

The Management Board of ENEA S.A. ("Company") acting pursuant to Article 399 § 1, Article 395 § 1 in conjunction with Article 402<sup>2</sup> of the Commercial Companies Code and § 29 item 1 of the Company's Statute, convenes the Ordinary General Meeting of Shareholders of ENEA S.A. with its registered office in Poznań for **27.06.2016** at 11.00 a.m. The Ordinary General Meeting of Shareholders of ENEA S.A. will be held in The Westin Warsaw Hotel (COPERNICUS I room, 1st floor) at 21 Aleja Jana Pawła II in Warsaw.

Detailed agenda:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Election of the Chairman of the Ordinary General Meeting of Shareholders.
3. Stating that the Ordinary General Meeting of Shareholders has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Presentation of the *Report of the Supervisory Board of ENEA S.A. for 2015 financial year*.
6. Presentation of the opinion and report of a certified auditor from the audit of the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015* and *Report of the Management Board on the operations of ENEA S.A. in 2015* and the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2015* and *Report of the Management Board on the operations of ENEA Capital Group in 2015*.
7. Consideration and adoption of a resolution on the approval of the *Report of the Management Board from the operations of ENEA S.A. in 2015*.
8. Consideration and adoption of a resolution on the approval of the *Non-consolidated financial statements of ENEA S.A. for the financial year ended on 31 December 2015*.
9. Consideration and adoption of a resolution on the approval of the *Consolidated financial statements of ENEA Capital Group for the financial year ended on 31 December 2015*.
10. Consideration and adoption of a resolution on the approval of the *Report of the Management Board on the operations of ENEA Capital Group in 2015*.
11. Adoption of a resolution regarding coverage of the net loss for the financial year covering the period from 01.01.2015 to 31.12.2015.
12. Adoption of resolutions on discharging Members of the Management Board of ENEA S.A. from liability in the performance of their duties in 2015.
13. Adoption of resolutions on discharging Members of the Supervisory Board of ENEA S.A. from liability in the performance of their duties in 2015.
14. Presentation of information on the results of the qualification procedure for the positions of Members of the Management Board of ENEA S.A., which was conducted in the period from 07.12.2015 to 30.12.2015.
15. Presentation of information on the results of the qualification procedure for the positions of: Member of the Management Board of ENEA S.A. for Financial Affairs and Member of the Management Board of ENEA S.A. for Commercial Affairs which was conducted in the period from 30.12.2015 to 21.01.2016.
16. Closing the Ordinary General Meeting of Shareholders.

### **The right to participate in the Ordinary General Meeting of Shareholders of ENEA S.A.**

Pursuant to Article 406<sup>1</sup> § 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 of ENEA S.A. (the day of registration of participation in the General Meeting of Shareholders), i.e. on 11.06.2016, have the right to participate in the Ordinary General Meeting of Shareholders of ENEA S.A.

To ensure participation in the Ordinary General Meeting of Shareholders of ENEA S.A., a shareholder authorised under dematerialised bearer shares should request – not earlier than after the announcement of convening of the Ordinary General Meeting of Shareholders of ENEA S.A., and not later than on the first weekday after the day of registering the participation in the Ordinary General Meeting of Shareholders of ENEA S.A., i.e. not later than on 13.06.2016 – from the entity keeping the securities account, the issuance of a personal certificate confirming the right to participate in the Ordinary General Meeting of Shareholders of ENEA S.A. Certificates relating to the right to participate in the Ordinary General Meeting of Shareholders of ENEA S.A. 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 of ENEA S.A. will be displayed at the registered office of the Company in Poznań, at 1 Górecka street for three weekdays before the day on which the Ordinary General Meeting of Shareholders of ENEA S.A. is held, between 8:00 a.m. and 3:00 p.m. in room 418. A shareholder may request 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](mailto:wz@enea.pl).

### **The right to participate in the Ordinary General Meeting of Shareholders of ENEA S.A. by a proxy.**

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 relevant 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 holds shares recorded on a holding account may appoint separate proxies to execute rights attached to the shares on such accounts. A shareholder who holds shares recorded on more than one securities account may appoint 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 voting rights must be granted in writing or in an electronic form. Authorisations in an electronic format do not require affixing a secure electronic signature verified by a valid qualified certificate.

From the date of publication of this announcement on its website [www.enea.pl](http://www.enea.pl) under Investor Relations tab, the Company will provide, to download, a form containing a template of the electronic proxy form. The Company must be notified by means of electronic communication regarding the granting of a proxy in an electronic form. A shareholder must send, together with the notice regarding 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 not being a legal person, but with legal capacity (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 a proxy is a legal person or a business 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 were not prepared in Polish must be translated into Polish by a sworn translator. All the above documents should be sent to the e-mail address: [wz@enea.pl](mailto:wz@enea.pl). A shareholder sending a notification to grant a proxy should at the same time send an e-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 for confirmation by telephone or email 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 the 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 release from the obligation for the proxy 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 for his/her identification.

#### **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. Such a 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 Ordinary General Meeting of Shareholders of ENEA S.A. This request may be sent electronically to the Company's e-mail address: [wz@enea.pl](mailto:wz@enea.pl), or in writing to the following address: The Management Board of ENEA S.A., 1 Górecka street, 60-201 Poznań.

Before the date of the Ordinary General Meeting of Shareholders of ENEA S.A., a shareholder or shareholders of the Company representing not 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 of ENEA S.A. or matters to be placed on the agenda of the Ordinary General Meeting of Shareholders of ENEA S.A. This notification may be sent electronically to the Company's e-mail address: [wz@enea.pl](mailto:wz@enea.pl), or in writing to the following address: The Management Board of ENEA S.A., 1 Górecka street, 60-201 Poznań.

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

#### **Electronic communication and voting by correspondence.**

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

Due to the fact that the Rules of the General Meeting of Shareholders do not foresee voting by correspondence, the Management Board of ENEA S.A. informs also that it does not allow voting by correspondence.

**Access to documentation.**

The full text of the documentation to be presented at the Ordinary General Meeting of Shareholders of ENEA S.A. together with draft resolutions will be published on the Company's website: [www.enea.pl](http://www.enea.pl) under Investor Relations tab from the day on which the Ordinary General Meeting of Shareholders is announced. Comments by the Management Board of ENEA S.A. and Supervisory Board of ENEA S.A. regarding matters placed on the agenda of the Ordinary General Meeting of Shareholders of ENEA S.A. or matters that are to be placed on the agenda of the Ordinary General Meeting of Shareholders of ENEA S.A. before the date of the meeting will be available on the Company's website: [www.enea.pl](http://www.enea.pl) under Investor Relations tab, without delay after they have been prepared.

**Additional information.**

The Management Board of ENEA S.A. informs that the audio and video registration of the procedure of the Ordinary General Meeting of Shareholders of ENEA S.A. on 27.06.2016 and publication of the record from the Ordinary General Meeting of Shareholders of ENEA S.A. on the Company's website are planned.