

## **FORM OF INSTRUCTIONS FOR VOTING BY PROXY**

**The Ordinary General Meeting convened for 8 May 2019 at 10.00 a.m., at Novotel Katowice Centrum Hotel in Katowice, al. Roździeńskiego 16 (conference room - ground floor).**

### **Reservations:**

1. This form shall not serve for the verification of the method of voting by Proxy on behalf of the Shareholder. The Proxies shall not submit a copy of these instructions to the Company.
2. This form shall not replace the Power of Attorney granted to the Proxy by the Shareholder.
3. Use of the form made available by the Company is not mandatory on the Shareholder and is not a prerequisite for submitting of a vote by the Proxy.
4. The method of exercising the vote by the Proxy depends on the provisions of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders are authorised to submit their own draft resolutions as well as amendments to drafts provided by the Management Board or Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, therefore the text of the resolution finally submitted for voting may differ from the text of the resolution originally published on the Company website. Moreover, on issues related to election within the same agenda, as a rule, several resolutions related to individual candidates will be subject to voting.

**Item 2 of the agenda: Adopting the resolution concerning: the appointment of the Chairperson of the Ordinary General Meeting**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the appointment of the Chairperson of the Ordinary General Meeting of the Company

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 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 / Ms [•] is hereby appointed as the Chairperson of the Ordinary General Meeting of the Company.

**§ 2**

The Resolution shall enter into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 4 of the agenda: Adopting the resolution concerning: the adoption of the agenda of the Ordinary General Meeting**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the adoption of the agenda of the Ordinary General Meeting of the Company

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

## § 1

The following agenda of the meeting of the Ordinary General Meeting of the Company is hereby adopted:

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 on waiving 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 TAURON Polska Energia S.A. Capital Group.
8. Presentation of the following Supervisory Board Reports:
  - 1) *“Report on the activities of the Supervisory Board of TAURON Polska Energia S.A. in the financial year 2018”*, containing, among others, the evaluation of the Company’s standing, including the assessment of the internal control, risk management systems, compliance and internal audit functions, comprising all significant control mechanisms, including, in particular those related to financial reporting and operational activity, the assessment of the method of fulfilment of disclosure obligations by the Company in relation to the application of corporate governance principles, the assessment of the rationality of the policy of sponsorship, charity or other similar activities, the assessment of compliance with the criteria of independence by Members of the Supervisory Board,
  - 2) *“Report of the Supervisory Board on the evaluation of the Financial statements of TAURON Polska Energia S.A., Consolidated financial statements of TAURON Capital Group, Report of the Management Board on operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year ended on 31 December 2018 including justification and the motion of the Management Board concerning the method of covering the net loss for the financial year 2018”*.
9. Presentation of the *“Report of TAURON Polska Energia S.A. on representation expenses, expenditure on legal services, marketing services, public relations and social communication services as well as advisory services related to management incurred in 2018”*, including the opinion issued by the Supervisory Board.
10. Examination of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and adoption of the resolution on its approval.
11. Examination of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and adoption of the resolution on its approval.

12. Examination of the “*Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018*” and adoption of the resolution on its approval.
13. Adoption of the resolution concerning covering of the net loss for the financial year 2018.
14. Adoption of the resolutions to grant the discharge from fulfilment of duties to all members of the Company Management Board who fulfilled their functions in the financial year 2018.
15. Adoption of the resolutions to grant the discharge from fulfilment of duties to all Members of the Company Supervisory Board who served in the financial year 2018.
16. Adoption of the resolutions concerning changes in the composition of the Company Supervisory Board.
17. Adoption of the resolutions on amending resolution no. 5 of the Extraordinary General Meeting of Shareholders of December 15, 2016 on the principles for determining the compensation of the Members of the Management Board.
18. Adoption of the resolutions on amending the “Articles of Association of TAURON Polska Energia S.A.”
19. Closing of the session of the Ordinary General Meeting.

## § 2

The Resolution shall enter into force as of its adoption date.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>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 the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: 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(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 hereby waived.

