

**Draft resolutions of the Ordinary General Meeting of Shareholders  
of ENEA S.A. with its registered office in Poznan  
convened for 29 June 2012**

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

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENEA Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding selection of the Chairman of the Ordinary General Meeting of Shareholders**

Acting under Article 409 § 1 of the Commercial Companies Code and § 29 item 5 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. resolves as follows:

§1

The Ordinary General Meeting of Shareholders of ENEA S.A hereby appoints Mr./Ms. ....  
the Chairman of the Ordinary General Meeting of Shareholders.

§ 2

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Draft resolution to item 4 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding adoption of the agenda of the Ordinary Meeting of Shareholders**

The Ordinary General Meeting of Shareholders of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. having its registered office in Poznan accepts the meeting agenda of the Ordinary General Meeting of Shareholders proposed by the Management Board in the announcement convening of the Company's Ordinary General Meeting of Shareholders.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in open voting.

**Draft resolution to item 7 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding approval of the Management Board's report from operations of ENEA S.A. in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders, adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders approves the Management Board's report from operations of ENEA S.A. in 2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Acting pursuant to Article 395 item 2(1) of the Commercial Companies Code the competencies of the General Meeting of ENEA S.A. include consideration and approval of the Management Board's report from the operations of the Company for the previous financial year. The Supervisory Board recommended to the Ordinary General Meeting of Shareholders approval of the *Management Board's report from operations of ENEA S.A. in 2011*.

**Draft resolution to item 8 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENEA Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding approval of the Non-consolidated financial statement of ENEA S.A. for the financial year covering the period from 01.01.2011 to 31.12.2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(1) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the Company's non-consolidated financial statement of ENEA S.A. prepared in accordance with International Financial Reporting Standards for the financial year covering the period from 01.01.2011 to 31.12.2011 and consisting of:

1. the non-consolidated balance sheet as at 31.12.2011 showing a balance sheet amount of assets and liabilities equal to PLN 11,161,111,000 (eleven billion one hundred and sixty one million one hundred and eleven thousand Zloty);
2. non-consolidated full income statement for the period from 01.01.2011 to 31.12.2011 and showing a net profit equal to PLN 355,169,000 (three hundred and fifty five million one hundred and sixty nine thousand Zloty) and comprehensive income equal to PLN 356,217,000 (three hundred and fifty six million two hundred and seventeen thousand Zloty);
3. non-consolidated change in equity statement for the financial year from 01.01.2011 to 31.12.2011 showing an increase in equity of PLN 161,982,000 (one hundred and sixty one million nine hundred and eighty two thousand Zloty);
4. non-consolidated cash flow statement showing an increase in cash of PLN 341,491,000 (three hundred and forty one million and four hundred and ninety one thousand Zloty);
5. notes to non-consolidated financial statement covering a description of key applied rules of accounting and other explanatory notes.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Consideration and approval of the Non-consolidated financial statement of ENEA S.A. should take place in execution of statutory obligations of the Company and in particular from Article 393 item 1 and Article 395 item 2(1) of the Commercial Companies Code.

**Draft resolution to item 9 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENEA Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding approval of the Consolidated financial statement for the ENEA Capital Group in the  
financial year ending on 31 December 2011**

Acting pursuant to Article 63c item 4 of the Accounting Act of 29 September 1994 and pursuant to Article 395 item 5 of the Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the Consolidated financial statement for the ENEA Capital Group for the financial year ending 31 December 2011 and consisting of :

- a) the consolidated balance sheet as at 31 December 2011 showing a balance sheet amount of assets and liabilities equal to PLN 13,699,894,000 (thirteen billion six hundred and ninety one million eight hundred and ninety four thousand Zloty);
- b) non-consolidated full income statement for the period from 1 January 2011 to 31 December 2011 and showing a net profit equal to PLN 792,521,000 (seven hundred and ninety two million five hundred and twenty one thousand Zloty) and comprehensive income equal to PLN 791,164,000 (seven hundred and ninety one million one hundred and sixty four thousand Zloty);
- c) consolidated change in equity statement for the financial year from 01.01.2011 to 31.12.2011 showing an increase in equity of PLN 603,291,000 (six hundred and three million two hundred and ninety one thousand Zloty);
- d) consolidated cash flow statement showing an increase in cash of PLN 318,734,000 (three hundred and eighteen million and seven hundred and thirty four thousand Zloty);
- e) notes to consolidated financial statement covering a description of key applied rules of accounting and other explanatory notes.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Pursuant to Article 63c item 4 an annual consolidated financial statement is subject to approval by an approving body of the parent company not later than within 6 months of the balance date on which the annual financial report of the parent company should be prepared. Yet, based on Article 395 item 5 of

