

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF TAURON POLSKA ENERGIA
S.A. WITH ITS REGISTERED OFFICE IN KATOWICE OF CONVENING AN
EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

The Management Board of TAURON Poland Energia S.A. with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, registered in the register of entrepreneurs of the National Court Registry maintained by the District Court for Katowice – Wschód in Katowice, VIII Commercial Division of the National Court Registry, under KRS no. 0000271562, NIP tax identification number: 9542583988, share capital (paid in full): PLN 8,762,746,970 (Company), acting pursuant to Article 395 § 1 and 399 § 1 in connection with Article 402(1) of the Commercial Companies Code (CCC), and § 30 section 1 of the Articles of Association of the Company, hereby convenes an Extraordinary General Meeting of the Company and, pursuant to Article 402(2) of the Code of Commercial Companies, presents the following information:

1. The date, time and venue of the General Meeting and a detailed agenda.

The Extraordinary General Meeting of TAURON Polska Energia S.A. has been convened for 6 June 2012 at 11.00 a.m., Angelo Hotel, Katowice, ul. Sokolska 24 (conference room, 1st floor). The registration of Shareholders with the right to participate in the General Meeting is held on the Day of the Extraordinary General Meeting from 10.00 a.m.

The agenda of the Extraordinary General Meeting of the Company covers:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Determination as to whether the Extraordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.
6. Appointment of the Returning Committee of the Extraordinary General Meeting.
7. Adoption of a resolution on merger of companies: Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company).
8. Closure of the Extraordinary General Meeting.

2. Description of procedures pertaining to participation in the General Meeting and exercising the right to vote.

a) Shareholder's right to demand inclusion of specific issues in the agenda of the General Meeting

Shareholder(s) representing minimum one twentieth of the share capital may demand inclusion of specific issues in the agenda of the General Meeting. The demand, accompanied by a statement of reasons or draft resolution pertaining to the proposed agenda item, shall be submitted to the Management Board not later than twenty one days prior to the prescribed date of the General Meeting, i.e. by 16 May 2012. The demand may be submitted in electronic format c/o email: walnezgromadzenie@tauron-pe.pl, or in writing c/o: Zarząd TAURON Polska Energia S.A., ul. ks. Piotra Ściegiennego 3, 40-114 Katowice.

Shareholder(s) shall annex the aforementioned demand with copies of registered certificates of the ownership of shares deposited on securities account, issued by companies managing securities accounts of the said Shareholders, acknowledging the right to submit the demand of inclusion of specific issues in the Agenda of the General Meeting and the identity of the person(s) submitting the demand.

The Management Board of the TAURON Polska Energia S.A. shall immediately, not later than eighteen days prior to the established date of the General Meeting, i.e. by 19 May 2012, announce changes to the agenda made upon the Shareholders' request by means of including them on the Company's website under the Investor Relations / General Meeting tab and in compliance with the regulations on public offering and the conditions for introducing financial instruments to the organized trading system and on public companies.

b) Shareholder's right to submit draft resolutions pertaining to the issues included in the agenda of the General Meeting or issues to be included in the agenda prior to the date of the General Meeting.

Shareholder(s) representing minimum one twentieth of the share capital may, prior to the date of the General Meeting, file draft resolutions pertaining to the issues included in the agenda of the General Meeting or issues to be included in it. The demand may be submitted in electronic format c/o email: walnezgromadzenie@tauron-pe.pl, or in writing c/o: Zarząd TAURON Polska Energia S.A., 40-114 Katowice, ul. Ks. Piotra Ściegiennego 3. The Company shall immediately announce draft resolutions on the Company's website under the Investor Relations / General Meeting tab.

Shareholder(s) filing draft resolutions shall attach copies of registered certificates of the ownership of shares deposited on securities account, issued by companies managing securities accounts of the said Shareholders, acknowledging the right to submit the demand and the identity of the person(s) filing draft resolution.

c) Shareholder's right to submit draft resolutions pertaining to the issues included in the agenda during the General Meeting.

Each Shareholder may, during the General Meeting, submit draft resolutions pertaining to the issues included in the agenda. The drafts shall be presented in Polish.

d) Information on the manner of exercising the right of vote by a representative, including in particular forms to be used by the representative when voting, and the manner of notifying the Company by electronic means of the appointment of a representative.

Shareholder may participate in the General Meeting and exercise their right of vote in person or through a representative. Individuals jointly entitled under the securities may participate in the General Meeting and exercise their right of vote solely through their joint representative.

