

DRAFT

**RESOLUTION No. ...
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
of 8 January 2010
on electing the Chairman of the Extraordinary General Meeting of Shareholders**

On the basis of Article 409 par. 1 of the Commercial Companies Code and Article 29 par. 5 of the Company's Statute, the Extraordinary General Meeting of Shareholders of ENEA S.A. adopts the following resolution:

Article 1

The Extraordinary General Meeting of Shareholders of ENEA S.A. elects Mr/Ms as Chairman of the meeting.

Article 2

This resolution will come into force upon its adoption.

Total number of valid votes

Number of votes for

Number of votes against

Number of abstentions

This resolution will be adopted in a secret ballot.

DRAFT

**RESOLUTION No. ...
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
of 8 January 2010
on approving the agenda of the Extraordinary General Meeting of Shareholders**

The Extraordinary General Meeting of Shareholders of ENEA S.A. adopts the following resolution:

Article 1

The Extraordinary General Meeting of Shareholders of ENEA S.A. approves the following agenda of the meeting:

1. Opening the Extraordinary General Meeting of Shareholders.
2. Electing the Chairman of the Extraordinary General Meeting of Shareholders.
3. Confirming that the Extraordinary General Meeting of Shareholders was correctly convened and is able to adopt resolutions.
4. Approving the agenda.
5. Approving the Rules of the General Meeting of Shareholders.
6. Amendments to the Company's Statute.
7. Granting the President of the Management Board an additional benefit in connection with the detailed list of additional benefits which can be granted to managers of certain legal entities and the procedure for granting them.
8. Closing the meeting.

Article 2

This resolution will come into force upon its adoption.

Total number of valid votes

Number of votes for

Number of votes against

Number of abstentions

This resolution will be adopted in an open ballot.

DRAFT

**RESOLUTION No. ...
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
of 8 January 2010
on approving the Rules of the General Meeting of Shareholders of ENEA S.A.**

On the basis of Article 33 par. 2 of the Company's Statute, having considered the opinion of the Supervisory Board of ENEA S.A. in this matter, presented in Resolution No. 27/VII/2009 of 10 October 2009, the General Meeting of Shareholders of ENEA S.A. adopts the Rules of the General Meeting of Shareholders of ENEA S.A. according to the text attached to this resolution.

Total number of valid votes

Number of votes for

Number of votes against

Number of abstentions

This resolution will be adopted in an open ballot.

DRAFT

**RESOLUTION No. ...
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
of 8 January 2010**

on amending ENEA S.A.'s Statute

On the basis of Article 430 par. 1 of the Commercial Companies Code, having considered the opinion of the Supervisory Board of ENEA S.A. in this matter, presented in Resolution No. 34/VII/2009 of 19 November 2009, the General Meeting of Shareholders of ENEA S.A. amends the Statute of ENEA S.A. such that:

1. In Article 5:

- a) item 52 is added, worded as follows: “52. Activities of central companies (head offices) and holding companies, excluding financial holding companies 70.10.Z”
- b) item 53 is added, worded as follows: “53. Public relations and communications 70.21.Z”
- c) item 54 is added, worded as follows: “54. Other business management consultancy 70.22.Z”

2. In Article 29 par. 5, the words “401 par. 1” will be replaced with “400 par. 3”

3. In Article 31 par. 1, the words “400 par. 2” will be replaced with “400 par. 1”

Total number of valid votes

Number of votes for

Number of votes against

Number of abstentions

The vote was carried out in an open ballot.

DRAFT

**RESOLUTION No. ...
of the Extraordinary General Meeting of Shareholders of ENEA S.A.
of 8 January 2010**

on granting an additional benefit to the President of the Management Board of ENEA S.A.

1. On the basis of Article 3 par. 1 pt. 1 of the Regulation the President of the Council of Ministers of 21 March 2003 on a detailed list of additional benefits which can be granted to managers of certain legal entities and the procedure for granting them (Journal of Laws No. 14, item 139), in connection with a motion of the Company's Supervisory Board of 6 November 2009, the Extraordinary General Meeting of Shareholders of ENEA S.A. grants the President of the Company's Management Board Mr Maciej Owczarek an additional benefit in the form of the reimbursement of 99 per cent of the costs of using an apartment.

2. This resolution will come into force upon its adoption.

Total number of valid votes

Number of votes for

Number of votes against

Number of abstentions

The resolution was adopted in a secret ballot.