**§ 2**

The Resolution shall enter into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 6 of the agenda: Adopting the resolution concerning: the appointment of the Returning Committee of the Ordinary General Meeting**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

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

Acting pursuant to § 15(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 shall enter into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 10 of the agenda: Examination of the “Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union” and adoption of the resolution on its approval**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the approval of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”*

Acting pursuant to Article 53(1) of the Accounting Act of 29 September 1994 and Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) of the Articles of Association of the Company, 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 *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”* are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2018 showing comprehensive income in the amount of PLN (1,729,519) thousand and net loss for the financial year 2018 in the amount of PLN (1,709,853) thousand,
- 2) Statement of financial standing as at 31 December 2018, which indicates the total balance of assets and liabilities in the amount of PLN 29,512,990 thousand,
- 3) Statement of changes in equity for the year ended on 31 December 2018 showing equity decrease of PLN 2,118,070 thousand,
- 4) Statement of cash flows for the year ended on 31 December 2018 showing net cash flow decrease of by the amount of PLN 802 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 11 of the agenda: Examination of the “Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union” and adoption of the resolution on its approval**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the approval of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”*

Acting pursuant to Article 63c(4) of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code and § 35(1)(1) of the Articles of Association of the Company, 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 *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”* are approved, which consist of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2018 showing the total income in the amount of PLN 182,523 thousand and net profit for the financial year 2018 in the amount of PLN 207,045 thousand,
- 2) Consolidated statement of financial standing as at 31 December 2018, which indicates the total balance of assets and liabilities in the amount of PLN 37,097,477 thousand,

- 3) Consolidated statement of changes in equity for the year ended on 31 December 2018 showing equity increase by the amount of PLN 360,668 thousand,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2018 showing cash flow increase by the amount of PLN 6,619 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 12 of the agenda: 12. Examination of the “Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018” and adoption of the resolution on its approval**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the approval of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018”*

Acting pursuant to Article 63c(4) in conjunction with Article 55(2a) of the Accounting Act of 29 September 1994 and § 35(1)(1) of the Articles of Association of the Company, 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 hereunder report, conducted by the Supervisory Board of the Company, the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018”* covering the period from 1 January 2018 to 31 December 2018 is approved.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

**Item 13 of the agenda: Adoption of the resolution concerning covering of the net loss for the financial year 2018**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: covering of the net loss for the financial year 2018

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

**§ 1**

It is hereby decided to cover the net loss of TAURON Polska Energia S.A. for the financial year 2018 covering the period from 1 January 2018 to 31 December 2018 in the amount of PLN 1,709,852,955.76 (in words: one billion seven hundred and nine million eight hundred and fifty-two thousand nine hundred and fifty-five zlotys 76/100) from the Company supplementary capital.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

**Item 14 of the agenda: Adoption of resolutions to grant the discharge from fulfilment of duties to all members of the Company Management Board who fulfilled their functions in the financial year 2018**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the President of the Management Board, Filip Grzegorzczak for 2018

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

**§ 1**

Mr. Filip Grzegorzczak is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Jarosław Broda for 2018

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

**§ 1**

Mr. Jarosław Broda is discharged from fulfilment of his duties as the Vice-President of the Management Board for Asset Management and Development of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [·]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Kamil Kamiński for 2018

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

**§ 1**

Mr. Kamil Kamiński is discharged from fulfilment of his duties as the Vice-President of the Management Board for Customer and Corporate Affairs of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Marek Wadowski for 2018

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

**§ 1**

Mr. Marek Wadowski is discharged from fulfilment of his duties as the Vice-President of the Management Board for Finance of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

**Item 15 of the agenda: Adoption of resolutions to grant the discharge from fulfilment of duties to all Members of the Company Supervisory Board who served in the financial year 2018**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Chairwoman of the Supervisory Board, Beata Chłodzińska for 2018

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

**§ 1**

Ms. Beata Chłodzińska is discharged from fulfilment of her duties as the Chairwoman of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Deputy Chairwoman of the Supervisory Board, Teresa Famulska for 2018