the Commercial Companies Code the subject of the ordinary general meeting may be consideration and approval of a financial report of a capital group in the meaning of the regulations on accounting. In the light of the above a Consolidated financial report of the ENEA Capital Group was submitted to the Ordinary General Meeting of Shareholders.

**Draft resolution to item 10 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding approval of the Management Board's report on the operations of the ENEA Capital Group in 2011**

The Ordinary General Meeting of Shareholders of ENEA S.A., acting pursuant to Article 395 item 5 of the Commercial Companies Code, adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. approves the Management Board's report on the operations of the ENEA Capital Group in 2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Pursuant to Article 395 item 5 of the Commercial Companies Code the subject of a resolution of an Ordinary General Meeting may be matters other than those mentioned in section 2 of this Article. As a result of the fact that ENEA S.A. belongs to the ENEA Capital Group and simultaneously is a company listed on the Warsaw Stock Exchange it is obliged to publish, within annual report, the Management Board's report on the operations of the ENEA Capital Group in 2011. Therefore it is expedient to consider the said report by the Ordinary General Meeting of Shareholders of the Company.

**Draft resolution to item 11 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENEA Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding distribution of net profit from the financial year covering the period of 01.01.2011 to  
31.12.2011**

The Ordinary General Meeting of Shareholders, acting pursuant to Article 395 item 2(2) of the Commercial Companies Code, adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. determines the following distribution of net profit for the period from 01.01.2011 to 31.12.2011 amounting to PLN 355,169,000 (three hundred and fifty five million one hundred and sixty nine thousand Zloty):

1. for payment of dividend to shareholders in the amount of 30 per cent of net profit - PLN 106,551,000,
2. increase in reserve capital with allocation towards financing of investments - PLN 248,618,000.

**§ 2**

The Ordinary General Meeting of Shareholders of ENEA S.A. determined the dividend record date for 13.08.2012 and dividend payment date on 03.09.2012.

**§3**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Adoption of the said resolution constitutes realisation of the disposition contained in Article 395 item 2(2) of the Commercial Companies Code. Justification of the Board of ENEA S.A. for the proposal of distribution of the net profit of ENEA S.A. for the financial year covering the period from 01.01.2011 to 31.12.2011 was presented in a separate document: „Justification of the Board of ENEA S.A. for the proposed distribution of net profit for the financial year covering the period from 01.01.2011 to 31.12.2011”.



**Draft resolution to item 12 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the President of the Board - Mr. Maciej Owczarek  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Maciej Owczarek a discharge for the performance of his duties as the President of the Management Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Maciej Owczarek in 2011 held the position of the President of the Management Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 13 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Board - Mr. Krzysztof Zborowski  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Krzysztof Zborowski a discharge from liability for the performance of his duties as a Member of the Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Krzysztof Zborowski in 2011 held the position of the Member of the Management Board for Generation the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 14 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Board - Mr. Hubert Rozpędek  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders grants Mr. Hubert Rozpędek a discharge for the performance of his duties as the Member of the Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Hubert Rozpędek in 2011 held the position of the Member of the Management Board for Financial Affairs the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 15 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Board - Mr. Maksymilian Górn iak  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders grants Mr. Maksymilian Górn iak a discharge for the performance of his duties as the Member of the Board during the period of 01.01.2011 to 05.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Maksymilian Górn iak in 2011 held the position of the Member of the Board for Commercial Affairs the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 16 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENEA Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Supervisory Board – Mr. Tadeusz Dachowski  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Tadeusz Dachowski a discharge from liability for the performance of his duties as Member of the Supervisory Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Tadeusz Dachowski in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 17 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Supervisory Board – Mr. Mieczysław Pluciński  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Mieczysław Pluciński a discharge for the performance of his duties as Member of the Supervisory Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Mieczysław Pluciński in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 18 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the President of the Supervisory Board – Mr. Wojciech Chmielewski  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

§ 1

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Wojciech Chmielewski a discharge from liability for the performance of his duties as President of the Supervisory Board during the period of 01.01.2011 to 31.12.2011.