Representatives of Shareholders being corporate bodies or business units without legal status, granted legal capacity under the Act, shall provide the Company with valid excerpts from relevant registers, stating persons authorized to represent the Shareholders. Should there have occurred a change of the persons authorized to represent a specific Shareholder and the change is yet to be disclosed in a relevant register, representatives of the Shareholder shall also provide relevant resolutions or statements of will from bodies or entities authorized to appoint and dismiss persons representing the Shareholder, acknowledging such change. Should the Shareholder not be subject to the obligation to be registered in the register, their representatives shall provide another document acknowledging existence of the grantor. Statutory representative and the so-called representatives appointed publicly (bankruptcy trustee, court supervisor, executor of a will, administrator *durante absentia*) shall produce documents indicating their authorization to act on behalf of the Shareholder.

Authorization to participate in the General Meeting and exercise the right of vote shall be granted in a written form or in electronic format. The Shareholder may revoke their statement with respect to appointment of a representative in the manner provided for in the preceding sentence.

The representative shall exercise all the Shareholder's rights during the General Meeting unless stipulated otherwise in the power of attorney. Should a member of the Supervisory Board or of the Management Board of TAURON Polska Energia S.A., an employee of the Company, a member of the bodies of or an employee of a subsidiary company of TAURON Polska Energia S.A. be the Shareholder's representative during the General Meeting, the power of attorney may authorize representation of the Shareholder only during one General Meeting. The representative referred to in the preceding sentence shall vote in accordance with the instructions given by the Shareholder. The foregoing provisions shall be applied accordingly if the Shareholder's representative is another Shareholder and the agenda of the General Meeting includes adoption of a resolution with respect to the representative's liability towards the Company, inclusive of granting them a vote of acceptance confirming discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company.

If a representative is a member of the Management Board, an employee of the Company, a member of the bodies of or an employee of a subsidiary company of the Company as well as if a Shareholder represents another Shareholder and the agenda of the General Meeting includes adoption of a resolution with respect to the representative's liability towards the Company, inclusive of granting them a vote of acceptance confirming discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company, they shall disclose to the Shareholder any circumstances indicating existence or possibility of a possible or actual conflict of interests. It is recommended that the authorization granted by the Shareholder to a member of the Management Board or an employee of the Company other than a member of the Management Board, as well as authorization granted to a member of the bodies of or an employee of a subsidiary company of the Company contain the representative's explicit statement indicating the aforementioned fact.

The representative may grant further power of attorney if so provided for in the content of the power of attorney on condition that if the Shareholder's representative is a member of the Supervisory Board or of the Management Board of the Company, an employee of the Company or a member of the bodies of or an employee of a subsidiary company of the Company, or another Shareholder, and the agenda of the General Meeting includes adoption of a resolution with respect to the representative's liability towards the Company, inclusive of granting them a vote of acceptance confirming discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company, granting substitutionary power of attorney shall be excluded. The substitutionary representative shall provide the Company with all documents indicating their authorization, inclusive of the authorization granted by the Shareholder to the representative who has appointed the substitutionary representative, and the documents provided for in § 8 (3) of the By-laws of the General Meeting of TAURON Polska Energia S.A. if the authorization has been granted by a Shareholder being a corporate entity or a business unit without legal status, granted legal capacity under the Act.

The representative may represent more than one Shareholder and vote differently on behalf of each Shareholder.

A Shareholder holding shares at more than one securities account may appoint separate representative to exercise their rights under the shares at each of the accounts.

As of publication date of this announcement on the Company's website under the Investor Relations / General Meeting tab, the Company shall make available a form containing a template power of attorney and forms to be used by the representative when voting. The Shareholder shall notify TAURON Polska Energia S.A. of granting authorization in electronic format c/o email: walnezgromadzenie@tauron-pe.pl. Along the notification of granting authorization in electronic format, the Shareholder shall send scanned power of attorney, scanned identity cards, passports or other documents enabling identification of the Shareholder as the grantor and of the appointed representative as well as the e-mail address via which the Company can communicate with the Shareholder and their representative. In the event that the authorization is granted by a corporate entity or a business unit, the Shareholder as the grantor shall in addition send scans of relevant documents provided for in § 8 section 3 of the By-laws of the General Meeting of TAURON Polska Energia S.A. Should the representative be a corporate entity or a business unit, the Shareholder, as the grantor, shall in addition send scanned excerpts from the register in which the representative has been registered. In the event that any document produced as evidence of granting authority has been developed in a language other than Polish, it shall be accompanied by its sworn translation into Polish. The Company may undertake reasonable measures aimed at identifying the Shareholder and the representative. Verification may in particular involve inquiry by telephone or by e-mail, to be answered by the Shareholder and the representative, aimed at ascertaining the fact of granting authority and the scope of it.

Rules pertaining to notification of power of attorney and identification of the representative and of the grantor shall be accordingly applied to notification to the Company of revoking the power of attorney granted. Notification of granting and revoking power of attorney without observing the aforementioned requirements shall not result in any legal consequences for the Company.

