

Acting pursuant to Article 399 item 1 and Article 395 item 1 read together with Article 402<sup>2</sup> of the Commercial Companies Code and § 29 item 1 of the Company's Statute, the Management Board of ENEA S.A. (the "Company") convenes the Ordinary General Meeting of Shareholders of ENEA S.A. with its registered office in Poznan for 29 June 2012, at 11.00 hours. Ordinary General Meeting of Shareholders will take place by ul. Rondo ONZ 1 in Warsaw (Dago Centrum, room No. I, floor II).

Agenda:

1. Opening of the General Meeting of Shareholders.
2. Election of the Chairman of the General Meeting of Shareholders.
3. Stating that the General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Presentation of the Report on the Supervisory Board's activity as a body of the Company in 2011.
6. Presentation of the auditor's opinion and report on the audit of the Non-consolidated financial statement of ENEA S.A. for the period of 01.01.2011 to 31.12.2011 and the Management Board's report on the operations of ENEA S.A. in 2011.
7. Consideration and adoption of a resolution on the approval of the Management Board's report on the operations of ENEA S.A. in 2011.
8. Consideration and adoption of a resolution on the approval of the Non-consolidated financial statement of ENEA S.A. for the period of 01.01.2011 to 31.12.2011.
9. Consideration and adoption of a resolution on the approval of the Consolidated financial statement of the ENEA Capital Group for the financial year ending on 31 December 2011.
10. Consideration and adoption of a resolution on the approval of the Management Board's report on the operations of the ENEA Capital Group in 2011.
11. Adoption of a resolution on distribution of the profit achieved in 2011, having read the negative opinion of the Supervisory Board on distribution of the net profit proposed by the Board and recommendation of the Supervisory Board concerning distribution of the profit.
12. Adoption of a resolution on discharging the President of the Management Board – Mr. Maciej Owczarek from liability in the performance of his duties in 2011.
13. Adoption of a resolution on discharging the Member of the Management Board – Mr. Krzysztof Zborowski from liability in the performance of his duties in 2011.
14. Adoption of a resolution on discharging the Member of the Management Board – Mr. Hubert Rozpędek from liability in the performance of his duties in 2011.
15. Adoption of a resolution on discharging the Member of the Management Board – Mr. Maksymilian Górniak from liability in the performance of his duties in 2011.
16. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Tadeusz Dachowski from liability in the performance of his duties in 2011.

17. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Mieczysław Pluciński from liability in the performance of his duties in 2011.
18. Adoption of a resolution on discharging the Chairman of the Supervisory Board – Mr. Wojciech Chmielewski from liability in the performance of his duties in 2011.
19. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Graham Wood from liability in the performance of his duties in 2011.
20. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Jeremi Mordasewicz from liability in the performance of his duties in 2011.
21. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Paweł Balcerowski from liability in the performance of his duties in 2011.
22. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Michał Kowalewski from liability in the performance of his duties in 2011.
23. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Paweł Lisiewicz from liability in the performance of his duties in 2011.
24. Adoption of a resolution on discharging the Member of the Supervisory Board – Ms. Małgorzata Aniołek from liability in the performance of his duties in 2011.
25. Adoption of a resolution on discharging the Member of the Supervisory Board – Mr. Bartosz Nowicki from liability in the performance of his duties in 2011.
26. Adoption of a resolution on discharging the Member of the Supervisory Board – Ms. Agnieszka Mańkowska from liability in the performance of his duties in 2011.
27. Adoption of a resolution on expiration of appointment of Mr. Tadeusz Dachowski as a Member of the Supervisory Board due to end of term.
28. Adoption of a resolution on expiration of appointment of Mr. Mieczysław Pluciński as a Member of the Supervisory Board due to end of term.
29. Adoption of a resolution on expiration of appointment of Mr. Wojciech Chmielewski as a Chairman of the Supervisory Board due to end of term.
30. Adoption of a resolution on expiration of appointment of Mr. Graham Wood as a Member of the Supervisory Board due to end of term.
31. Adoption of a resolution on expiration of appointment of Mr. Jeremi Mordasewicz as a Member of the Supervisory Board due to end of term.
32. Adoption of a resolution on expiration of appointment of Mr. Michał Kowalewski as a Member of the Supervisory Board due to end of term.
33. Adoption of a resolution on expiration of appointment of Mr. Paweł Lisiewicz as a Member of the Supervisory Board due to end of term.
34. Adoption of a resolution on expiration of appointment of Ms. Małgorzata Aniołek as a Member of the Supervisory Board due to end of term.
35. Adoption of a resolution on expiration of appointment of Ms. Agnieszka Mańkowska as a Member of the Supervisory Board due to end of term.
36. Adoption of a resolution on expiration of appointment of Mr. Sławomir Brzeziński as a Member of the Supervisory Board due to end of term.
37. Adoption of a resolution on the number of members of the Supervisory Board of the 8th term.

38. Appointment of Members for the 8th term of the Supervisory Board, including the members of the Supervisory Board that fulfil the requirements specified in § 22 item 5 of the Statute of ENEA S.A.
39. Presenting the information concerning the results of selection procedure of the Member of the Board for Commercial Affairs of ENEA S.A.
40. Closing of the General Meeting of Shareholders.

