

**The list of amendments to the Statute of ENEA S.A. made in accordance with Resolutions No. 4 and 5 of the Extraordinary General Meeting of Shareholders of ENEA S.A. on 19 December 2012**

Previous reading of § 22 of the Company's Statute:

**"§ 22**

1. The Supervisory Board is composed of a minimum of six and a maximum of fifteen members appointed by the General Shareholders Meeting, subject to § 23 and with the exception of a member appointed in accordance with the provisions of § 24. The number of Supervisory Board members is defined by the General Shareholders Meeting.
2. Supervisory Board members are appointed for a joint three-year term.
3. A Supervisory Board member may be recalled by the General Shareholders Meeting at any time.
4. Supervisory Board members should meet the requirements prescribed by law.
5. After 1 (one) month of the first listing of the Company's shares on the regulated market, at least one of the Supervisory Board members appointed by the General Meeting should meet the following requirements:
  - 1) be appointed in the manner referred to in item 6 and 7 below,
  - 2) meet the criterion of being impartial to the Company and entities materially related to the Company as set out in 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, a relation with a shareholder precluding the impartiality of a supervisory board member being understood as an actual and significant relation with a shareholder entitled to exercise at least 5 per cent of the total number of votes at the general shareholders meeting,
  - 3) not be an employee of the Company or its subsidiaries or affiliates.
6. A Supervisory Board member as referred to in item 5 above is elected by the General Meeting in a separate vote. An invitation to the General Meeting should contain in its agenda the election of the Supervisory Board member referred to in item 5. Each of the Company's shareholders present at the General Meeting dedicated to electing a Supervisory Board member as referred to in item 5 above that represents at least 1% (say: one per cent) of the total number of votes represented at this General Shareholders Meeting may nominate one candidate for such Supervisory Board member. The candidates should be nominated to the Chairman of the General Meeting in writing together with the candidate's statement confirming that he/she meets the requirements set out in item 5 (1) and (2) above.
7. If no candidates for Supervisory Board members are nominated as set out in item 5 above, the Supervisory Board nominates such candidates to be voted for at the General Meeting.
8. A failure to elect a Supervisory Board member as defined in item 5 does not affect the validity of resolutions adopted by the Supervisory Board.
9. A Supervisory Board that consists of fewer members than prescribed by the General Meeting due to the expiry of the terms of some of its members (for reasons other than recall), but no fewer than 6 (six) members, is capable of adopting binding resolutions until the vacancies are filled."

New reading of § 22 of the Company's Statute:

**"§ 22**

1. The Supervisory Board is composed of 6 to 15 members.
2. Supervisory Board members are appointed for a joint three-year term.
3. Supervisory Board members should meet the requirements prescribed by law.
4. Subject to § 24, the Supervisory Board members are nominated and recalled by the General Meeting.
5. The election of the Chairman of the Supervisory Board is made from among the persons indicated by a shareholder who, as at the date of the adoption of the resolution of the General Meeting implementing such an authorisation, represented the highest share in the share capital of the Company. The Chairman of the Supervisory Board may be recalled from the function exclusively by the General Meeting.
6. A motion for the nomination of the Supervisory Board member is filed to the Management Board, however if the motion is made during a General Meeting whose object is to elect the Supervisory Board, the motion in order to be valid should be made to the Chairman of the General Meeting immediately after his/her appointment, however not later than before the commencement of the voting on the nomination of members of the Supervisory Board. Each of the motions is a subject of a separate voting.
7. The Supervisory Board should be as a minimum composed of one person nominated by the General Meeting from among the persons satisfying the independence criterion specified in the corporate governance rules adopted by the Council of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.).
8. The Supervisory Board member mentioned in item 7 is obliged to submit a written statement to the Company regarding the satisfaction of all the independence criteria along with the obligation to immediately inform the Company of ceasing to satisfy the independence criteria.
9. Failure to nominate the Supervisory Board member as referred to in § 24 or failure to elect by the General Meeting of the Supervisory Board members satisfying the independence criteria mentioned in item 7, or failure to elect the Supervisory Board members mentioned in § 23, and also the expiry of the mandates of these members during the term, shall not constitute any hindrance to adopt valid resolutions by the Supervisory Board. "

Previous reading of § 25 of the Company's Statute:

**"§ 25**

1. At the first meeting, the Supervisory Board members elect from amongst themselves a Chairman, Deputy Chairman and Secretary of the Board, with the exception that, as long as the State Treasury is the sole shareholder of the Company, the Chairman of the Supervisory Board is appointed by the General Shareholders Meeting.
2. The Supervisory Board may recall the Chairman, Deputy Chairman and Secretary from their positions, with the exception that, as long as the State Treasury is the sole shareholder of the Company, the Chairman of the Supervisory Board may be recalled from their position only by the General Shareholders Meeting.
3. Any statements addressed to the Supervisory Board between meetings will be received by the Chairman of the Board, and if this is not possible, by the Deputy Chairman or the Secretary. "

New reading of § 25 of the Company's Statute:

**"§ 25**

1. Members of the Supervisory Board during the first meeting shall elect from among the members a Deputy Chairman and Secretary of the Supervisory Board.
2. The Supervisory Board may dismiss the Deputy Chairman and Secretary of the Supervisory Board from their function.
3. Any statements addressed to the Supervisory Board between meetings will be received by the Chairman of the Board, and if this is not possible, by the Deputy Chairman or the Secretary."