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

**§ 1**

Ms. Teresa Famulska is discharged from fulfilment of her duties as the Deputy Chairwoman of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Secretary of the Supervisory Board, Jacek Szyke for 2018

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

**§ 1**

Mr. Jacek Szyke is discharged from the fulfilment of his duties as the Secretary of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Radosław Domagalski-Łabędzki for 2018

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

**§ 1**

Mr. Radosław Domagalski-Łabędzki is discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

### Proposed draft resolution:

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Barbara Łasak-Jarszak for 2018

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

## § 1

Ms. Barbara Łasak-Jarszak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Paweł Pampuszko for 2018

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

**§ 1**

Mr. Paweł Pampuszko is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Jan Płudowski for 2018

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

**§ 1**

Mr. Jan Płudowski is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Marcin Szlenk for 2018

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

**§ 1**

Mr. Marcin Szlenk is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 16 April 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Agnieszka Woźniak for 2018

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

**§ 1**

Ms. Agnieszka Woźniak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 16 of the agenda: Adoption of resolutions concerning changes in the composition of the Company Supervisory Board**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the dismissal/appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 35(1)(4) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska

Energia S.A. with its registered office in Katowice resolves as follows:

**§ 1**

Mr/ Ms [•] is hereby dismissed from/appointed to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office.

**§ 2**

The Resolution shall enter into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 17 of the agenda: 17. Adoption of the resolutions on amending resolution no. 5 of the Extraordinary General Meeting of Shareholders of December 15, 2016 on the principles for determining the compensation of the Members of the Management Board.**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: amending resolution no. 5 of the Extraordinary General Meeting of December 15, 2016

**§ 1**

§ 3, section 2 of resolution no. 5 of the Extraordinary General Meeting of December 15, 2016 shall be amended and given the following wording:

„2. The following general catalogue of Management Targets for the Management Board shall be defined:

- a) achieving the EBITDA at the level approved in the Assets and Financial Plan for the given financial year,
- b) achieving the Net Debt to EBITDA ratio at the level approved in the Assets and Financial Plan for the given financial year,
- c) maintaining the rating of TAURON Polska Energia SA. at the investment grade level,
- d) achieving the effects of the restructuring programs or programs aimed at improving the Capital Group's operational efficiency underway,

- e) implementing the Capital Group's strategy, investment projects in accordance with the optimal, from the point of view of the profitability of the projects and the Capital Group's standing, schedule and budget,
- f) implementing the investment projects that are key for the security of electricity supply, in particular in the electricity generation and distribution lines of business, including, in 2020-2021, the investment projects related to BAT,
- g) selling the new products (selling products that include energy and products that are synergic with electricity and gas),
- h) improving quality indicators related to customer service or other operational metrics,
- i) expanding the Capital Group's innovations by carrying out research and development works, pilot projects as well as implementations, taking into account efficient utilization of the funds allocated for that purpose".

## § 2

The resolution shall come into force as of its adoption date.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

### **Item 18 of the agenda: 18. Adoption of the resolutions on amending the "Articles of Association of TAURON Polska Energia S.A."**

#### **Proposed draft resolution:**

#### **RESOLUTION NO [·] of the Ordinary General Meeting of the Company operating under the enterprise name: TAURON Polska Energia S.A. of ..... 2019**

concerning: amending § 14 of 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 to the "Articles of Association of TAURON Polska Energia S.A" shall be made:

**1. Current § 14, section 2, item 7) shall be given the following wording:**

"7) *taking on contingent obligations within the meaning of the act of 29 September 1994 on accountancy, including granting guaranties, sureties and issuing bills of exchange by the Company, subject to § 20, section 2, items 3 and 4,*"

**2. Current § 14, section 2, item 8) shall be given the following wording:**

"8) *making donations, cancelling interest or discharging of debt, subject to § 20, section 2, items 12 and 13,*"

**3. Current § 14, section 2, item 10) shall be given the following wording:**

"10) *purchase of components of fixed assets, excluding property, perpetual usufruct or share in property or perpetual usufruct with the value exceeding PLN 40 000, subject to provisions of § 20, section 2, item 1,*"