### **Entitlement to take part in the General Meeting of Shareholders.**

Pursuant to Article 406<sup>1</sup> item 1 of the Commercial Companies Code, persons who are shareholders of the Company sixteen days before the date of the Ordinary General Meeting of Shareholders (the day of registration of participation in the General Meeting of Shareholders), i.e. on 13.06.2012, have the right to participate in the general meeting of shareholders of the company.

To ensure participation in the Ordinary General Meeting of Shareholders, a shareholder authorised under dematerialised bearer shares should request – not earlier than after the announcement of convening of the Ordinary General Meeting of Shareholders, and not later than on the first weekday after the day of registering the participation, i.e. not later than on 14.06.2012 – from the entity keeping the securities account, the issuance of a personal certificate concerning the right to participate in the Ordinary General Meeting of Shareholders of ENEA S.A. Certificates concerning the right to participate in the Ordinary 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 Ordinary General Meeting of Shareholders will be displayed at the registered office of the Company in Poznan, ul. Gorecka 1, on 26-28 June 2012 between 9 a.m. and 3 p.m. in Room 417. 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 may be sent electronically to the Company's e-mail address: wz@enea.pl.

### **A proxy's right to participate in the Ordinary General Meeting of Shareholders.**

A shareholder may participate in the Ordinary General Meeting of Shareholders of ENEA S.A. and exercise voting rights in person or by proxy. Proxies of legal persons must present current extracts from appropriate registers that list the persons entitled to represent these entities.

A proxy may exercise all of the shareholder's rights at the Ordinary General Meeting of Shareholders of ENEA S.A., unless the proxy form states otherwise. A proxy may grant further proxies, if so entitled by the proxy form. A proxy may represent more than one shareholder and vote differently under the shares of each of those shareholders. A shareholder who has shares recorded on more than one securities account will be able to establish separate proxies to execute rights attached to the shares on each of these accounts.

A proxy form authorising participation in the Ordinary General Meeting of Shareholders of ENEA S.A. and exercising of voting rights must be granted in writing or in electronic form. From the date of publication of this announcement on its website, the Company will provide a form containing a specimen electronic proxy form for downloading. The Company must be notified by means of electronic communication regarding the granting of a proxy in electronic form. A shareholder must send, together with the notice regarding the granting of a proxy, a scan of the proxy form and a scan of the ID card, passport or other document making it possible to identify the shareholder as the principal and to identify the proxy. If the proxy is granted by 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), the shareholder as the principal must also send a scan of an extract from the register in which the principal is registered. If the proxy is a legal person or organisational unit within the meaning of Article 33<sup>1</sup> of the Civil Code, the shareholder as the principal must also send a scan of an extract from the register in which the proxy is registered. Documents provided by electronic means that have not been prepared in Polish must be translated into Polish by a sworn translator. All the above documents should be sent to the email address wz@enea.pl. A shareholder sending a notification of granting a proxy 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 may take appropriate steps to identify the shareholder and the proxy. Verification may in particular consist of a request by telephone or email for confirmation from the shareholder and the proxy in order to confirm the granting of the proxy. The principles for notices regarding proxies and the identification of proxies and principals apply accordingly to notifying the Company regarding the cancellation of a proxy. Notices regarding the granting and cancellation of proxies that do not conform to the requirements indicated above will not produce legal consequences with regard to the Company. The choice of method of granting a proxy is up to the shareholder, and the Company will bear no liability for errors in filling out the proxy form or actions of persons acting pursuant to proxy forms. The provision of the above documents by electronic means does not free the proxy from the obligation to present, during the preparation of the attendance list of persons authorised to participate in the Ordinary General Meeting of Shareholders of ENEA S.A., documents allowing him/her to be identified.

### **Shareholders' entitlements.**

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 Ordinary 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. 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. Gorecka 1, 60-201 Poznan.

Before the date of the Ordinary General Meeting of Shareholders of ENEA S.A., a shareholder or shareholders of the Company representing no less than one-twentieth of the share capital may submit draft resolutions regarding matters placed on the agenda of the Ordinary General Meeting of Shareholders or matters to be placed on the agenda. Such a submission 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. Gorecka 1, 60-201 Poznan.

During the Ordinary General Meeting of Shareholders, each shareholder may submit draft resolutions regarding matters placed on the agenda. These drafts should be submitted in Polish.

### **Electronic communications.**

As the Company's Statute does not allow participation and making statements during the Ordinary General Meeting of Shareholders by means of electronic communication, the Management Board would like to announce that it will not be possible to participate or to vote at the Ordinary General Meeting of Shareholders in this manner. The Management Board of ENEA S.A. also announces that for similar reasons it is not possible to submit votes by post or by means of electronic communication.

### **Access to documentation.**

The full text of the documentation to be presented at the Ordinary General Meeting of Shareholders together with draft resolutions will be published on the Company's website from the day on which the Ordinary General Meeting of Shareholders is announced. Comments by the Management Board and Supervisory Board of ENEA S.A. regarding matters placed on the agenda of the Ordinary General Meeting of Shareholders or matters that are to be placed on the agenda before the date of the meeting will be available on the Company's website without delay after they have been prepared.

Information and documents regarding the Ordinary General Meeting of Shareholders are available at [www.enea.pl](http://www.enea.pl) under the Investor Relations tab.