§ 2

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Art. 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Wojciech Chmielewski in 2011 held the position of the President of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 19 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Board - Mr. Graham Wood  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Graham Wood a discharge for the performance of his duties as the Member of the Supervisory Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Graham Wood in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.



**Draft resolution to item 20 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Supervisory Board – Mr. Jeremi Mordasewicz  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Jeremi Mordasewicz a discharge for the performance of his duties as Member of the Supervisory Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Jeremi Mordasewicz in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 21 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Supervisory Board – Mr. Paweł Balcerowski  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Paweł Balcerowski a discharge for the performance of his duties as Member of the Supervisory Board during the period of 01.01.2011 to 01.08.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Paweł Balcerowski in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 22 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Supervisory Board – Mr. Michał Kowalewski  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Michał Kowalewski a discharge for the performance of his duties as Member of the Supervisory Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Art. 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Michał Kowalewski in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 23 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Supervisory Board - Mr. Paweł Lisiewicz  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Paweł Lisiewicz a discharge for the performance of his duties as Member of the Supervisory Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Paweł Lisiewicz in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 24 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Supervisory Board - Ms. Małgorzata Aniołek  
from liability in the performance of her duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Ms. Małgorzata Aniołek a discharge for the performance of her duties as Member of the Supervisory Board during the period of 01.01.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Ms. Małgorzata Aniołek in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 25 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Supervisory Board - Mr. Bartosz Nowicki  
from liability in the performance of his duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Mr. Bartosz Nowicki a discharge for the performance of his duties as Member of the Supervisory Board during the period of 01.01.2011 to 29.06.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Mr. Bartosz Nowicki in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 26 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding discharging the Member of the Supervisory Board - Ms. Agnieszka Mańkowska  
from liability in the performance of her duties in 2011**

Acting pursuant to Article 393 item 1 and Article 395 item 2(3) of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of ENEA S.A., adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. grants Ms. Agnieszka Mańkowska a discharge for the performance of her duties as Member of the Supervisory Board during the period of 29.06.2011 to 31.12.2011.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Based on Article 395 item 2(3) of the Commercial Companies Code the competences of the General Meeting of Shareholders of ENEA S.A. cover discharging of the members of the bodies of the Company from liability for the performance of their duties. In relation to the fact that Ms. Agnieszka Mańkowska in 2011 held the position of the Member of the Supervisory Board the adoption of this resolution is expedient and reasonable.

**Draft resolution to item 27 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Mr. Tadeusz Dachowski in the Supervisory Board in relation to  
expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENEA S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENEA S.A. expires, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. resolves that on 30 June 2012 Mr. Tadeusz Dachowski shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.



**Draft resolution to item 28 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Mr. Mieczysław Pluciński in the Supervisory Board in relation to  
expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENEA S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENEA S.A. expires, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. resolves that on 30 June 2012 Mr. Mieczysław Pluciński shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.

**Draft resolution to item 29 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Mr. Wojciech Chmielewski in the Supervisory Board in relation  
to expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENEA S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENEA S.A. expires, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. resolves that on 30 June 2012 Mr. Wojciech Chmielewski shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.

**Draft resolution to item 30 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Mr. Graham Wood in the Supervisory Board  
in relation to expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENE A S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENE A S.A. expires, the Ordinary General Meeting of Shareholders of ENE A S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENE A S.A. resolves that on 30 June 2012 Mr. Graham Wood shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.

**Draft resolution to item 31 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Mr. Jeremi Mordasewicz in the Supervisory Board in relation to  
expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENE A S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENE A S.A. expires, the Ordinary General Meeting of Shareholders of ENE A S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENE A S.A. resolves that on 30 June 2012 Mr. Jeremi Mordasewicz shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.

