

Pursuant to Clause 38 par. 1 pt. 1 of the regulation of the Minister of Finance on current and periodic information published by issuers of securities [...] of 19 February 2009, the Management Board of ENEA S.A. (the "Company"), on the basis of Article 398, Article 399 par. 1 read together with Article 402<sup>2</sup> of the Commercial Companies Code and Clause 29 of the Company's Statute, convenes, on 8 January 2010, at 11 a.m., an Extraordinary General Meeting of Shareholders of the company ENEA S.A. with its registered office in Poznań. The Extraordinary General Meeting of Shareholders will take place in Warsaw, at the Polonia Palace Hotel, Al. Jerozolimskie 45, 00-692 Warszawa.

#### Agenda:

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chairman of the Extraordinary General Meeting of Shareholders.
3. Determining that the Extraordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Approval of the agenda.
5. Approval of the By-laws of the General Meeting of Shareholders.
6. Amendments to the Company's Statute.
7. Granting the President of the Management Board of ENEA S.A. additional consideration.
8. Closing of the Meeting.

#### Right to participate in the General Meeting of Shareholders.

Pursuant to Article 406<sup>1</sup> par. 1 of the Commercial Companies Code, persons who are shareholders of the Company sixteen days before the date of the Extraordinary General Meeting of Shareholders (the day of registration of participation in the General Meeting of Shareholders), i.e. on 23 December 2009, have the right to participate in the General Meeting of Shareholders of the Company.

To ensure participation in the Extraordinary General Meeting of Shareholders, a shareholder authorised under dematerialised bearer shares should request – not earlier than after the announcement of convening the Extraordinary General Meeting of Shareholders, i.e. not earlier than on 11 December 2009, and not later than on the first weekday after the day of registering the participation, i.e. not later than on 24 December 2009 – from the entity keeping the securities account, the issuance of a personal certificate concerning the right to participate in the Extraordinary General Meeting of Shareholders of ENEA S.A. Certificates concerning the right to participate in the Extraordinary General Meeting of Shareholders will form the basis for preparing lists sent to the entity at which the securities are deposited in accordance with the regulations on trading in financial instruments.

The list of shareholders authorised to participate in the Extraordinary General Meeting of Shareholders will be displayed at the registered office of the Company in Poznań, ul. Nowowiejskiego 11, for three weekdays before the day on which the Meeting is held, i.e. on 5, 6 and 7 January 2010 between 9 a.m. and 3 p.m. in Room 203. A shareholder can ask to have the list of shareholders sent to him or her free of charge by e-mail, stating the address to which it should be sent. This request can be submitted in electronic form to the e-mail address of the Company: [wz@enea.pl](mailto:wz@enea.pl)

A proxy's right to participate in the Extraordinary General Meeting of Shareholders.

Shareholders may participate in the Extraordinary General Meeting of Shareholders of ENEA S.A. and exercise their voting rights in person or by proxy. Representatives of legal persons should produce current copies from appropriate registers mentioning the persons authorised to represent those entities.

A proxy shall exercise all the rights of a shareholder at the Extraordinary General Meeting of Shareholders of ENEA S.A. unless the power of attorney states otherwise. A proxy can grant a further power of attorney if that is possible under the power of attorney. A proxy can represent more than one shareholder and vote differently on the basis of the shares of each shareholder. Shareholders holding shares subscribed for on more than one securities account can appoint separate proxies to exercise rights under the shares subscribed for on each account.