**4. Current § 14, section 2, item 11) shall be given the following wording:**

"11) *disposal of components of fixed assets, including property, perpetual usufruct or share in property or perpetual usufruct with the value exceeding PLN 40 000, subject to provisions of § 20, section 2, item 2,*"

**5. In § 14, section 2, item 12) the phrase "subject to provisions of § 20, section 3, item 9," shall be replaced with the following phrase:**

"subject to provisions of § 20, section 4, items 9 and 10,"

## § 2

The resolution shall come into force as of its adoption date and shall be effective as of the day the amendments are entered into the business register of the National Court Register.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

Proposed draft resolution:

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: amending § 15 of 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 to the “Articles of Association of TAURON Polska Energia S.A.” shall be made:

**1. Current § 15, section 2, item 7) shall be given the following wording:**

*„2. The Management Board shall submit to the Supervisory Board, along with the Management Board’s report on the Company’s operations for the previous financial year, the reports on:*

- 1) representation expenses, expenses incurred on legal services, marketing services, PR and social communications services, as well as advisory services associated with management,*
- 2) the application of the best practices defined by the Chairman of the Council of Ministers, pursuant to art. 7, clause 3 of the act on the principles of state assets management with respect to corporate governance, corporate social responsibility and sponsoring activities.”*

**2. In § 15, section 4, after the phrase “in conjunction with art. 17, section 7, art. 18, section 2, art. 20 and art. 23”, the following phrase shall be added:**

*“taking into account art. 18a and 23a”*

**§ 2**

The resolution shall come into force as of its adoption date and shall be effective as of the day the amendments are entered into the business register of the National Court Register.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

Proposed draft resolution:

**DRAFT (in the case the previous resolution draft is not adopted)**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: amending § 15 of 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 to the “Articles of Association of TAURON Polska Energia S.A.” shall be made:

- 1. In § 15, section 4, after the phrase “in conjunction with art. 17, section 7, art. 18, section 2, art. 20 and art. 23”, the following phrase shall be added:**

*“taking into account art. 18a and 23a”*

- 2. In § 15 new section 5 with the following wording shall be added:**

*“5. The Management Board shall submit to the Supervisory Board, along with the Management Board’s report on the Company’s operations for the previous financial year, a report on the application of the best practices defined by the Chairman of the Council of Ministers pursuant to art. 7, clause 3 of the act on the principles of state assets management with respect to corporate governance, corporate social responsibility and sponsoring activities.”*

**§ 2**

The resolution shall come into force as of its adoption date and shall be effective as of the day the amendments are entered into the business register of the National Court Register.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: amending § 17 of 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 to the “Articles of Association of TAURON Polska Energia S.A.” shall be made:

**In § 17, section 4:**

- 1) item 5 shall be deleted
- 2) current item 6 shall be designated as item 5.

**§ 2**

The resolution shall come into force as of its adoption date and shall be effective as of the day the amendments are entered into the business register of the National Court Register.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: amending § 20 of 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 to the "Articles of Association of TAURON Polska Energia S.A." shall be made:

### 1. Current § 20, section 2 shall be given the following wording:

„2. Competences of the Supervisory Board shall include granting the Management Board permission to:

- 1) *acquire components of fixed assets within the meaning of the act of 29 September 1994 on accountancy, with the value exceeding:*
  - a) *PLN 20 000 000 or*
  - b) *5% of the total assets value within the meaning of the act of 29 September 1994 on accountancy, determined based on the last approved financial statements, subject to the provisions of section 6,*
- 2) *dispose of (divest) the components of fixed assets within the meaning of the regulations of the Accounting Act of 29 September 1994, classified as intangible and legal assets, tangible fixed assets or long term investments, including making a contribution to a company or cooperative, in the case the market value of such components exceeds PLN 20 000 000 or 5% of the total assets value within the meaning of the Accounting Act based on the last approved financial statements, subject to the provisions of section 6, and also handing over such components for use to another entity, for a period longer than 180 days within a calendar year, pursuant to a legal action, in the case the market value of the subject of such legal action exceeds PLN 500 000 or 5% of the total assets value, where a hand-over for use in the case of:*
  - a) *rent, lease agreements and other agreements related to a hand-over of an asset component for the free of charge use to other entities – the market value of the subject of a legal action shall be understood as the value of payments for:*
    - *a year – in the case the hand-over of the asset component took place under an agreement concluded for an indefinite period of time,*
    - *the entire term of the agreement – in the case of agreements concluded for a definite period of time,*
  - b) *loan agreements and other free of charge agreements related to a hand-over of an asset component for use to other entities – the market value of the subject of a legal action shall be understood as the equivalent of payments that would be due in the case of concluding a rent or lease agreement for:*
    - *a year – in the case the hand-over of the asset component takes place under an agreement concluded for an indefinite period of time,*
    - *the entire term of the agreement – in the case of agreements concluded for a definite period of time,*
- 3) *take on contingent obligations, including granting guaranties and sureties by the Company, with the value exceeding PLN 20 000 000,*
- 4) *issue bills of exchange with the value exceeding PLN 20 000 000,*
- 5) *make advance payments on account of the anticipated dividend,*

- 6) *take up or acquire stocks or shares in another company with the value exceeding:*
  - a) *PLN 20 000 000, or*
  - b) *5% of the total assets value within the meaning of the Accounting Act of 29 September 1994, determined based on the last approved financial statements,*
- 7) *dispose of stocks or shares in another company with the market value exceeding:*
  - a) *PLN 20 000 000, or*
  - b) *10% of the total assets value within the meaning of the Accounting Act of 29 September 1994, determined based on the last approved financial statements,*
- 8) *enter into a material agreement with a shareholder holding at least 5% of the total number of votes in the Company or with a related entity, subject to the provisions of section 3,*
- 9) *conclude an agreement on legal services, marketing services, PR and social communications services, as well as advisory services associated with management, in the case the total compensation envisaged for the services rendered under such agreement or under other agreements concluded with the same entity, exceeds the net amount of PLN 500 000 per annum,*
- 10) *amend an agreement on legal services, marketing services, PR and social communications services, as well as advisory services associated with management, raising the compensation above the amount referred to in item 9,*
- 11) *conclude agreements on legal services, marketing services, PR and social communications services, as well as advisory services associated with management, under which the maximum level (cap) of compensation is not foreseen,*
- 12) *conclude a donation agreement or another agreement with a similar effect, with the value exceeding PLN 20 000 or 0.1% of the total assets value within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements,*
- 13) *discharge of debt or another agreement with a similar effect, with the value exceeding PLN 50 000 or 0.1% of the total assets value within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements.”*

**2. In § 20, section 3 the phrase "referred to in section 2 item 9)" shall be replaced with the following phrase:**

*"referred to in section 2 item 8)"*

**3. In § 20, section 4, item 10) letter i) shall be given the following wording:**

*"i) referred to in art. 17, clause 1 of the act of 16 December 2016 on the principles of state assets management, subject to § 15, section 4, with the exclusion of matters related to legal actions, referred to in section 6 of this paragraph, and with the exclusion of matters related to acquiring or disposing of components of fixed assets that constitute or are to constitute the assets required to carry out business operations with respect to electricity distribution by a company that is a power distribution system operator.”*

**4. In § 20 new section 6 with the following wording shall be added:**

*"6. The obligation referred to in section 2, item 1 or 2 and in section 4, item 10, letter i, shall not be applicable to the legal actions performed under market conditions (at arm's length), in particular on commodity exchanges within the meaning of the regulations on commodity*

