

Enclosure No. 2  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Extraordinary General Meeting of the Company

**DRAFT**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia Spółka Akcyjna  
with its registered office in Katowice  
of ..... 2012**

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

**§ 2**

The Resolution comes into force as of its adoption date.

Enclosure No. 3  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Extraordinary General Meeting of the Company

**DRAFT**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia Spółka Akcyjna  
with its registered office in Katowice  
of ..... 2012**

on: adoption of the agenda of the Extraordinary General Meeting

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

**§ 1**

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

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

**§ 2**

The Resolution comes into force as of its adoption date.

Enclosure No. 4  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Extraordinary General Meeting of the Company

**DRAFT**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia Spółka Akcyjna  
with its registered office in Katowice  
of ..... 2012**

on: waiving the secrecy of the vote on the committees appointed by the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting is waived.

**§ 2**

The Resolution comes into force as of its adoption date.

Enclosure No. 5  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Extraordinary General Meeting of the Company

**DRAFT**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia Spółka Akcyjna  
with its registered office in Katowice  
of ..... 2012**

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

Acting pursuant to § 15 section 1 of the By-laws of the General Meeting, the Extraordinary 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.

Enclosure No. 6  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Extraordinary General Meeting of the Company

**DRAFT**

**RESOLUTION NO. [·]  
of the Extraordinary General Meeting of  
TAURON Polska Energia Spółka Akcyjna  
with its registered office in Katowice  
of ..... 2012**

on: merger of companies: Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company).

Acting pursuant to Article 492 § 1 item 1), Article 506 § 1 and 4 in connection with Article 499 of Commercial Companies Code and § 35 section 1 item 16) of the Company's Articles of Association, following adoption by the Management Boards of Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice and TAURON Polska Energia S.A. with its registered office in Katowice of resolutions on merger and agreement on the Merger Plan, which took place on 17 April 2012, and having announced twice to shareholders the information on intention to merge in the manner provided for convening general meetings of the Acquiring Company and the Acquired Company, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered in the Register of Entrepreneurs of the National Court Register under No. 0000271562, maintained by the District Court Katowice-Wschód in Katowice, 8<sup>th</sup> Commercial Division of the National Court Register, resolve as follows:

**§ 1**

The General Meeting of TAURON Polska Energia Spółka Akcyjna with its registered office in Katowice resolves as follows:

1. pursuant to Article 492 § 1 item 1), Article 515 § 1 and Article 516 § 5 of Commercial Companies Code, Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice, ul. Barlickiego 2, 44-100 Gliwice, entered in the Register of Entrepreneurs under No. 0000013196, maintained by the District Court in Gliwice, 10<sup>th</sup> Commercial Division of National Court Register (Acquired Company) will be merged with TAURON Polska Energia Spółka Akcyjna with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered in the Register of Entrepreneurs of the National Court register under No. 0000271562, maintained by the District Court Katowice-Wschód in Katowice, 8<sup>th</sup> Commercial Division of the National Court Register (Acquiring Company), on terms and conditions set out in the Merger Plan which in line

with Article 500 § 2<sup>1</sup> of Commercial Companies Code was published on TAURON Polska Energia S.A. website at [www.tauron-pe.pl](http://www.tauron-pe.pl) on 17 April 2012 and published by TAURON Polska Energia S.A. in current report No. 15/2012 dated 17 April 2012 and published in Monitor Sądowy i Gospodarczy (the Official Gazette) No. 80 (3945), item 5328 dated 24 April 2012 and which is enclosed herewith,

2. to approve of the Merger Plan referred to in section 1 above.

#### § 2

Transfer of the Acquired Company's assets to the Acquiring Company will take place on the day when the merger is entered in the Register of Entrepreneurs maintained for TAURON Polska Energia S.A. (Merger Day).

#### § 3

1. The General Meeting authorizes the Management Board of TAURON Polska Energia S.A. to take all actions necessary to execute this resolution, provided they were earlier agreed with the Management Board of the Acquired Company.
2. The General Meeting obligates the Management Board of TAURON Polska Energia S.A. to take all actions and activities necessary to correctly execute this resolution.

#### § 4

The Resolution comes into force as of its adoption date.

---

#### *Rationale:*

In reference to the provisions of "Corporate Strategy for the TAURON Group for 2011-2015, with estimates up to the year 2020" which assumes, among other things, streamlining organizational structure of TAURON Polska Energia S.A. Capital Group by establishing one company in each line of business, the Company's Management Board took decision to merge TAURON Polska Energia S.A. with its registered office in Katowice (acquiring Company) and its subsidiary – Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company), in line with the adopted and announced Merger Plan.

The company Górnośląski Zakład Elektroenergetyczny S.A. is responsible in the structures of TAURON Polska Energia S.A. Capital Group for wholesale electricity trading.

Through its subsidiaries, Górnośląski Zakład Elektroenergetyczny S.A. runs operations in the scope of electricity generation and supply, electricity distribution in Upper Silesia, maintenance and operation of power grid in Upper Silesia, supply and marketing of electricity as well as runs integrated shared services' center.

On 13 December 2011 the Management Board of TAURON Polska Energia S.A. concluded with Vattenfall AB agreement for sale of Górnośląski Zakład Elektroenergetyczny S.A.



shares. As a result of the transaction TAURON Polska Energia S.A. became the holder of 99.98% shares in equity of Górnośląski Zakład Elektroenergetyczny S.A.

In line with the adopted Merger Plan the subject incorporation will take place in the manner defined in Article 492 § 1 item 1 of Commercial Companies Code, i.e. by transfer of the Acquired Company's entire assets to the Acquiring Company. In addition, considering the provisions of Article 515 § 1 of Commercial Companies Code and in connection with the buyout of the Acquired Company's shares by the Acquiring Company, as a result of which TAURON Polska Energia S.A. holds 100% shares in equity of Górnośląski Zakład Elektroenergetyczny S.A., the merger of the abovementioned companies will take place without increase of the Acquiring Company' equity.

As a result of the incorporation, the operations of the Acquired Company will be incorporated in the structures of TAURON Polska Energia S.A. It should be noted here that Górnośląski Zakład Elektroenergetyczny S.A. runs operation only in the scope that results from being a holder and supervising as well as exercising corporate rights in relation to companies whose shares it holds. Thus, the merger will allow for more effective management of those assets that will be run from the level of the dominant company and enable further mergers consisting in taking direct control over subsidiaries of Górnośląski Zakład Elektroenergetyczny S.A., including in particular companies whose integration with respective TAURON Group companies is planned (TAURON Dystrybucja GZE S.A., TAURON Sprzedaż GZE sp. z o.o., TAURON Ekoenergia GZE sp. z o.o. and TAURON Obsługa Klienta GZE sp. z o.o.). Incorporation of Górnośląski Zakład Elektroenergetyczny S.A. is yet another stage of the systematically pursued strategy that anticipates consolidation of TAURON Group companies and will eventually simplify organizational structure and eliminate majority of redundant processes. As a result, the merger will increase transparency of the TAURON Group for investors. Thanks to the merger, the supervisory and management structures will be simplified, which will improve management of the TAURON Group.

As a result of the process, the Acquired Company will be deleted from the Register of Entrepreneurs of the National Court Register in line with Article 493 § 1 of Commercial Companies Code, i.e. without liquidation proceeding.

\*\*\*