

**RESOLUTION No. 1**  
**of the Extraordinary General Meeting of Shareholders of ENEA S.A.**  
**of 29 September 2010**  
**on electing the Chairman of the Extraordinary General Meeting of Shareholders**

Acting pursuant to Article 409 par. 1 of the Commercial Companies Code, and Clause 29 par. 5 of the Company's Statute, the Extraordinary General Meeting of Shareholders of ENEA S.A. resolves as follows: -----

§ 1

The Extraordinary General Meeting of Shareholders of ENEA S.A. elects Mr **Jacek Mariusz Czajka** as Chairman of the Extraordinary General Meeting of Shareholders. -----

§ 2

This resolution comes into effect from the moment it is adopted. -----

The following number of votes were cast in a secret ballot: -----

Total number of valid votes .....	– 365,698,519 -----
Number of votes “for” .....	– 365,698,519 -----
Number of votes “against” .....	– 0 -----
Number of abstentions .....	– 0 -----

The person opening the Meeting stated that the above resolution had been adopted by a majority of 100.00 per cent of the votes cast. -----

**RESOLUTION No. 2**  
**of the Extraordinary General Meeting of Shareholders of ENEA S.A.**  
**of 29 September 2010**  
**on adopting 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: -----

1. Opening of the General Meeting of Shareholders. -----
2. Election of the Chairman of the General Meeting of Shareholders. -----
3. Determining that the General Meeting of Shareholders has been duly convened and is capable of adopting resolutions. -----
4. Adoption of the agenda. -----
5. Adopting a resolution on amending the Statute of ENEA S.A. -----
6. Adopting a resolution on overturning a resolution of the General Meeting of Shareholders of the legal predecessor of ENEA S.A., Energetyka Poznańska S.A., of 23 August 2000 adopting in the Company "Rules for Paying Remuneration to Members of the Management Board". -----
7. Adopting a resolution on the sale of a branch of the company. -----
8. Closing of the General Meeting of Shareholders. -----

**Article 2**

This resolution comes into effect from the moment it is adopted. -----

The following number of votes were cast in open voting: -----

Total number of valid votes .....	– 368,698,519 -----
Number of votes "for" .....	– 368,698,519 -----
Number of votes "against" .....	– 0 -----
Number of abstentions .....	– 0 -----

The person opening the Meeting stated that the above resolution had been adopted by a majority of 100.00 per cent of the votes cast. -----

**Resolution No. 3 of the Extraordinary General Meeting of Shareholders of ENEA S.A. of 29 September 2010 on approving amendments to the Statute of ENEA S.A. was not adopted.**

**RESOLUTION No. 4**  
**of the Extraordinary General Meeting of Shareholders of ENEA S.A.**  
**of 29 September 2010**  
**on overturning a resolution of the General Meeting of Shareholders of the legal predecessor of ENEA S.A., Energetyka Poznańska S.A., of 23 August 2000 adopting in the Company “Rules for Paying Remuneration to Members of the Management Board”**

Acting on the basis of Article 398 of the Commercial Companies Code, having familiarised itself with the opinion of the Supervisory Board of ENEA S.A. set out in Resolution No. 86/VII/2010 of 26 August 2010 in the matter in question: -----

Article 1

The General Meeting of Shareholders of ENEA S.A. overturns Resolution No. 1 of the General Meeting of Shareholders of the legal predecessor of ENEA S.A., Energetyka Poznańska S.A., of 23 August 2000 adopting in the Company “Rules for Paying Remuneration to Members of the Management Board”. -----

Article 2

This resolution comes into effect from the moment it is adopted. -----

The following number of votes were cast in open voting: -----

Total number of valid votes .....	– 368,698,519 -----
Number of votes “for” .....	– 284,928,704 -----
Number of votes “against” .....	– 0 -----
Number of abstentions .....	– 83,769,815 -----

The person opening the meeting stated that the above resolution was adopted by a majority of 77.2796 per cent of the votes. -----

**RESOLUTION No. 5**  
**of the Extraordinary General Meeting of Shareholders of ENEA S.A.**  
**of 29 September 2010**  
**on the sale of a branch of the company**

Acting on the basis of Article 393 par. 3 of the Commercial Companies Code and Article 32 par, 2 pt. 4 of the Company's Statute, having familiarised itself with an opinion of the Supervisory Board of ENEA S.A. set out in Resolution No. 84/VII/2010 of 26 August 2010 in the matter in question: -----

Article 1

The General Meeting of Shareholders of ENEA S.A. consents to the sale of the branch of ENEA S.A. called "ENEA S.A. Oddział Elektrownia Biogazowa Liszkowo" for PLN 26,000,000 (twenty-six million zlotys), by contributing that branch as an in-kind contribution to Elektrownie Wodne Sp. z o.o. with its registered office in Samociążek. -----

Article 2

This resolution comes into effect from the moment it is adopted. -----

The following number of votes were cast in open voting: -----

Total number of valid votes .....	– 368,698,519 -----
Number of votes "for" .....	– 286,302,946 -----
Number of votes "against" .....	– 0 -----
Number of abstentions .....	– 82,395,573 -----

The person opening the meeting stated that the above resolution was adopted by a majority of 77.6523 per cent of the votes. -----