Selection of the manner of appointing a representative shall rest with the Shareholder, and the Company shall not be held liable for errors in completing the power of attorney form or for actions of persons exercising the powers of attorney. Submission of the aforementioned documents by electronic mail shall not release the representative from the obligation to produce documents identifying them when signing the list of attendance. In the event of a failure to produce them, the Shareholder's representative may not be permitted to participate in the General Meeting.

In the event of providing the representative with instructions as to the exercise of the right of vote, the Company shall not verify whether the representative exercises the right of vote in accordance with the instructions which they have received from the grantor.

Notification of granting or revoking the power of attorney in electronic format shall be sent to TAURON Polska Energia S.A. by 2.00 p.m. on the business day immediately preceding the day of the General Meeting.

e) Participation in the General Meeting by means of electronic communication.

Due to the fact that the Articles of Association of the Company do not permit participation in the General Meeting by means of electronic communication, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of participation shall not be possible.

f) Expressing opinions during the General Meeting by means of electronic communication.

The Management Board of TAURON Polska Energia S.A. does not allow for expressing opinions during the General Meeting by means of electronic communication.

g) Exercising the right of vote by means of correspondence or by means of electronic communication.

Due to the fact that the Articles of Association of the Company do not permit exercise the right of vote by means of electronic communication, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of voting shall not be possible.

Due to the fact that the Rules of Procedures of the General Meeting of TAURON Polska Energia do not permit exercise the right of vote by means of correspondence, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of voting shall not be possible.

3. Day of registration of participation in the General Meeting.

The registration day shall be 21 May 2012.

The registration day of participation in the General Meeting shall be the same for those granted upon registered shares and bearer shares

4. Information on the right to participate in the General Meeting.

The right to participate in a General Meeting of the Company shall solely be due to persons being the Shareholders in the day of registration of participation in the General Meeting, that is sixteen days prior to the date of the General Meeting. In order to participate in the proceedings of the General Meeting:

- 1) the Shareholders of dematerialized bearer shares, granted with a right to vote shall provide the company managing their securities account with a demand to be issued a registered certificate of the right to participate in the General Meeting. The demand shall be filed not earlier than following announcement of convening a General Meeting and not later than on the first business day following the day of registration of participation in the General Meeting.
- 2) The Shareholders of registered shares, granted with a right to vote are entitled to participate in a General Meeting, if they are registered in the Company's Share Register in the day of the registration of the General Meeting.

The list of Shareholders entitled to participate in the General Meeting shall be made available for inspection at the office of the Company in Katowice, ul. Ks. Piotra Ściegiennego 3, three common days prior to holding the General Meeting, between 09.00 a.m. and 3.00 p.m. in Room No. 911/912. A Shareholder may demand being sent a list of Shareholders free of charge by electronic mail, stating the address to which the list shall be sent. The demand may be submitted in electronic format c/o email: walnezgromadzenie@tauron-pe.pl.

5. Access to documentation related to the General Meeting.

Documentation to be presented to the General Meeting, inclusive of draft resolutions, has been made available on the Company's website under the Investor Relations / General Meeting tab, as of the day of convening the General Meeting. In the event that adoption of resolutions has not been planned, comments of the Management Board or the Supervisory Board of TAURON Polska Energia S.A. pertaining to issues included in the agenda of the General Meeting or issues to be included in the agenda prior to the day of it being held shall be made available on the Company's website immediately after their development.

The Shareholder may demand a copy of motions covered by the agenda one week before the General Meeting. Copies of the statement of the Management Board of the Company's activities together with the financial statement and the auditor's report shall be issued to the Shareholders on their demand 15 days prior the General Meeting at the latest.

6. Address of the website where information pertaining to the General Meeting shall be made available.

Information pertaining to the General Meeting shall be available at www.tauron-pe.pl under the Investor Relations / General Meeting tab.

Enclosures:

1. Information about the total number of shares and votes arising from shares of TAURON Polska Energia S.A. as at the day of convening the Extraordinary General Meeting of TAURON Polska Energia S.A. (Enclosure No. 1),
2. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on the appointment of the Chairman of the Extraordinary General Meeting of the Company (Enclosure No. 2),

3. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on the adoption of the agenda of the Company's Extraordinary General Meeting (Enclosure No. 3),
4. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. to waive the secrecy of voting on the election of commissions appointed by the Extraordinary General Meeting (Enclosure No. 4),
5. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on the appointment of the Returning Committee of the Extraordinary General Meeting (Enclosure No. 5),
6. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on merger of companies: Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company) (Enclosure No. 6),
7. Power of attorney's declaration (Enclosure No. 7),
8. Power of attorney's form (Enclosure No. 8),
9. Voting instructions for the proxy (Enclosure No. 9).