



Enclosure No. 28
with the Announcement of the Management Board of TAURON Polska Energia S.A.
to convene the Ordinary General Meeting of the Company

VOTING INSTRUCTIONS FOR THE PROXY

The Ordinary General Meeting of the Company's Shareholders to be held on 24 April 2012, at 11.00 a.m. in Hotel Angelo in Katowice, ul. Sokolska 24 (Conference Room, 1st floor)

Restrictions:

1. This form is not to be used for the verification of votes cast by the Proxy on behalf of the Shareholder. Proxies do not deliver the copy of these instructions to the Company.
2. This form does not replace the Power of Attorney issued to the Proxy by the Shareholder.
3. The Shareholder is not obligated to use the form provided by the Company and the Proxy does not need to use the form to cast a vote.
4. The manner of voting by the Proxy is determined by the content of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders have the right to submit their own draft resolutions and amendments to drafts submitted by the Management Board or the Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, thus the text of a resolution subject to final voting under a given item of the agenda may differ from the text of such resolution originally published on the Company's web site. Additionally, in the case of election coming within the same agenda, several resolutions concerning individual candidates will be subject to voting as a rule.

Item 2 of the agenda: Appointment of the Chairman of the Ordinary General Meeting.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: the appointment of the Chairman of the Ordinary General Meeting of the Company

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 section 1 of the By-laws of the General Meeting, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

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

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 4 of the agenda: Adoption of the agenda of the Ordinary General Meeting of the Company.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: adoption of the agenda of the Ordinary General Meeting

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

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

1. Opening of the Ordinary General Meeting.
2. Appointment of the Chairperson of the Ordinary General Meeting.
3. Determination as to whether the Ordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Ordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Ordinary General Meeting.
6. Appointment of the Returning Committee of the Ordinary General Meeting.
7. Examination of consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011.
8. Examination of the Report of the Management Board of TAURON Polska Energia on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2011.
9. Examination of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011.
10. Examination of the Report of the Management Board of TAURON Polska Energia S.A. for the financial year 2011.
11. Examination of the motion of the Management Board concerning distribution of profit for 2011 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.
12. Presentation of the report on the Supervisory Board's activities in the financial year 2011, including brief evaluation of the Company's standing with regard to internal control system and major risk management system and together with the report on activities of the Supervisory Board's Committees.
13. Presentation of the Supervisory Board's reports:

- 1) on evaluation of consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2011 and the Report of the Management Board on operations of TAURON Polska Energia S.A. for the financial year 2011,
 - 2) on evaluation of the financial statements of the Company for the financial year ended 31 December 2011, Report of the Management Board on the operations of the Company for the financial year 2011 and the motion of the Management Board concerning distribution of profit for the financial year 2011.
14. Adoption of resolutions:
- 1) on approval of the consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011,
 - 2) on approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2011,
 - 3) on approval of the financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011,
 - 4) on approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2011,
 - 5) on distribution of profit for the financial year 2011 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.
15. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Company's Management Board who served in the fiscal year 2011.
16. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Supervisory Board who served in 2011.
17. Adoption of the resolution to amend the Company's Articles of Association in reference to the scope of Company's operations.
18. Closure of the Ordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
| Provided that***: | Provided that ***: | Provided that ***: | | |

Item 5 of the agenda: Adoption of a resolution on waiving the secrecy of the vote on the committees appointed by the Ordinary General Meeting.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: waiving the secrecy of the vote on the committees appointed by the Ordinary General Meeting

Acting pursuant to Article 420 § 3 of the Commercial Companies Code and § 15 section 9 of the By-laws of the General Meeting, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The secrecy of the vote on the committees appointed by the Ordinary General Meeting is waived.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
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| Provided that***: | Provided that ***: | Provided that ***: |
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Item 6 of the agenda: Appointment of the Returning Committee of the Ordinary General Meeting.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

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

Acting pursuant to § 15 section 1 of the By-laws of the General Meeting, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The Returning Committee is appointed, composed of:

1. [•]
2. [•]
3. [•]

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 14.1 of the agenda: Approval of consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: approval of consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011

Acting pursuant to Article 63 c section 4 of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified statements, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011, which consists of:

- 1) Consolidated statement of comprehensive income for the year ended 31 December 2011 showing comprehensive income after tax in the amount of PLN 1,239,718 thousand;
- 2) Consolidated statement of financial position as of 31 December 2011, which shows assets and liabilities in the amount of PLN 28,413,531 thousand;
- 3) Consolidated statement of changes in equity for the year ended 31 December 2011 showing equity increase of PLN 926,997 thousand;
- 4) Consolidated statement of cash flows for the year ended 31 December 2011 showing net cash flow decrease of PLN 965,844 thousand;
- 5) Summary of significant accounting policies and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
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| Provided that***: | Provided that ***: | Provided that ***: |
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Item 14.3 of the agenda: Approval of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: approval of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011

Acting pursuant to Article 53 section 1 of the Accounting Act of 29 September 1994 and Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code and § 35 section 1 item 1) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified statements, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011, which consists of:

- 1) Consolidated statement of comprehensive income for the year ended 31 December 2011 showing comprehensive income after tax in the amount of PLN 1,083,429 thousand;
- 2) Consolidated statement of financial position as of 31 December 2011, which shows assets and liabilities in the amount of PLN 23,570,975 thousand;
- 3) Consolidated statement of changes in equity for the year ended 31 December 2011 showing equity increase of PLN 820,547 thousand;
- 4) Consolidated statement of cash flows for the year ended 31 December 2011 showing net cash flow decrease of PLN 224,436 thousand;
- 5) Summary of significant accounting policies and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
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| Provided that***: | Provided that ***: | Provided that ***: |
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Item 14.4 of the agenda: Approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2011.

