

**Resolutions passed by
the Extraordinary General Meeting of Shareholders
of ENEA S.A.
on 28 December 2015**

Resolution No. 1

of the Extraordinary General Meeting of Shareholders of the Company:

**ENEA Spółka Akcyjna having its registered office in Poznań
dated 28.12.2015 regarding selection of the Chairperson 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 Mrs. Katarzyna Danuta Lewandowska the Chairperson of the Extraordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast – 282,725,637

Percentage of the shares in the share capital – 64.05%

Total of cast votes – 282,725,637

Number of votes „for” – 282,725,637

Number of votes „against” – 0

Number of votes „abstained” – 0

Resolution No. 2
of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 28.12.2015
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 Chairperson of the Extraordinary General Meeting.
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 amending the composition of the Supervisory Board of ENEA Spółka Akcyjna with its registered office in Poznań.
6. Closing of the meeting.

§ 2

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast – 282,725,637

Percentage of the shares in the share capital – 64.05%

Total of cast votes – 282,725,637

Number of votes „for” – 282,725,637

Number of votes „against” – 0

Number of votes „abstained” – 0

Resolution No. 3
of the Extraordinary General Meeting of Shareholders of the Company:
ENEA Spółka Akcyjna having its registered office in Poznań
dated 28.12.2015
regarding the adjournment of the Extraordinary General Meeting of
Shareholders of the Company

Acting under Article 408 § 2 of the Commercial Companies Code, the Extraordinary General Meeting of ENEA S.A. resolves as follows:

§ 1

Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań hereby decides to adjourn the meeting until 15 January 2015, 10.00 a.m. The session of the Extraordinary General Meeting of Shareholders of the Company will be continued in the same place as before the announcement of the adjournment, i.e. Regent Warsaw Hotel (Koral room), at 23 Belwederska street in Warsaw.

§ 2

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast – 282,725,637

Percentage of the shares in the share capital – 64.05 %

Total of cast votes – 282,725,637

Number of votes „for” – 225,394,635

Number of votes „against” – 0

Number of votes „abstained” – 57,331,002