

**Draft resolutions  
of the Extraordinary General Meeting of Shareholders of ENEA S.A. with its registered  
office in Poznań convened for 21.10.2015**

***Draft resolution to item 2 of the planned agenda***

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 21.10.2015**

**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 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 Extraordinary General Meeting of Shareholders of the Company:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 21.10.2015**

**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 adopts the following agenda of the Extraordinary General Meeting of Shareholders:

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairman of the Extraordinary General Meeting of Shareholders.
3. Stating that the Extraordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution regarding the nomination of a Member of the Supervisory Board of ENEA S.A. as an independent member satisfying the criteria specified in § 22 item 7 of the Statute of ENEA S.A.
6. Closing of the meeting.

**§ 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 5 of the planned agenda**

**DRAFT**

**Resolution No. ...**

**of the Extraordinary General Meeting of Shareholders of the Company:  
ENEA Spółka Akcyjna having its registered office in Poznań  
dated 21.10.2015**

**regarding the nomination of a Member of the Supervisory Board of ENEA S.A.  
as an independent member**

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and 7 of the Company's Statute, the Extraordinary General Meeting Enea S.A. resolves as follows:

**§ 1**

The Extraordinary General Meeting of Shareholders of ENEA S.A. nominates Mr./Mrs. .... into the composition of the Company's Supervisory Board for the 9th joint term, under § 22 item 7 of the Company's Statute, as an independent member.

**§ 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**

On 22 September 2015 Mr. Marian Gorynia - a Member of the Supervisory Board of ENEA S.A. satisfying the independence criteria resigned from the function of a Member of the Supervisory Board of ENEA S.A.

Pursuant to § 22 item 7 of the Statute of ENEA S.A., the Supervisory Board should be as a minimum composed of one person nominated by the General Meeting from among the persons satisfying the independence criteria specified in the corporate governance rules adopted by the Supervisory Board of the Warsaw Stock Exchange. In relation to the fact that Mr. Marian Gorynia was the only independent Member of the Supervisory Board of this 9th term, it is expedient to nominate, by the General Meeting of Shareholders, a new Member of the Supervisory Board satisfying the independence criteria mentioned above.

Acting under Article 385 § 1 of the Commercial Companies Code and § 22 item 4 and 7 of the Company's Statute, the competences of the General Meeting of ENEA S.A. include nomination of members of the Supervisory Board, including Members of the Supervisory Board satisfying the independence criteria.

In relation to the above the adoption of the resolution is expedient and necessary.