Proposed draft resolution:

**RESOLUTION NO. [·]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2011

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code and § 35 section 1 item 1) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified report, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2011 covering the period from 1 January 2011 to 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 14.5 of the agenda: Distribution of profit for 2011 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.

Proposed draft resolution:

**RESOLUTION NO. [·]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: distribution of profit for 2011 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day

Acting pursuant to Article 395 § 2 item 2) and Article 348 § 3 of the Commercial Companies Code and § 35 section 1 item 3) and § 40 section 4 of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The Ordinary General Meeting decides to allocate the net profit for the financial year 2011 in the amount of PLN 1,083,428,967.84 (say one billion eighty three million four hundred twenty eight thousand nine hundred sixty seven PLN and 84/100) as follows:

- 1) the amount of PLN 368,035,372.74 (say three hundred sixty eight million thirty five thousand three hundred seventy two PLN and 74/100) should be allocated for payment of dividend to shareholders, which means that the dividend per share is PLN 0.21 (say twenty one grosz),
- 2) the amount of PLN 715,393,595.10 (say seven hundred fifteen million three hundred ninety three thousand five hundred ninety five and 10/100) should be added to reserve capital,

§ 2

The Ordinary General Meeting resolves as follows:

- 1) determine the dividend record day for 2 July 2012,
- 2) determine the dividend payment day for 20 July 2012.

§ 3

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 15.1 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by the President of the Management Board, Dariusz Lubera.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by the President of the Management Board, Dariusz Lubera

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Dariusz Lubera is released from fulfillment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 15.2 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by the Vice-President of the Management Board, Joanna Schmid.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by the Vice-President of the Management Board, Joanna Schmid

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mrs. Joanna Schmid is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 15.3 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by the Vice-President of the Management Board, Dariusz Stolarczyk.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by the Vice-President of the Management Board, Dariusz Stolarczyk

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Dariusz Stolarczyk is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
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Item 15.4 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by the Vice-President of the Management Board, Krzysztof Zamasz.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by the Vice-President of the Management Board, Krzysztof Zamasz

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Krzysztof Zamasz is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 15.5 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by the Vice-President of the Management Board, Krzysztof Zawadzki.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by the Vice-President of the Management Board, Krzysztof Zawadzki

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Krzysztof Zawadzki is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 16.1 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by the Chairman of the Supervisory Board, Antoni Tajduś.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by the Chairman of the Supervisory Board, Antoni Tajduś

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Antoni Tajduś is released from fulfillment of his duties as the Chairman of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 16.2 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by the Deputy Chairman of the Supervisory Board, Agnieszka Trzaskalska.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by the Deputy Chairman of the Supervisory Board, Agnieszka Trzaskalska

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mrs. Agnieszka Trzaskalska is released from fulfillment of her duties as the Deputy Chairman of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 16.3 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by the Secretary of the Supervisory Board, Leszek Koziowski.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by the Secretary of the Supervisory Board, Leszek Koziowski

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Leszek Koziowski is released from fulfillment of his duties as the Secretary of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
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| Provided that***: | Provided that ***: | Provided that ***: |
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Item 16.4 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Jacek Kuciński.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Jacek Kuciński

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jacek Kuciński is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 16.5 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Włodzimierz Luty.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Włodzimierz Luty

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Włodzimierz Luty is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

| | | | | |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 16.6 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Jacek Szyke.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Jacek Szyke

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jacek Szyke is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

| | | | | |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 16.7 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Marek Ściażko.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Marek Ściażko

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Marek Ściażko is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

| | | | | |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***:

Item 16.8 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Michał Michalewski.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: acknowledgement of fulfillment of duties in the financial year 2011 by a Member of the Supervisory Board, Michał Michalewski

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Michał Michalewski is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2011 and 31 December 2011.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

| | | | | |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy's discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

| | | |
|-------------------|--------------------|--------------------|
| Provided that***: | Provided that ***: | Provided that ***: |
|-------------------|--------------------|--------------------|

Item 17 of the agenda: Amendments to the Articles of Association in reference to the scope of the Company's operations.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2012**

on: amendments to the Articles of Association in reference to the scope of the Company's operations

