



Enclosure No. 52
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 8 June 2016, at 11.00 a.m. in Hotel Novotel Katowice Centrum in Katowice, al. Roździeńskiego 16 (Conference Room, ground 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 2016**

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*

- | | | | | |
|---|---|--|---|------------------------------------|
| <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 2016**

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 adopts 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. Presentation of financial results of the Company and the TAURON Polska Energia S.A. Capital Group.
8. Presentation of the following *Supervisory Board's Reports*:
 - 1) *"Report on the Supervisory Board's activities in the financial year 2015, including among other things, an assessment of the Company's standing including an assessment of internal control, risk management and compliance systems and the internal audit function, assessment of the Company's compliance with the disclosure obligations concerning compliance with the corporate governance principles, assessment of the rationality of the Company's policy of sponsoring, charity or other similar activities and assessment of fulfilment of the criteria of independence by members of the Supervisory Board,*
 - 2) *"Supervisory Board's Report on evaluation of Consolidated financial statements of TAURON Polska Energia S.A. Capital Group and the Report of the Management Board on operations of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2015",*
 - 3) *"Supervisory Board's Report on evaluation of the Financial statements of TAURON Polska Energia S.A. and the Report of the Management Board on the operations of TAURON Polska Energia S.A. for the year ended 31 December 2015 and the motion*

of the Management Board concerning covering of net loss for the financial year 2015”.

9. 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 2015*” and adoption of resolution on its approval.
10. Examination of the “*Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2015*” and adoption of resolution on its approval.
11. Examination of “*Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2015*” and adoption of resolution on its approval.
12. Examination of the “*Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2015*” and adoption of resolution on its approval.
13. Adoption of resolution on covering of net loss for the year 2015.
14. Adoption of resolution on use of the Company’s reserve capital and allocation of its part for payment of dividend to the Company’s shareholders.
15. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Company’s Management Board who served in the financial year 2015.
16. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Supervisory Board who served in the financial year 2015.
17. Adoption of resolution on amendments to the “*Articles of Association of TAURON Polska Energia S.A.*”
18. Adoption of resolution on amendments to “*By-laws of the General Meeting of TAURON Polska Energia S.A.*”
19. Adoption of resolution on determining the number of members of the Company’s Supervisory Board.
20. Adoption of resolution on changes in the composition of the Supervisory Board.
21. Closure of the Ordinary General Meeting.

§ 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 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 2016**

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*

<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 2016**

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*

- | | | | | |
|---|---|--|---|------------------------------------|
| <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 9 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 2015.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

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 2015*”

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 2015*, which consists of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2015 showing negative comprehensive income in the amount of PLN 1,682,139 thousand and net loss for the financial year 2015 in the amount of PLN 1,804,215 thousand,
- 2) Consolidated statement of financial position as of 31 December 2015, which shows assets and liabilities in the amount of PLN 32,071,433 thousand,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2015 showing equity decrease of PLN 1,948,407 thousand,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2015 showing net cash flow decrease of PLN 1,080,356 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

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

Item 10 of the agenda: Approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2015.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2015**

on: approval of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2015”*

Acting pursuant to Article 63 c section 4 in connection with Article 55 section 2 of the Accounting Act of 29 September 1994, 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. Capital Group for the financial year 2015”* covering the period from 1 January 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Item 11 of the agenda: Examination and approval of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2015.

Proposed draft resolution:

**RESOLUTION NO. [·]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

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 2015*

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 2015*, which consist of:

- 1) statement of comprehensive income for the year ended on 31 December 2015 showing negative comprehensive income in the amount of PLN 3,384,188 thousand and net loss for the financial year 2015 in the amount of PLN 3,453,908 thousand,
- 2) statement of financial position as of 31 December 2015, which shows assets and liabilities in the amount of PLN 26,474,156 thousand,
- 3) statement of changes in equity for the year ended on 31 December 2015 showing equity decrease of PLN 3,647,070 thousand,
- 4) statement of cash flows for the year ended on 31 December 2015 showing net cash flow decrease of PLN 748,110 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 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 12 of the agenda: Examination and approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2015.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2014*

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 2015* covering the period from 1 January 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Item 13 of the agenda: Distribution of profit for 2014 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 2016**

on: covering of loss for the year 2015

Acting pursuant to Article 395 § 2 item 2) of the Commercial Companies Code and § 35 section 1 item 3) 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 cover the net loss of the Company for the year 2015 covering the period from 1 January 2015 to 31 December 2015 in the amount of PLN 3,453,908,315.26 (say three billion four hundred fifty three million nine hundred eight thousand three hundred fifteen and 26/100) from the Company's reserve capital.

