

**DRAFT**

**Resolution No. 1**

**of the Extraordinary General Meeting of Shareholders of the Company  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 19.12.2012**

**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 Mr./Ms.  
.....  
the Chairman of the Extraordinary General Meeting.

**§ 2**

The Resolution enters into force when adopted.

Total of cast votes	:.....
Votes "for"	: ....
Votes "against"	: ....
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**DRAFT**

**Resolution No. 2**

**of the Extraordinary General Meeting of Shareholders of the Company  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 19.12.2012**

**regarding adoption of the agenda of the Extraordinary Meeting of Shareholders**

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

**§ 1**

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

**§ 2**

The Resolution enters into force when adopted.

Total of cast votes	:.....
Votes "for"	: ....
Votes "against"	: ....
Votes "abstained"	: ....

The Resolution shall be adopted in open voting.

**DRAFT**

**Resolution No. 3**

**of the Extraordinary General Meeting of Shareholders of the Company  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 19.12.2012**

**regarding a consent to the sale of the shares of Elektrownie Wodne Spółka z ograniczoną odpowiedzialnością**

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

**§ 1**

The Extraordinary General Meeting of Shareholders of ENEA Spółka Akcyjna ("ENEA") with its registered office in Poznań, acting pursuant to Art. 18 item 2(3) of the Act of 30 August 1996 on the commercialisation and privatisation ("CPA") read together with Art. 18 item 3 of CPA, hereby grants its consent to the sale of the shares which ENEA holds in Elektrownie Wodne Spółka z ograniczoną odpowiedzialnością seated in Samociażek, i.e. 479,780 (say: four hundred and seventy nine thousand seven hundred and eighty) equal and undivided shares of the nominal value of PLN 500 (say: five hundred) each, i.e. of the total nominal value of PLN 239,890,000.00 (say: two hundred and thirty nine million eight hundred and ninety thousand 00/100) - through the contribution of these shares as a contribution in kind to ENEA Wytwarzanie Spółka Akcyjna with its registered office in Świerże Górne ("Company") in consideration for the subscription by ENEA S.A. for new shares in the raised share capital of the Company (conditions and mode of share sale).

**§ 2**

The Resolution enters into force when adopted.

Number of votes cast :  
votes "for" :  
votes "against" :  
votes "abstained" :

The Resolution shall be adopted in open voting.

**Justification**

In relation to the integration of the area of generation of electricity in the ENEA Capital Group ENEA intends to:

1. subscribe for the shares in the raised share capital of ENEA Wytwarzanie S.A.;
2. sell all the shares (stock) held in the following companies: Elektrociepłownia Białystok S.A. (1,844,199 shares of the nominal value of PLN 10 each), Elektrownie Wodne Sp. z o.o. (479,780 shares of the nominal value of PLN 500 each), Przedsiębiorstwo Energetyki Cieplnej Sp. z o.o. (9,742 shares of the nominal value of PLN 500 each), Miejska Energetyka Ciepła Piła Sp. z o.o. (18,657 shares of the nominal value of PLN 1,000 each), Dobitt Energia Sp. z o.o. (18,350 shares of the nominal value of PLN 500 each), Windfarm Polska Sp. z o.o. (50 shares of the nominal value of PLN 1,000 each), and the receivables of ENEA from Windfarm Polska Sp. z o.o. - through their contribution in kind to the Company in return for the shares taken up in the raised share capital of ENEA Wytwarzanie S.A.

Pursuant to Art. 18 item 2 of the Act of 30 August 1996 on commercialisation and privatisation (Dz.U.02.171.1397 uniform text, as amended) (further on: CPA) in the company established as a result of the commercialisation in which over the half of the total number of shares belongs to the State Treasury, the activities consisting in the subscription for or purchase of shares of another

company, and also the sale of shares purchased or subscribed for in another company requires the consent of the general meeting of shareholders.

Pursuant to Art. 18 item 4 of the aforementioned Act a statute may determine the conditions subject to which the performance of the above actions does not require any consent of a general meeting of shareholders. § 36 of the Statute of ENEA S.A. contains relevant provisions within the said scope except for the situation where ENEA S.A. intends to sell the shares or stock of another company when their nominal value exceeds EUR 5,000,000 and they are not shares or stock of any Significant Subsidiary of ENEA S.A.

Pursuant to § 36 item 2(c) of the Statute of ENEA S.A. - sale or charging of the purchased or taken up shares (stock) of another company, if their nominal value does not exceed EUR 5,000,000, does not require any consent of a general meeting of ENEA S.A., and additionally in accordance with § 36 item 1, read together with § 20 item 3(14) of the Statute of ENEA S.A. the sale or charging of the shares or stock of Significant Subsidiaries does not require any consent of a general meeting, but must be approved by the Supervisory Board.

In the light of the above, pursuant to Art. 18 item 2(3) of CPA read together with Art. 18 item 3 of CPA the consent of the General Meeting must be given to the sale of shares of Elektrownie Wodne Sp. z o.o., since the total nominal value of the sold shares amounts to PLN 239,890,000.00 (say: two hundred and thirty nine million eight hundred and ninety thousand 00/100).