

**Draft resolutions  
of the Ordinary General Meeting of Shareholders of ENEA S.A.  
with its registered office in Poznań  
convened for 24 April 2013**

*Draft resolution to item 2 of the planned agenda*

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

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

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

§1

The Ordinary General Meeting of Shareholders of ENEA S.A hereby appoints Mr./Ms. ....  
the Chairman of the Ordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

***Draft resolution to item 4 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

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

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

**§ 1**

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

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in open voting.

***Draft resolution to item 7 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding approval of the Report of the Management Board on the operations of ENEA S.A.  
in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the *Report of the Management Board on the operations of ENEA S.A. in 2012*.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Acting pursuant to Article 395 § 2(1) of the Commercial Companies Code the competencies of the Ordinary General Meeting of ENEA S.A. include consideration and approval of the Board's report on the operations of the Company for the previous financial year.

With the resolution No. 51/VIII/2013 of 19.03.2013 the Supervisory Board of ENEA S.A. issued a positive opinion on the said Report, stated it is consistent with the books of account, documents and factual findings and recommended its approval to the Ordinary General Meeting.

***Draft resolution to item 8 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding approval of the Non-consolidated financial statement of ENEA S.A.  
for the financial year ending 31 December 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the Non-consolidated financial statement for ENEA S.A. for the financial year ending 31 December 2012 and consisting of:

1. Non-consolidated statement of financial position as at 31.12.2012 showing a balance sheet amount of assets and liabilities equal to PLN 11,647,700 thou. (eleven billion six hundred forty seven thousand and seven hundred zloty);
2. Non-consolidated profit and loss account and other comprehensive income for the period from 01.01.2012 to 31.12.2012 showing a net profit in the amount of PLN 522,680 thou. (five hundred twenty two million six hundred and eighty thousand zloty) and comprehensive income totalling to PLN 503,928 thou. (five hundred and three million nine hundred and twenty eight thousand zloty);
3. Non-consolidated change in equity statement for the financial year from 01.01.2012 to 31.12.2012 showing an increase in equity of PLN 292,036 thou. (two hundred and ninety two million and thirty six thousand zloty);
4. Non-consolidated cash flow statement showing a decrease in cash of PLN 346,209 thou. (three hundred and forty six million and two hundred and nine thousand zloty);
5. Notes to the non-consolidated financial statement covering a description of key applied rules of accounting and other explanatory notes.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Consideration and approval of the Non-consolidated financial statement of ENEA S.A. should take place in execution of statutory obligations of the Company and in particular from Art. 393(1) and 395 § 2(1) of the Commercial Companies Code.

With the resolution No. 48/VIII/2013 of 19.03.2013 the Supervisory Board of ENEA S.A. issued a positive opinion on the consistence of the Statement in all the key aspects and recommended its approval to the Ordinary General Meeting.

***Draft resolution to item 9 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding approval of the Consolidated Financial Statement of the ENEA Capital Group for the  
financial year ending on 31 December 2012**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 395 § 5 of the Commercial Companies Code as well as Article 63c item 4 of the Accounting Act of 29 September 1994, adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the Consolidated financial statement for the ENEA Capital Group for the financial year ending 31 December 2012 and consisting of:

1. Consolidated statement of financial position as at 31.12.2012 showing a balance sheet amount of assets and liabilities equal to PLN 14,710,462 thou. (fourteen billion seven hundred and ten million four hundred and sixty two thousand zloty);
2. Consolidated profit and loss account and other comprehensive income for the period from 01.01.2012 to 31.12.2012 showing a net profit in the amount of PLN 711,609 thou. (seven hundred and eleven million six hundred and nine thousand zloty) and comprehensive income totalling to PLN 670,359 thou. (six hundred and seventy million three hundred and fifty nine thousand zloty);
3. Consolidated change in equity statement for the financial year from 01.01.2012 to 31.12.2012 showing an increase in equity of PLN 458,526 thou. (four hundred and fifty eight million five hundred and twenty six thousand zloty);
4. Consolidated cash flow statement for the period from 01.01.2012 to 31.12.2012 showing a decrease in cash by PLN 122,866 thou. (one hundred and twenty two million eight hundred and sixty six thousand zloty);
5. Notes to consolidated financial statement covering a description of key applied rules of accounting and other explanatory notes.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in open voting.