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

Item 14 of the agenda: Use of the Company's reserve capital and allocation of its part for payment of dividend to the Company's shareholders.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: use of the Company's reserve capital and allocation of its part for payment of dividend to the Company's shareholders

Acting pursuant to Article 348, Article 396 § 5 of the Commercial Companies Code and § 35 section 1 item 14) 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

- 1) Decision is taken to use the Company's reserve capital in the amount covering sums from previous years' profits allocated to reserve capital to pay PLN 175,254,939.40 as dividend to Company's shareholders, which means PLN 0.10 dividend per share,
- 2) Dividend record day should be 6 September 2016,
- 3) Dividend payment day should be 26 September 2016.

§ 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 15 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2015 by all members of the Company's Management Board who performed their duties in the financial year 2015.

Proposed draft resolution:

**RESOLUTION NO. [·]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by the President of the Management Board Remigiusz Nowakowski

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. Remigiusz Nowakowski is / is not released from fulfillment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 8 December 2015 to 31 December 2015.

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

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Vice-President of the Management Board Jarosław Broda

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. Jarosław Broda is / is not released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 8 December 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Vice-President of the Management Board Kamil Kamiński

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. Kamil Kamiński is / is not released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 8 December 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Vice-President of the Management Board Piotr Zawistowski

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. Piotr Zawistowski is / is not released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 8 December 2015 to 31 December 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. 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 / is not released from fulfillment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 1 October 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Aleksander Grad

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. Aleksander Grad is / is not released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 1 October 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Ms. Katarzyna Rozenfeld

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

Ms. Katarzyna Rozenfeld is / is not released from fulfillment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 1 October 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Stanisław Tokarski

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. Stanisław Tokarski is / is not released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 1 October 2015.

§ 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 ***:		

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. 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 / is not released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 1 October 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Jerzy Kurella

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. Jerzy Kurella is / is not released from fulfillment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 October 2015 to 8 December 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Henryk Borczyk

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. Henryk Borczyk is / is not released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 October 2015 to 8 December 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Michał Gramatyka

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 Gramatyka is / is not released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 October 2015 to 8 December 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Piotr Kołodziej

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. Piotr Kołodziej is / is not released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 10 October 2015 to 8 December 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Ms. Anna Striżyk

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

Ms. Anna Striżyk is / is not released from fulfillment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 10 October 2015 to 31 December 2015.

§ 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 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2015 by all members of the Supervisory Board who performed their duties in the financial year 2014.

Proposed draft resolution:

**RESOLUTION NO. [·]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Member of the Supervisory Board Beata Chłodzińska

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

Ms. Beata Chłodzińska is / is not released from fulfillment of her duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 12 August 2015 to 31 December 2015.

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

Proposed draft resolution:

RESOLUTION NO. [-]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016

on: acknowledgement of fulfillment of duties in the financial year 2015 by Member of the Supervisory Board Anna Mańk

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

Ms. Anna Mańk is / is not released from fulfillment of her duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 2 December 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by 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 / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [-]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Member of the Supervisory Board Anna Biesialska

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

Ms. Anna Biesialska is / is not released from fulfillment of her duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 2 December 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [-]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Member of the Supervisory Board Michał Czarnik

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 Czarnik is / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 2 December 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [-]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Member of the Supervisory Board Maciej Koński

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. Maciej Koński is / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [-]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Member 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 / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [-]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Member of the Supervisory Board Wojciech Myślecki

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. Wojciech Myślecki is / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 2 December 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [-]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Member of the Supervisory Board Renata Wiernik-Gizicka

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

Ms. Renata Wiernik-Giezicka is / is not released from fulfillment of her duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 9 December 2015 to 31 December 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. 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 / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 7 August 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Ms. Agnieszka Woś

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

Ms. Agnieszka Woś is / is not released from fulfillment of her duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 12 August 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Andrzej Gorgol

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. Andrzej Gorgol is / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 12 August 2015.

§ 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
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Provided that***:	Provided that ***:	Provided that ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. 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 / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 12 August 2015.

§ 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 ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. 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 / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 7 August 2015.

§ 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 ***:
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Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Maciej Tybura

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. Maciej Tybura is / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2015 to 7 October 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Jarosław Zagórowski

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. Jarosław Zagórowski is / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 12 August 2015 to 8 December 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Grzegorz Barszcz

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. Grzegorz Barszcz is / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 12 August 2015 to 8 December 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Mr. Piotr Ciach

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. Piotr Ciach is / is not released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 12 August 2015 to 8 December 2015.

§ 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 ***:

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: acknowledgement of fulfillment of duties in the financial year 2015 by Ms. Katarzyna Kosińska

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

Ms. Katarzyna Kosińska is / is not released from fulfillment of her duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 12 August 2015 to 8 December 2015.