**Draft resolution to item 32 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Mr. Michał Kowalewski in the Supervisory Board in relation to  
expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENEA S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENEA S.A. expires, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. resolves that on 30 June 2012 Mr. Michał Kowalewski shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.

**Draft resolution to item 33 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Mr. Paweł Lisiewicz in the Supervisory Board in relation to  
expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENEA S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENEA S.A. expires, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. resolves that on 30 June 2012 Mr. Paweł Lisiewicz shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.

**Draft resolution to item 34 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Ms. Małgorzata Aniołek in the Supervisory Board in relation to  
expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENEA S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENEA S.A. expires, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. resolves that on 30 June 2012 Ms. Małgorzata Aniołek shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.

**Draft resolution to item 35 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Ms. Agnieszka Mańkowska in the Supervisory Board in relation  
to expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENEA S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENEA S.A. expires, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. resolves that on 30 June 2012 Ms. Agnieszka Mańkowska shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.



**Draft resolution to item 36 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding expiry of the seat of Mr. Sławomir Brzeziński in the Supervisory Board in relation to  
expiry of the term**

Acting pursuant to Article 385 item 1 of the Commercial Companies Code and § 22 item 3 of the ENEA S.A.'s Statute, in relation to the fact that on 30 June 2012 the 7th term of the Supervisory Board of ENEA S.A. expires, the Ordinary General Meeting of Shareholders of ENEA S.A. adopts the following:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. resolves that on 30 June 2012 Mr. Sławomir Brzeziński shall cease to be a member of the Supervisory Board of the Company.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Pursuant to Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code a seat of a member of a supervisory board expires latest on the date of a general meeting approving a financial statement for the recent full financial year of holding a position of a member of a supervisory board. A common 7th term of the Supervisory Board of the Company expires on 30 June 2012. In accordance with draft resolutions on the appointment of new members of the Supervisory Board (item 38 of the agenda) it is planned that the Supervisory Board of a subsequent, i.e. 8th term will commence operations on 1 July 2012. As a consequence it is necessary to adopt a resolution stating that as the term of the Supervisory Board has expired the General Meeting also decides on expiry of the term of the present members of the Supervisory Board and the seat is not being prolonged based on the provisions of Article 386 item 2 in connection with Article 369 item 4 of the Commercial Companies Code.

**Draft resolution to item 37 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding the number of members of the Supervisory Board in the 8th term**

Acting under Article 385 item 1 of the Commercial Companies Code and § 22 item 1 of Commercial Companies Code, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. resolves that the composition of the Supervisory Board of ENEA S.A. for the 8th term shall be ..... persons.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in open voting.

**Justification:**

Acting under Article 385 item 1 of the Commercial Companies Code and § 22 item 1 of the Company's Statute, the competencies of the General Meeting of ENEA S.A. include specification of the number of members composing the Supervisory Board of the Company. In relation to the above adoption of the resolution is expedient and reasonable.

**Draft resolution No. 1 to item 38 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENEA Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding nomination of a Member of the Supervisory Board for the 8th term - Mr. Sławomir  
Brzeziński**

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

**§ 1**

The Ordinary General Meeting of of ENEA S.A. nominates Mr. Sławomir Brzeziński into the composition of the Supervisory Board of the Company for the 8th term. The nomination is effective as of 1 July 2012.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Acting under Article 385 item 1 of the Commercial Companies Code and § 22 item 1 of the Company's Statute, the competencies of the General Meeting of ENEA S.A. include nomination of Members of the Supervisory Board by employees. In relation to the above adoption of the resolution is expedient and reasonable.

**Draft resolution No. 2 to item 38 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENEA Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding nomination of a Member of the Supervisory Board for the 8th term - Mr. Przemysław Łyczyński**

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

**§ 1**

The Ordinary General Meeting of of ENEA S.A. nominates Mr. Przemysław Łyczyński into the composition of the Supervisory Board of the Company for the 8th term. The nomination is effective as of 1 July 2012.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Acting under Article 385 item 1 of the Commercial Companies Code and § 22 item 1 of the Company's Statute, the competencies of the General Meeting of ENEA S.A. include nomination of Members of the Supervisory Board by employees. In relation to the above adoption of the resolution is expedient and reasonable.

