

D R A F T

RESOLUTION No....
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
held on 29 September 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:

Article 1

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

Article 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 29 September 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:

Article 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 on amending the Statute of ENEA S.A.
6. Adoption of a resolution on overturning a resolution of the General Meeting of Shareholders of the legal predecessor of ENEA S.A., Energetyka Poznańska S.A., of 23 August 2000 adopting in the Company the Rules for Paying Remuneration to Members of the Management Board.
7. Adoption of a resolution concerning the disposal of a branch of the company.
8. Closing of the General Meeting of Shareholders.

Article 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.

D R A F T

RESOLUTION No.... of the Extraordinary General Meeting of Shareholders of ENEA S.A. held on 29 September 2010 on adopting amendments to the Statute of ENEA S.A.

Acting on the basis of Article 430 par. 1 of the Commercial Companies Code, having familiarised itself with the opinion of the Supervisory Board of ENEA S.A. set out in Resolution No. 87/VII/2010 of 26 August 2010 in the matter in question:

Article 1

The General Meeting of Shareholders of ENEA S.A. amends the Statute of ENEA S.A. such that
in Article 20 par. 4:

1. in Item 4 the words: "electricity generated from renewable sources" is replaced with the words "in particular certificates of origin of electricity generated from renewable energy sources, in cogeneration or from agricultural biogas";
2. the existing Items 5 and 6 are deleted;
3. the number of the existing Item 7 is changed to Item 5.

Article 2

The General Meeting of Shareholders approves the uniform text of the Statute of ENEA S.A. according to the text appended to this resolution.

Article 3

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.

Justification

In view of the steadily increasing number of types of certificates of origin, the decision was made to include a provision in the Company's Statute in the form of an open catalogue allowing newly introduced certificates of origin to be sold or purchased without the consent of the Company's Supervisory Board. The provision of the Statute being thus worded will protect the Company from the need to make amendments to the Statute whenever further obligations are introduced to purchase and submit for cancellation new types of certificates of origin.

D R A F T

RESOLUTION No....

**of the Extraordinary General Meeting of Shareholders of ENEA S.A.
held on 29 September 2010**

**on overturning the resolution of the General Meeting of Shareholders of the legal
predecessor of ENEA S.A., Energetyka Poznańska S.A., of 23 August 2000 adopting in
the Company the Rules for Paying Remuneration to Members of the Management
Board**

Acting on the basis of Article 393 of the Commercial Companies Code, having familiarised itself with the opinion of the Supervisory Board of ENEA S.A. set out in Resolution No. 86/VII/2010 of 26 August 2010 in the matter in question:

Article 1

The General Meeting of Shareholders of ENEA S.A. overturns Resolution No. 1 of the General Meeting of Shareholders of the legal predecessor of ENEA S.A., Energetyka Poznańska S.A., of 23 August 2000 adopting in the Company the Rules for Paying Remuneration to Members of the Management Board.

Article 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.

Justification

In view of the ongoing process of privatisation of the Company and the intention of the current majority shareholder, the State Treasury, to sell a block of 51 per cent of the shares in the share capital of ENEA S.A., it is justified to overturn internal regulations of the Company which will become out-of-date upon the completion of the privatisation process. Such regulations are the Rules for Paying Remuneration to Members of the Management Board adopted on 23 August 2000 by Resolution No. 1 of the Extraordinary General Meeting of Shareholders of Energetyka Poznańska S.A. (the legal predecessor of ENEA S.A.). Those regulations were introduced into the Company after the "Chimney Act" came into force, the provisions of which relate to the payment of remuneration to members of the supervisory and management boards of companies in which the State Treasury holds a majority interest. In view of the above-mentioned privatisation process, at the moment when the State Treasury ceases to hold more than 51 per cent of the shares in the share capital of ENEA S.A., the Company will cease to be bound by the provisions of the "Chimney Act". The earlier overturning of the Rules for Paying Remuneration to Members of the Management Board, which are internal regulations and are secondary with respect to the generally applicable provisions of law, will not create a situation which is contrary to applicable laws.

D R A F T

RESOLUTION No.... of the Extraordinary General Meeting of Shareholders of ENEA S.A. held on 29 September 2010 on the disposal of a branch of the company

Acting on the basis of Article 393 par. 3 of the Commercial Companies Code and Article 32 par. 2 pt. 4 of the Company's Statute, having familiarised itself with the opinion of the Supervisory Board of ENEA S.A. set out in Resolution No. 84/VII/2010 of 26 August 2010 in the matter in question:

Article 1

The General Meeting of Shareholders of ENEA S.A. consents to the disposal of a branch of ENEA S.A. named ENEA S.A. Oddział Elektrownia Biogazowa Liszkowo, for the amount of PLN 26,000,000 (twenty-six million zlotys), by the contribution of that branch as an in-kind contribution to Elektrownie Wodne Sp. z o.o. with its registered office in Samociążek.

Article 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.

Justification

The disposal of the branch of ENEA S.A. named ENEA S.A. Oddział Elektrownia Biogazowa Liszkowo represents the fulfilment of an adopted concept for the creation in the ENEA Capital Group of a powerful, specialised company engaged in renewable energy sources.