*exchanges or in the financial instruments trading systems within the meaning of the regulations on financial instruments trading, as part of operations conducted by the Company with respect to the supply of or trading in: electricity, fuels used to generate electricity, including natural gas and coal or related products, including the property rights related to the certificates of origin of electricity, the certificates of origin of agricultural biogas or the energy efficiency certificates, the guarantees of origin and CO2 emission allowances or their derivatives or other rights related thereto, if the value of the given action does not exceed 5% of the total assets value within the meaning of the Accounting Act of 29 September 1994, determined based on the last approved financial statements, and in the case of purchasing the above mentioned components of fixed assets – if the value of the given action does not exceed the above indicated value or the amount of PLN 100 000 000.”*

## § 2

The resolution shall come into force as of its adoption date and shall be effective as of the day the amendments are entered into the business register of the National Court Register.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

### Proposed draft resolution:

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: amending § 38<sup>1</sup> of 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 to the “Articles of Association of TAURON Polska Energia S.A.” shall be made:

- 1. In § 38<sup>1</sup>, section 1 the phrase “... under the tendering procedure, unless the value of the item disposed of does not exceed PLN 20 000.” shall be replaced with the phrase:**

*“under the tendering procedure or auction, unless the market value of the item disposed of does not exceed PLN 20 000.”*

**2. In § 38<sup>1</sup>, section 2 after the phrase “... without performing the tendering procedure”, the following phrase shall be added:**

*“or auction”*

**3. Current § 38<sup>1</sup>, section 2, item 6) shall be given the following wording:**

*“6) the object of disposal shall be components of fixed assets referred to in § 20, section 6.”*

**4. In § 38<sup>1</sup>, section 3, item 1) after the phrase “The call for tender”, the following phrase shall be added:**

*“or auction”*

**5. Current § 38<sup>1</sup>, section 3, item 2) shall be given the following wording:**

*“2) The tendering procedure or auction may take place not earlier than after the elapse of 14 days following the day of announcement of the call for tender or auction,”*

**6. Current § 38<sup>1</sup>, section 3, item 3) shall be given the following wording:**

*“3) The following persons may not participate in the tender or auction as tenderers:*

- a) Members of the Management Board and the Supervisory Board of the Company,
- b) a business entity conducting the tender or auction, as well as Members of its Management Board and Supervisory Board,
- c) persons entrusted with the performance of activities associated with conducting of the tender or auction,
- d) a spouse, children, parents and siblings of persons referred to under letters a-c,
- e) persons remaining in such a legal or factual relationship with the entity conducting the tender or auction which may raise justified doubts as to the impartiality of the person conducting the tender or auction,”

**7. In § 38<sup>1</sup>, section 3, item 4) after the phrase “The prerequisite for participating in the tender”, the following phrase shall be added:**

*“or auction”*

**8. In § 38<sup>1</sup>, section 3, item 5) after the phrase “Prior to commencing the tender”, the following phrase shall be added:**

*“or auction”*

**9. Current § 38<sup>1</sup>, section 3, item 8) shall be given the following wording:**

“8) The regulations defining the procedure and terms of performing the tender or auction, the content of the announcement on the call for, the form of and the conditions of the tender or auction shall be defined by the Company,”

**10. Current § 38<sup>1</sup>, section 3, item 9) shall be given the following wording:**

“9) The organizer of the tender or auction shall be entitled to close the tender or auction without selecting any of the offers, without stating the reasons,”

**11. In § 38<sup>1</sup>, section 3, item 10) after the word ”tender”, the following phrase shall be added:**

“or auction”

**§ 2**

The resolution shall come into force as of its adoption date and shall be effective as of the day the amendments are entered into the business register of the National Court Register.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: amending § 42 of 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 to the “Articles of Association of TAURON Polska Energia S.A.” shall be made:

**In § 42, section 3 the following phrase shall be deleted:**

“subject to § 43, section 2, item 1 of the Articles of Association”

**§ 2**

The resolution shall come into force as of its adoption date and shall be effective as of the day the amendments are entered into the business register of the National Court Register.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

\* Check the relevant box.

\*\* The Shareholder may submit a different vote in a different way from each of the shares held.

\*\*\* The Shareholder may determine the method of voting by proxy depending on the fulfilment of specific conditions indicated in the text of the power of attorney.