### **Justification:**

Pursuant to Art. 63c item 4 of the Act of 29 September 1994 on accounting the annual consolidated financial statement is subject to approval by an approving body of the parent company not later than within 6 months of the balance date on which the annual financial statement of the parent company should be prepared. Yet, based on Art. 395 § 5 of the Commercial Companies Code the subject of the ordinary general meeting may be consideration and approval of a financial statement of a capital group in the meaning of the regulations on accounting. In the light of the above the consolidated financial statement of the ENEA Capital Group was submitted to the Ordinary General Meeting of Shareholders.

With the resolution No. 50/VIII/2013 of 19.03.2013 the Supervisory Board of ENEA S.A. issued a positive opinion on the consistence of the Statement with the books of account and documents of the Company and with the factual findings in all the key aspects and recommended its approval to the Ordinary General Meeting.

***Draft resolution to item 10 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding approval of the Report of the Management Board on the operations  
of the ENEA Capital Group in 2012**

The Ordinary General Meeting of Shareholders of ENEA S.A., acting pursuant to Article 395 § 5 of the Commercial Companies Code, adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the *Report of the Management Board on the operations of the ENEA Capital Group during the financial year 2012*.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Based on Art. 395 § 5 of the Commercial Companies Code the subject of a resolution of an Ordinary General Meeting may be matters other than those mentioned in § 2 of this Article. As a result of the fact that ENEA S.A. belongs to the ENEA Capital Group and simultaneously is a company listed on the Warsaw Stock Exchange it is obliged to publish, within annual report, the Board's report from activity of ENEA Capital Group in 2012. Therefore, it is expedient to consider the said report by the Ordinary General Meeting of Shareholders of the Company.

With the resolution No. 56/VIII/2013 of 19.03.2013 the Supervisory Board of ENEA S.A. issued a positive opinion on the said Report, stated it is consistent with the books of account, documents and factual findings and recommended its approval to the Ordinary General Meeting.



**Draft resolution to item 11 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding distribution of net profits from the financial year covering the period of 01.01.2012  
to 31.12.2012.**

Acting pursuant to Article 395 § 2(2) and Article 348 § 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The following distribution of net profit is determined for the period from 01.01.2012 to 31.12.2012 amounting to PLN 522,680 thou. (say: five hundred and twenty two million six hundred and eighty thousand zloty):

- 1) distribution of the dividend for shareholders on the level of 30% of the net profit, i.e. in the amount of PLN 156,804 thou. (one hundred and fifty six million eight hundred and four thousand zloty),
- 2) increase in reserve capitals with allocation towards financing of investments in the amount of PLN 365,876 thou. (three hundred and sixty five million eight hundred and seventy six thousand zloty).

**§ 2**

The Ordinary General Meeting of Shareholders of ENEA S.A. determined the dividend record date for 23 July 2013 and dividend payment date on 12 August 2013.

**§ 3**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Adoption of the said resolution constitutes realisation of the disposition contained in Article 395 § 2(2) of the Commercial Companies Code. Justification of the Board of ENEA S.A. for the proposal of distribution of the net profit of ENEA S.A. for the financial year covering the period from 01.01.2012 to 31.12.2012 was presented in a separate document titled "Justification of the Management Board of ENEA S.A. for the proposed distribution of net profit for the financial year covering the period from 01.01.2012 to 31.12.2012".

With the resolution No. 49/VIII/2013 of 19.03.2013 the Supervisory Board of ENEA S.A. issued an opinion on the motion of the Management Board of the Company regarding the aforementioned proposed distribution of the net profit of ENEA S.A. for the period from 01.01.2012 to 31.12.2012 and recommended the Ordinary General Meeting adoption of a resolution regarding the net profit distribution in the amount of PLN 522,680,000 as follows:

- payment of the dividend for shareholders constituting 0.48 PLN of the profit per one share - PLN 211,892,437.44,
- increase of reserve capitals designated for investment financing - PLN 310,787,562.56.

***Draft resolution to item 12 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the President of the Board - Mr. Maciej Owczarek from liability  
for the performance of his duties in the year 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders grants Mr. Maciej Owczarek a discharge from liability for the performance of his duties as the President of the Management Board during the period of 01.01.2012 to 01.10.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Maciej Owczarek in 2012 held the position of the President of the Board the adoption of this resolution is expedient and reasonable.

