of death of the member of the Supervisory Board of ENEA S.A. a necessity appeared to conduct complementary election of a member of the Supervisory Board who is elected by the Company's employees. As a result of the complementary election conducted on 3 October 2011 a candidate was elected a Member of the Supervisory Board in the person of Mr. Sławomir Brzeziński.