**Draft resolution No. 3 to item 38 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENE A Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding nomination of a Member of the Supervisory Board for the 8th term - Mr. Tadeusz  
Mikłosz**

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

**§ 1**

The Ordinary General Meeting of of ENEA S.A. nominates Mr.Tadeusz Mikłosz into the composition of the Supervisory Board of the Company for the 8th term. The nomination is effective as of 1 July 2012.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Acting under Article 385 item 1 of the Commercial Companies Code and § 22 item 1 of the Company's Statute, the competencies of the General Meeting of ENEA S.A. include nomination of Members of the Supervisory Board by employees. In relation to the above adoption of the resolution is expedient and reasonable.

**Draft resolution No. 4 to item 38 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENEA Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding nomination of a Member of the Supervisory Board of ENEA S.A.**

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

**§ 1**

The Ordinary General Meeting of of ENEA S.A. nominates Mr./Ms. .... into the composition of the Supervisory Board of the Company for the 8th term. The nomination is effective as of 1 July 2012.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Acting under Article 385 item 1 of the Commercial Companies Code and § 22 item 1 of the Company's Statute, the competencies of the General Meeting of Shareholders of ENEA S.A. include nomination of Members of the Supervisory Board by employees. In relation to the above adoption of the resolution is expedient and reasonable.

**Draft resolution No. 5 to item 38 of the planned agenda**

**Resolution No. ...**

**of the Ordinary General Meeting of Shareholders of the Company:  
ENEA Spolka Akcyjna having its registered office in Poznan  
dated 29.06.2012**

**regarding nomination of a Member of the Supervisory Board of ENEA S.A. of the 8th term  
as an independent member**

Acting under Article 385 item 1 of the Commercial Companies Code Code and § 22 item 5 of the Company's Statute, the Ordinary General Meeting of ENEA S.A. resolves as follows:

**§ 1**

The Ordinary General Meeting of Shareholders of ENEA S.A. nominates Mr./Ms. .... into the composition of the Company's Supervisory Board for the 8th term, in the mode of § 22 item 5 of the Company's Statute, as an independent member. The nomination is effective as of 1 July 2012.

**§ 2**

The Resolution enters into force when adopted.

Total number of shares from which valid votes were cast	: ....
Percentage of the shares in the share capital	: ....
Total votes cast	: ....
Votes „for”	: ....
Votes „against”	: ....
Votes „abstained”	: ....

The Resolution shall be adopted in secret voting.

**Justification:**

Acting under Article 385 item 1 of the Commercial Companies Code and § 22 item 5 of the Company's Statute, the competencies of the General Meeting of ENEA S.A. include nomination of at least one independent Member of the Supervisory Board. At the same time ENEA S.A., as a company whose securities are traded on the regulated market kept by the Warsaw Stock Exchange, is obliged to observe Good Practices of WSE Listed Companies which constitute an Annex to the Resolution No. 20/1287/2011 of the Exchange Supervisory Board of 19 October 2011 ("GPLC"). Pursuant to item 6 of Section III GPLC titled "Good practices applied by members of a supervisory board", "at least two members of the supervisory board should fulfil the criteria of independence from the company and from entities that have significant affiliations with the company. With regard to the independence criteria for members of the supervisory board, Annex II to the European Commission Recommendation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board should be applied. Irrespective of the provisions of item b) of that Annex, a person who is an employee of the company or its subsidiary or affiliate cannot be deemed to fulfil the independence criteria referred to in that Annex. Furthermore, an affiliation with a shareholder excluding the independent status of a member of the supervisory board in the meaning of this principle is understood to mean an actual and significant affiliation with a shareholder which has the right to exercise 5 per cent or more of the total number of votes at the general meeting of shareholders." An intention of the Company's Board is observance of all the rules

specified in GPLC, however actual observance of the aforementioned rule No. 6 of Section III of GPLC is dependant on adoption by the General Meeting of a decision on nomination of two members of the Supervisory Board of ENEA S.A. fulfilling the criteria of independence mentioned above.

In relation to the above the Board of ENEA S.A. recommends to the Ordinary General Meeting of Shareholders nomination of two independent members of the Supervisory Board and deems the adoption of the said resolutions expedient and reasonable.