A power of attorney to participate in the Extraordinary General Meeting of Shareholders of ENEA S.A. and exercise the voting right must be granted in writing or in electronic form. As of the day of publication of this announcement, the Company will have a form available on its website containing a model power of attorney in electronic form. The Company must be notified by electronic means of communication if a power of attorney is granted in electronic form. Together with the notification on granting a power of attorney in electronic form, a shareholder should send a scanned version of that power of attorney and a scanned version of an identity card, passport or other document enabling both the shareholder (as the principal) and the proxy appointed to be identified. If a legal person (within the meaning of Article 33 of the Civil Code) or an organisational unit (within the meaning of Article 33<sup>1</sup> of the Civil Code) grants a power of attorney, the shareholder should additionally (as the principal) send a scanned version of the copy from the register in which the principal is registered. If the proxy is a legal person or an organisational unit within the meaning of Article 33<sup>1</sup> of the Civil Code, the shareholder should (as the principal) additionally send a scan of the copy from the register in which the proxy is registered. Documents sent electronically which have not been prepared in Polish should be translated into Polish by a certified translator. All the above documents should be sent to the e-mail address wz@enea.pl. A shareholder sending a notification to grant a power of attorney should at the same time send it to the Company's mail address through which the Company will be able to communicate with the shareholder and his or her proxy. The Company can take appropriate action to identify the shareholder and the proxy. Such verification can in particular involve a return question asked by phone or electronically for the shareholder and proxy to confirm that the power of attorney is being granted.

The rules for announcing a power of attorney and identifying the proxy and the principal shall apply as appropriate to notifying the Company that a power of attorney has been withdrawn. Sending a notification on granting or withdrawing a power of attorney without respecting the requirements stated above shall not produce any legal consequences with regard to the Company. The choice of the manner of appointing a proxy will be made by the shareholder and the Company will not be liable for mistakes in completing the power of attorney form or for the actions of persons making use of powers of attorney. Sending the above documents electronically does not release a proxy from the obligation to present documents identifying him or her when preparing the attendance list of persons authorised to participate in the Extraordinary General Meeting of Shareholders of ENEA S.A.

Rights of shareholders.

A shareholder or shareholders of the Company who represent at least one twentieth of the

share capital are entitled to request that specific items be placed on the agenda of the Extraordinary General Meeting of Shareholders of ENEA S.A. This request, containing a justification or draft resolution concerning a proposed item of the agenda, should be submitted to the Management Board of ENEA S.A. not later than 21 days before the date of the Meeting, i.e. by 18 December 2009. The request can be submitted electronically to the Company's e-mail address: wz@enea.pl, or in writing to: The Management Board of ENEA S.A., ul. Nowowiejskiego 11, 60-967 Poznań.

A shareholder or shareholders of the Company representing at least one twentieth of the share capital can announce draft resolutions concerning items placed on the agenda of the Extraordinary General Meeting of Shareholders or items which are to be placed on the agenda, before the date of the Extraordinary General Meeting of Shareholders of ENEA S.A. This announcement can be made electronically to the Company's e-mail address: wz@enea.pl, or in writing to: The Management Board of ENEA S.A., ul. Nowowiejskiego 11, 60-967 Poznań.

Each shareholder can, during the Extraordinary General Meeting of Shareholders, announce draft resolutions concerning items placed on the agenda. These draft resolutions should be presented in Polish.

Electronic communication.

On account of the fact that the Statute of the Company does not permit the possibility of participating in and expressing oneself during the Extraordinary General Meeting of Shareholders using electronic means of communication, the Management Board announces that the use of this form of participation and voting at the EGM will not be possible. The Management Board of ENEA S.A. also announces that, for similar reasons, voting by correspondence will not be permitted.

Access to documents.

The full text of the documents to be presented to the Extraordinary General Meeting of Shareholders together with draft resolutions will be made available on the Company's website from the day on which the Extraordinary General Meeting of Shareholders is convened. Comments from the Management Board or the Supervisory Board of ENEA S.A. concerning items placed on the agenda of the Extraordinary General Meeting of Shareholders or items which are to be placed on the agenda before the date on which it is to be held will be available on the Company's website as soon as they have been prepared.

Information concerning the Extraordinary General Meeting of Shareholders is available on the [www.enea.pl](http://www.enea.pl) website in the Investor Relations bookmark.