Acting pursuant to Article 416 §§ 1-3 of the Commercial Companies Cod, on the basis of § 35 section 1 item 18) and § 33 section 2 and § 5 section 3 of the Company's Articles of Association, in connection with Article 417 of the Commercial Companies Code, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Major amendment is introduced to the scope of activity of TAURON Polska Energia S.A. by amending § 5 section 1 of the Company's Articles of Association which shall now have the following wording:

“1. Scope of activity of the Company includes:

1. (PKD 06.10.Z) Extraction of crude petroleum,
2. (PKD 06.20.Z) Extraction of natural gas,
3. (PKD 09.10.Z) Support activities for petroleum and natural gas extraction,
4. (PKD 09.90.Z) Support activities for other mining and quarrying,
5. (PKD 19.20.Z) Manufacture of refined petroleum products,
6. (PKD 33.20.Z) Installation of industrial machinery and equipment,
7. (PKD 35.11.Z) Production of electricity,
8. (PKD 35.14.Z) Trade of electricity,
9. (PKD 35.21.Z) Manufacture of gas,
10. (PKD 35.23.Z) Trade of gas through mains,
11. (PKD 35.30.Z) Steam and air conditioning supply,
12. (PKD 42.22.Z) Construction of utility projects for electricity and telecommunications,
13. (PKD 43.13.Z) Test drilling and boring,
14. (PKD 46.18.Z) Agents specialized in the sale of other particular products,
15. (PKD 46.19.Z) Agents involved in the sale of a variety of goods,
16. (PKD 46.51.Z) Wholesale of computers, computer peripheral equipment and software,
17. (PKD 46.52.Z) Wholesale of electronic and telecommunications equipment and parts,
18. (PKD 46.71.Z) Wholesale of solid, liquid and gaseous fuels and related products,
19. (PKD 46.90.Z) Non-specialized wholesale trade,

20. (PKD 49.20.Z) Freight rail transport,
21. (PKD 49.41.Z) Freight transport by road,
22. (PKD 49.50.A) Transport via pipeline,
23. (PKD 50.20.Z) Sea and coastal freight water transport,
24. (PKD 61.10.Z) Wired telecommunications activities,
25. (PKD 61.20.Z) Wireless telecommunications activities, excluding satellite telecommunication,
26. (PKD 61.30.Z) Satellite telecommunications activities,
27. (PKD 61.90.Z) Other telecommunications activities,
28. (PKD 62.01.Z) Computer programming activities,
29. (PKD 62.02.Z) Computer consultancy activities,
30. (PKD 62.03.Z) Computer facilities management activities,
31. (PKD 62.09.Z) Other information technology and computer service activities,
32. (PKD 63.11.Z) Data processing, hosting and related activities,
33. (PKD 63.12.Z) Web portals,
34. (PKD 63.99.Z) Other information service activities n.e.c.;
35. (PKD 64.20.Z) Activities of holding companies,
36. (PKD 64.30.Z) Trusts, funds and similar financial entities,
37. (PKD 64.91.Z) Financial leasing,
38. (PKD 64.92.Z) Other credit granting,
39. (PKD 64.99.Z) Other financial service activities, except insurance and pension funding n.e.c.,
40. (PKD 66.12.Z) Security and commodity contracts brokerage,
41. (PKD 66.19.Z) Other activities auxiliary to financial services, except insurance and pension funding,
42. (PKD 68.20.Z) Rental and operating of own or leased real estate,
43. (PKD 69.20.Z) Accounting, bookkeeping and auditing activities; tax consultancy,
44. (PKD 70.10.Z) Activities of head offices,
45. (PKD 70.21.Z) Public relations and communication activities,
46. (PKD 70.22.Z) Business and other management consultancy activities,
47. (PKD 71.20.B) Technical testing and analysis,
48. (PKD 72.19.Z) Other research and experimental development on natural sciences and engineering,
49. (PKD 73.20.Z) Market research and public opinion polling,
50. (PKD 74.90.Z) Other professional, scientific and technical activities n.e.c.,
51. (PKD 77.33.Z) Rental and leasing of office machinery and equipment (including computers),
52. (PKD 77.39.Z) Rental and leasing of other machinery, equipment and tangible goods n.e.c.,
53. (PKD 82.20.Z) Activities of call centers,
54. (PKD 85.59.B) Other education n.e.c.,
55. (PKD 85.60.Z) Educational support activities,
56. (PKD 93.19.Z) Other sports activities,
57. (PKD 93.29.Z) Other amusement and recreation activities,
58. (PKD 95.11.Z) Repair of computers and peripheral equipment,

59. (PKD 95.12.Z) Repair of communication equipment.”

§ 2

Pursuant to § 33 section 2 of the Company’s Articles of Association in connection with Article 417 § 4 of the Commercial Companies Code, the amendment to the scope of activity of the Company referred to in § 1 is taking place without buyback of shares from shareholders who disagree to such amendment.

§ 3

The Resolution comes into force as of its adoption date.

Votes*

- | | | | | |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For (vote based on shares)** | <input type="checkbox"/> Against (vote based on shares)** | <input type="checkbox"/> Abstaining (vote based on shares)** | <input type="checkbox"/> At the Proxy’s discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that***: Provided that ***: Provided that ***: