

**The resolutions adopted by the Extraordinary General Meeting
of Shareholders of ENEA S.A.
on 19 December 2012**

Resolution No. 1

**of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 19 December 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 Ms. Monika Macewicz the Chairperson 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	- 260,198,689
The share of the aforementioned shares in the share capital of ENEA S.A.	- 58.94%
Total number of valid votes.....	- 260,198,689
Votes "for".....	- 260,126,123
Votes "against".....	- 0
Votes "abstained".....	- 72,566

Resolution No. 2
of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 19 December 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 the Company's Extraordinary General Meeting of Shareholders in the wording published on the Company's website on 30 November 2012.

§ 2

The Resolution enters into force when adopted.

The following number of votes were cast in open voting:

Total number of shares from which valid votes were cast	- 260,198,689
The share of the aforementioned shares in the share capital of ENEA S.A.	- 58.94%
Total number of valid votes.....	- 260,198,689
Votes "for"	- 260,126,123
Votes "against"	- 0
Votes "abstained"	- 72,566

Resolution No. 3

**of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 19 December 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 Samociążek, 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.

The following number of votes were cast in open voting:

Total number of shares from which valid votes were cast	- 260,198,689
The share of the aforementioned shares in the share capital of ENEA S.A.	- 58.94%
Total number of valid votes.....	- 260,198,689
Votes "for".....	- 259,554,038
Votes "against".....	- 424,615
Votes "abstained"	- 220,036

Resolution No. 4

of the Extraordinary General Meeting of Shareholders of the Company: ENEA Spółka Akcyjna having its registered office in Poznań dated 19 December 2012

regarding: amendment to § 22 of the ENEA S.A.'s Statute

Acting pursuant to Art. 430 § 1 and § 5 of the Commercial Companies Code it is resolved as follows:

§ 1

The Statute of ENEA S.A. is amended by giving a new wording to § 22, which is to read as follows:

- 1. The Supervisory Board is composed of 6 to 15 members.*
- 2. Supervisory Board members are appointed for a joint three-year term.*
- 3. Supervisory Board members should meet the requirements prescribed by law.*
- 4. Subject to § 24, the Supervisory Board members are nominated and recalled by the General Meeting.*
- 5. The election of the Chairman of the Supervisory Board is made from among the persons indicated by a shareholder who, as at the date of the adoption of the resolution of the General Meeting implementing such an authorisation, represented the highest share in the share capital of the Company. The Chairman of the Supervisory Board may be recalled from the function exclusively by the General Meeting.*
- 6. A motion for the nomination of the Supervisory Board member is filed to the Management Board, however if the motion is made during a General Meeting whose object is to elect the Supervisory Board, the motion in order to be valid should be made to the Chairman of the General Meeting immediately after his/her appointment, however not later than before the commencement of the voting on the nomination of members of the Supervisory Board. Each of the motions is a subject of a separate voting.*
- 7. The Supervisory Board should be as a minimum composed of one person nominated by the General Meeting from among the persons satisfying the independence criterion specified in the corporate governance rules adopted by the Council of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.).*
- 8. The Supervisory Board member mentioned in item 7 is obliged to submit a written statement to the Company regarding the satisfaction of all the independence criteria*

along with the obligation to immediately inform the Company of ceasing to satisfy the independence criteria.

9. *Failure to nominate the Supervisory Board member as referred to in § 24 or failure to elect by the General Meeting of the Supervisory Board members satisfying the independence criteria mentioned in item 7, or failure to elect the Supervisory Board members mentioned in § 23, and also the expiry of the mandates of these members during the term, shall not constitute any hindrance to adopt valid resolutions by the Supervisory Board.*

§ 2

The Supervisory Board of ENEA S.A. is hereby authorised to determine a uniform text of the amended Statute, pursuant to § 1 of this resolution.

§ 3

The Resolution shall enter into force when passed.

The following number of votes were cast in open voting:

Total number of shares from which valid votes were cast	- 260,198,689
The share of the aforementioned shares in the share capital of ENEA S.A.	- 58.94%
Total number of valid votes.....	- 260,198,689
Votes "for".....	- 238,453,583
Votes "against".....	- 19,364,899
Votes "abstained"	- 2,380,207

Resolution No. 5

**of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 19 December 2012**

regarding: amendment to § 25 of the ENEA S.A.'s Statute

Acting pursuant to Art. 430 § 1 and § 5 of the Commercial Companies Code it is resolved as follows:

§ 1

The Statute of ENEA S.A. is amended by giving a new wording to § 25, which is to read as follows:

- 1. Members of the Supervisory Board during the first meeting shall elect from among the members a Deputy Chairman and Secretary of the Supervisory Board.*
- 2. The Supervisory Board may dismiss the Deputy Chairman and Secretary of the Supervisory Board from their function.*
- 3. Any statements addressed to the Supervisory Board between meetings will be received by the Chairman of the Board, and if this is not possible, by the Deputy Chairman or the Secretary.*

§ 2

The Supervisory Board of ENEA S.A. is hereby authorised to determine a uniform text of the amended Statute, pursuant to § 1 of this resolution.

§ 3

The Resolution shall enter into force when passed.

The following number of votes were cast in open voting:

Total number of shares from which valid votes were cast	- 260,198,689
The share of the aforementioned shares in the share capital of ENEA S.A.	- 58.94%
Total number of valid votes.....	- 260,198,689
Votes "for".....	- 238,453,583
Votes "against".....	- 19,364,899
Votes "abstained"	- 2,380,207