§ 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: Adoption of resolution on amendments to the “Articles of Association of TAURON Polska Energia S.A.”

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: amendments to the “Articles of Association of TAURON Polska Energia S.A.”

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35 section 1 item 18) 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 following amendments are made to the “Articles of Association of TAURON Polska Energia S.A.”:

- 1) **The existing wording of § 14 section 2 item 8) of the Articles of Association is replaced with the following new wording:**

“8) making a donation, cancellation of interest or releasing from debt subject to § 43 section 2 item 1 and 2,”

- 2) **The existing wording of § 18 of the Articles of Association is replaced with the following new wording:**

“Rules and amount of remuneration of the members of the Management Board are established by the Supervisory Board taking into consideration the binding regulations of law, subject to § 43 section 1 item 1.”

- 3) **The existing wording of § 20 section 1 item 9) of the Articles of Association is replaced with the following new wording:**

“9) giving opinions on the rules of conducting sponsoring activity,”

- 4) **In § 20 section 1 items from 4) to 14) are assigned new numbers, from 5) to 15).**

- 5) **In § 20 section 1 new item 4) is added with the following wording:**

“4) drafting once a year and presentation to the General Meeting of:

- a) assessment of the company’s standing including an assessment of the internal control, risk management and compliance systems and the internal audit function, covering all significant control mechanisms, in particular financial*

reporting and operational controls,

- b) *report on the activity of the Supervisory Board, containing at least the following information:*
 - *full names of the members of the Supervisory Board and its committees,*
 - *fulfilment of the independence criteria by the Supervisory Board members,*
 - *number of meetings of the Supervisory Board and its committees,*
 - *self-assessment of the Supervisory Board,*
- c) *assessment of the Company's compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports published by issuers of securities,*
- d) *assessment of the rationality of the Company's policy concerning sponsorship, charity or other similar activities or information about lack of such policy,"*

6) In § 20 section 2 item 8) letter c) the full stop at the end of the sentence is replaced with a comma.

7) In § 20 section 2 new item 9) is added with the following wording:

"9) enter into material agreement with shareholder holding at least 5% of the total number of shares in the Company or a related entity, subject to provisions of section 3."

8) The existing wording of § 20 section 3 item 2) of the Articles of Association is replaced with the following new wording:

"2) establishing the rules of remuneration and the amount of remuneration for the Members of the Management Board, subject to § 43 section 1 item 1,"

9) The existing wording of § 20 section 4 of the Articles of Association is replaced with the following new wording:

"4. Refusal to grant a permission by the Supervisory Board in issues listed in section 2 as well as section 4 items 7 and 8 requires a written justification."

10) In § 20 section 3 and section 4 are assigned new numbers, section 4 and section 5.

11) In § 20 new section 3 is added with the following wording:

"3. The requirement referred to in section 2 item 9) is not applicable to typical transactions or transactions concluded on arm's length basis as part of operating activities performed by the Company with companies that are part of the Capital Group."

12) In § 30 new section 3 is added with the following wording:

"3. Participation of shareholders in General Meeting using electronic communication, including transmission of the General Meeting in real time, is allowed provided that relevant

information has been published about such possibility in the announcement of convening the General Meeting.”

13) The existing wording of § 35 section 1 item 1) of the Articles of Association is replaced with the following new wording:

“1) examining and accepting financial report of the Company and consolidated financial report of the Capital Group for the previous financial year as well as the Management Board’s report on the Company’s activity and the Management Board’s report on the Capital Group’s activity,”

14) The existing wording of § 42 section 3 of the Articles of Association is replaced with the following new wording:

“3. Whenever in the Articles of Association an amount is expressed in EURO it shall be understood as an equivalent of this amount expressed in Polish currency, established on the basis of average exchange rate of PLN, announced by the National Bank of Poland on the day preceding passing the resolution by an appropriate body of the Company entitled to give consent to perform actions in connection with which the equivalent is established, subject to § 43 section 2 item 1 of the Articles of Association.”

15) In § 42 new section 5 is added with the following wording:

“5. Whenever in the Articles of Association a reference is made to a related entity, it shall be understood as a company related in the meaning assigned to that expression in the International Reporting Standards (IRS).”

16) The existing § 43 section 1 is deleted.

17) In § 43 section 2 and section 3 are assigned new numbers, section 1 and section 2.

§ 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 18 of the agenda: Adoption of resolution on amendments to “By-laws of the General Meeting of TAURON Polska Energia S.A.”