As a result of a voting performed on 19.03.2013 based on § 20 item 2(6) of the Company's Statute the Supervisory Board did not recommend discharging Mr. Maciej Owczarek from liability for the performance of his duties as the President of the Board in the financial year of 2012 to the Ordinary General Meeting of Shareholders.

***Draft resolution to item 13 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Board - Mr. Krzysztof Zborowski from liability  
for the performance of his duties in the year 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Krzysztof Zborowski a discharge from liability for the performance of his duties as a Member of the Management Board during the period of 01.01.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Krzysztof Zborowski in 2012 held the position of the Member of the Management Board for Energy Generation the adoption of this resolution is expedient and reasonable.

As a result of a voting performed on 19.03.2013 based on § 20 item 2(6) of the Company's Statute the Supervisory Board did not recommend discharging Mr. Krzysztof Zborowski from liability for the performance of his duties in the financial year of 2012 to the Ordinary General Meeting of Shareholders.

***Draft resolution to item 14 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Board - Mr. Hubert Rozpędek from liability  
for the performance of his duties in the year 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Hubert Rozpędek a discharge from liability for the performance of his duties as a Member of the Management Board during the period of 01.01.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Hubert Rozpędek in 2012 held the position of the Member of the Management Board for Economic Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 54/VIII/2013 of 19.03.2013 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Hubert Rozpędek, from liability for the performance of his duties for the period from 01.01.2012 to 31.01.2012.

***Draft resolution to item 15 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Board - Mr. Janusz Bil from liability  
for the performance of his duties in the year 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Janusz Bil a discharge from liability for the performance of his duties as a Member of the Management Board during the period of 19.03.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Janusz Bil in 2012 held the position of the Member of the Management Board for Commercial Affairs the adoption of this resolution is expedient and reasonable.

With the resolution No. 55/VIII/2013 of 19.03.2013 the Supervisory Board of ENEA S.A. recommended the Ordinary General Meeting discharging the Member of the Management Board, Mr. Janusz Bil, from liability for the performance of his duties for the period from 19.03.2012 to 31.12.2012.

***Draft resolution to item 16 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Mr. Tadeusz Dachowski – from  
liability for the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Tadeusz Dachowski a discharge from liability for the performance of his duties as Member of the Supervisory Board during the period of 01.01.2012 to 30.06.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Tadeusz Dachowski in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 17 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Mr. Paweł Lisiewicz from liability  
for the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Paweł Lisiewicz a discharge from liability for the performance of his duties as a Member of the Supervisory Board during the period of 01.01.2012 to 30.06.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Paweł Lisiewicz in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.



***Draft resolution to item 18 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Ms. Agnieszka Mańkowska –  
from liability in the performance of her duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Ms. Agnieszka Mańkowska a discharge from liability for the performance of her duties as the Member of the Supervisory Board during the period of 01.01.2012 to 30.06.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Ms. Agnieszka Mańkowska in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 19 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Mr. Mieczysław Pluciński from  
liability in the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Mieczysław Pluciński a discharge from liability for the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2012 to 30.06.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Mieczysław Pluciński in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 20 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Ms. Małgorzata Aniołek from  
liability for the performance of her duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Ms. Małgorzata Aniołek a discharge from liability for the performance of her duties as the Member of the Supervisory Board during the period of 01.01.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Ms. Małgorzata Aniołek in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 21 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Chairman of the Supervisory Board – Mr. Wojciech Chmielewski  
from liability for the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Wojciech Chmielewski a discharge from liability for the performance of his duties as the Chairman of the Supervisory Board during the period of 01.01.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wojciech Chmielewski in 2012 held the position of the Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 22 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Secretary of the Supervisory Board – Mr. Michał Kowalewski from  
liability for the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Michał Kowalewski a discharge from liability for the performance of his duties as the Secretary of the Supervisory Board during the period of 01.01.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Michał Kowalewski in 2012 held the position of the Secretary of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 23 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Vice-Chairman of the Supervisory Board – Mr. Jeremi Mordasiewicz  
from liability for the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Jeremi Mordasiewicz a discharge from liability for the performance of his duties as the Vice-Chairman of the Supervisory Board during the period of 01.01.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Jeremi Mordasiewicz in 2012 held the position of the Vice-Chairman of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 24 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Mr. Graham Wood from liability  
for the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Graham Wood a discharge from liability for the performance of his duties as a Member of the Supervisory Board during the period of 01.01.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Graham Wood in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 25 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Mr. Sławomir Brzeziński from  
liability for the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Sławomir Brzeziński a discharge from liability for the performance of his duties as a Member of the Supervisory Board during the period of 12.03.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Sławomir Brzeziński in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.



