

**RESOLUTION No. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
held on2010r.**

on: the appointment of the Chairman of the Extraordinary Meeting of the Company

Acting on the basis of Art. 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

Mr/Mrs [•] is hereby appointed as Chairman of the Extraordinary General Meeting of the Company.

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION No. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
held on2010**

on: the adoption of the agenda of the Extraordinary General Meeting of the Company

The Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

The Extraordinary General Meeting adopt the following agenda of the meeting:

1. Opening the Extraordinary General Meeting.
2. Appointment of the Chairman of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been called accurately and the Shareholders are capable of adopting resolutions. Preparation of an attendance list.
4. Adoption of the agenda.
5. Appointment of the Returning Committee.
6. Adoption of a resolution on decreasing the share capital through amendments to the Articles of Association by decreasing the par value of a share.
7. Adoption of a resolution on amendments to the Articles of Association.
8. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION NO. [•]
of the Extraordinary General Meeting
TAURON Polska Energia S.A.
held on..... 2010r.**

on: the appointment of the Returning Committee of the Extraordinary General Meeting

The Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

The Returning Committee composed is established, composed of:

1. [•]
2. [•]
3. [•]

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
held on..... 2010r**

on: decreasing the share capital through amendments to the Articles of Association by decreasing the par value of a share.

Acting on the basis of Art. 455 § 1 and 2 of the Commercial Companies Code and § 35.1.9 and § 35.1.18 of the Company's Articles of Association, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

1. The share capital of the Company is decreased by amendment to the Company's Articles of Association by PLN 7,010,197,576.00 (say: PLN seven billion ten million one hundred ninety seven thousand five hundred seventy six) from PLN 15,772,944,546.00 (say: PLN fifteen billion seven hundred seventy two million nine hundred forty four thousand five hundred forty six) to PLN 8,762,746,970.00 (say: PLN eight billion seven hundred sixty two million seven hundred forty six thousand nine hundred seventy) by decreasing the par value of each share by PLN 4 (say: PLN four) from PLN 9 (say: PLN nine) each to PLN 5 (say: PLN five) each.
2. The amount of decrease of the share capital provided for in sub-paragraph 1, shall be transferred from the share capital to the spare capital.
3. Decrease of the share capital shall be exclusive of payment of resources to shareholders.

§ 2

Decrease of the share capital by the amount of PLN 7,010,197,576.00 (say: PLN seven billion ten million one hundred ninety seven thousand five hundred seventy six) is to serve reorganisation of the Company's equities by means of elimination of imbalance between the share capital and the spare capital, and between the share nominal value and market value.

§ 3

Due to the foregoing, the wording of § 7 of the Articles of Association of the Company shall be amended and have the following wording:

“§ 4

The share capital of the Company is PLN 8,762,746,970.00 (say: PLN eight billion seven hundred sixty two million seven hundred forty six thousand nine hundred seventy) and is divided into 1,752,549,394 (say: PLN one billion seven hundred fifty two million five hundred forty nine thousand three hundred ninety four) shares of the nominal value of PLN 5.00 (say: PLN five) each, inclusive of 1,589,438,762 (say: PLN one billion five hundred eighty nine million four hundred thirty eight thousand seven hundred sixty two) series AA bearer shares, and 163,110,632 (say: PLN one hundred sixty three million one hundred ten thousand six hundred thirty two) series BB ordinary bearer shares.”

§ 5

The Resolution comes into force as of its adoption date¹.

¹ The Management Board of TAURON Polska Energia S.A. stipulates that in the event that until the day of the Extraordinary General Meeting the increase of the share capital has not been registered by means of amendments to the Articles of Association of the Company in the register of entrepreneurs of the National Court Registry, in accordance with Resolution No. 5 of the Extraordinary General Meeting of TAURON Polska Energia S.A. dated 26 April 2010 with respect to the increase of the share capital exclusive of the current shareholders' share right, and to the amendments to the Articles of Association (notary deed, Repertory 'A' No. 3654/2010, executed by notary public Marcin Gregorczyk of a Lawyer's Office in Katowice, ul. Kopernika 26), § 4 of the aforementioned draft resolution shall be adopted with the following wording:

„§ 4.

The Resolution shall come into force as of the date of registration in the register of entrepreneurs of the National Court Registry of the increase of the share capital of the Company pursuant to Resolution no. 5 of the Extraordinary General Meeting of TAURON Polska Energia S.A. dated 26 April 2010 with respect to the increase of the share capital exclusive of the current shareholders' share right, and to the amendments to the Articles of Association (notary deed, Repertory 'A' No. 3654/2010, executed by notary public Marcin Gregorczyk of a Lawyer's Office in Katowice, ul. Kopernika 26).”

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
held on..... 2010r.**

on: amendments to Articles of Association

Acting on the basis of Art. 430 § 1 of the Commercial Companies Code and § 35.1.18 of the Company's Articles of Association, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

The following amendments to the Articles of Association of the Company shall be made:

1. § 5 shall be supplemented with sub-paragraph (3) with the following wording:

“3. A material change of the subject matter of the activity of the Company shall be effected exclusive of repurchase of shares from shareholders who do not consent to such change.”

2. In § 33:

1) the current provision shall be marked as sub-paragraph 1,

2) there shall be added sub-paragraph (2) with the following wording:

“2. Resolutions with respect to matters provided for in § 5 (3) shall be adopted by the General Meeting with the majority of two thirds of the votes in the presence of persons representing at least half of the share capital.”

3. § 40 (4) shall have the following wording:

“4. Record day and dividend payment date shall be determined by the Ordinary General Meeting. The record day may be determined as of the date of adoption of a resolution on distribution of profit or within the next three months of the date.”

§ 2

The Resolution comes into force as of its adoption date.