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2016**

on: amendments to the *“By-Laws of the General Meeting of TAURON Polska Energia S.A.”*

Acting pursuant to § 28 section 3 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 following amendments are made to the *“By-Laws of the General Meeting of TAURON Polska Energia S.A.”*:

1. The existing wording of § 2 item 12) is replaced with the following new wording:

“12) Best Practices – applicable rules resulting from the document „Best Practices of WSE Listed Companies” adopted by the Supervisory Board of the WSE.”

2. In § 4 sections from 4 to 6 are assigned new numbers, from 5 to 7.

3. In § 4 new section 4. Is added with the following wording:

“4. If a given item is included in the agenda of the General Meeting on request of a Shareholder or Shareholders, the Management Board or the Chairperson of the General Meeting should request presentation of rationale for the proposed resolution. In matters that are material or may rise Shareholders’ doubts the company will communicate rationale unless it will otherwise present to Shareholders the information that will enable adoption of resolution based on adequate knowledge.”

4. The existing wording of § 5 section 3 is replaced with the following new wording:

“3. The General Meeting shall be called off or the date thereof shall be changed in the same manner the meeting has been called, with account being taken of the fact that such changes do not disable or limit the right to participate in the General Meeting by Shareholders.”

5. In § 6 the existing provision is marked as section 1.

6. In § 6 new section 2 is added with the following wording:

“2. Shareholders may participate in the General Meeting by use of electronic communication, including transmission of the proceedings of the General Meeting in real time, provided that information about such possibility has been given in the announcement of convening General Meeting.”

7. The existing wording of § 10 section 1 is replaced with the following new wording:

“1. The number and competence of members of the Management Board and the Supervisory Board taking part in the General Meeting should be sufficient to give informed answers to questions asked during the General Meeting.”

8. In § 10 new section 6 is added with the following wording:

“6. The Management Board should present to the participants in the Ordinary General Meeting the financial results of the company and other relevant information included in the financial statements that are subject to approval by the General Meeting.”

9. In § 17 new sections 6 and 7 are added with the following wording:

“6. A break in the General Meeting may take place only in extraordinary circumstances, each time indicated in the rationale for the resolution drafted based on the reasons presented by the Shareholder requesting a break in the meeting.

7. Resolution of the General Meeting concerning a break should clearly indicate the date when the meeting will be resumed, however that date may not constitute a barrier to participate in the resumed meeting by a majority of Shareholders, including minority Shareholders.”

10. In § 19 new sections 4 and 5 are added with the following wording:

“4. Resolutions of the General Meeting should allow adequate period of time between decisions that result in specific corporate events, and dates on which Shareholders’ rights that result from these corporate events are determined.

5. Resolution of the General Meeting on issue of shares with pre-emptive rights should include the issue price or its calculation method, or should oblige authorized body to determine that price before the pre-emptive right record day, on a date that allows taking investment decision.”

11. The existing § 24 section 3 item 1) is replaced with the following new wording:

“1) a candidate meets or does not meet the criteria of independence of the Company and entities materially related to the Company within the meaning of Appendix II to the European Commission’s Recommendation of 15 February 2005 on the role of non-executive directors or directors being members of the Supervisory Board of listed companies and (supervisory) board commissions, with account being taken of Best Practices,”

§ 2

The unified text of “The By-Laws of the General Meeting of TAURON Polska Energia S.A.” is adopted, including the amendments referred to in §1, which is enclosed herewith.

§ 3

The Resolution comes into force as of its adoption date, effective as of the date of entry in the register of entrepreneurs of the National Court Register of amendments to the Articles of Association adopted by resolution No. ... of Ordinary General Meeting of TAURON Polska Energia S.A. dated 2016.

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 19 of the Agenda: Adoption of resolution on determining the number of members of the Company's Supervisory Board.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2016**

on: determining the number of members of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, § 22 section 1 of the Company's Articles of Association and § 24 sections 1 and 5 of the By-laws of the General Meeting of TAURON Polska Energia S.A., the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

It is agreed that the Supervisory Board of TAURON Polska Energia S.A. will be composed of (say:) members of the Supervisory Board.

§ 2

The existing resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. No. 8 dated 8 December 2015 becomes null and void.

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

Item 20 of the Agenda: Adoption of resolution on changes in the composition of the Supervisory Board

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2016**

on: dismissal / appointment of a member of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, § 22 section 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

Mr./ Mrs. is hereby dismissed from / appointed to the Supervisory Board of TAURON Polska Energia S.A. of the fourth term.

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

* Mark if applicable

** Shareholder may vote differently under each of the shares they hold

*** Shareholder may give different voting instructions to the power of attorney, depending on fulfilment of specific conditions indicated in the power of attorney form.