***Draft resolution to item 26 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Ms. Sandra Malinowska from  
liability for the performance of her duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Ms. Sandra Malinowska a discharge from liability for the performance of her duties as a Member of the Supervisory Board during the period of 01.07.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Ms. Sandra Malinowska in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 27 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Mr. Przemysław Łyczyński from  
liability for the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Przemysław Łyczyński a discharge from liability for the performance of his duties as a Member of the Supervisory Board during the period of 01.07.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Przemysław Łyczyński in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 28 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Mr. Tadeusz Mikłosz from  
liability for the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Tadeusz Mikłosz a discharge from liability for the performance of his duties as Member of the Supervisory Board during the period of 01.07.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Tadeusz Mikłosz in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 29 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding discharging the Member of the Supervisory Board – Mr. Michał Jarczyński from  
liability in the performance of his duties in 2012**

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Michał Jarczyński a discharge from liability for the performance of his duties as the Member of the Supervisory Board during the period of 22.10.2012 to 31.12.2012.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 § 2(3) of the Commercial Companies Code the competences of the Ordinary General Meeting of Shareholders of ENEA S.A. cover discharging the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Michał Jarczyński in 2012 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 30 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding stating the expiry of the mandate of a Member of the Supervisory Board  
of the 8<sup>th</sup> term**

Acting pursuant to Article 386 § 2 read together with Article 369 § 5 of the Commercial Companies Code and Article 385 § 1 and 2 of the Commercial Companies Code and Article 61 § 1 of the Civil Code read together with Article 2 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

Since a letter of a Member of the Supervisory Board of ENEA S.A., Mr. Graham Wood, dated 27.03.2013 was submitted regarding resignation from the membership in the Supervisory Board of ENEA S.A., the Ordinary General Meeting of ENEA S.A. declares the expiry of the mandate of Mr. Graham Wood in the Supervisory Board of ENEA S.A. of the 8<sup>th</sup> term.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

With the letter of 27 March 2013 the Member of the Supervisory Board of ENEA S.A, Mr. Graham Wood, resigned from the membership in the Supervisory Board of ENEA S.A.

As the resignation from the function of a Member of a Supervisory Board of a Joint Stock Company may be submitted and is effective on delivery – pursuant to Article 61 § 1 of the Civil Code read together with Article 2 of the Commercial Companies Code – to the body which nominated members of the Supervisory Board, which is a General Meeting of a Joint Stock Company (Article 385 § 1 and 2 of the Commercial Companies Code) the adoption of this resolution is expedient and reasonable.

***Draft resolution to item 30 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company under the name of:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 24.04.2013**

**regarding nomination of a new Member of the Supervisory Board  
of the 8<sup>th</sup> term  
(\*fulfilling the independence criterion**

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 item 4 (\*and item 7 of the Company's Statute, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of ENEA S.A. nominates Mr./Ms. .... to the composition of the Supervisory Board for the 8<sup>th</sup> term (\*as a member fulfilling the independence criterion.

**§ 2**

The Resolution enters into force when adopted.

The number of shares from which valid votes were cast : ...	
Percentage of the shares in the share capital	: ...
Total of cast votes	: ...
Votes "for"	: ...
Votes "against"	: ...
Votes "abstained"	: ....

The Resolution shall be adopted in secret voting.

*(\* delete as necessary*

**Justification:**

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 item 4 (\*and item 7 of the Company's Statute the Ordinary General Meeting of Shareholders of ENEA S.A. nominates Members of the Supervisory Board. As there is a vacancy on the position of a Member of the Supervisory Board of ENEA S.A. the adoption of this resolution is expedient and reasonable.