



Enclosure No. 10  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Extraordinary General Meeting of the Company

## **VOTING INSTRUCTIONS FOR THE PROXY**

**The Extraordinary General Meeting of the Company's Shareholders to be held on 22 November 2011, at 11:00, in Hotel Angelo in Katowice, ul. Sokolska 24 (Conference Room, floor 1)**

### **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 Extraordinary General Meeting.**

**Draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2011**

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.

**Votes\***

For (vote based on ..... shares)\*\*       Against (vote based on ..... shares)\*\*       Abstaining (vote based on ..... shares)\*\*       At the Proxy's discretion       Objection

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

**Item 4 of the agenda: Adoption of the agenda of the Extraordinary General Meeting of the Company.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2011**

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 adopts the following agenda of the meeting:

1. Opening the Company's Extraordinary General Meeting.
2. Appointment of the Chairman of the Company's Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been called accurately and the Shareholders are capable of adopting binding resolutions.
4. Adoption of the agenda of the Company's Extraordinary General Meeting.
5. Adoption of a resolution to remove secrecy of voting on the election of commissions appointed by the Extraordinary General Meeting.
6. Appointment of the Returning Committee of the Extraordinary General Meeting.
7. Adoption of a resolution on amendments to the Articles of Association concerning amendments to the scope of activities of the Company.
8. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- For (vote based on ..... shares)\*\*       Against (vote based on ..... shares)\*\*       Abstaining (vote based on ..... shares)\*\*       At the Proxy's discretion       Objection

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

**Item 5 of the agenda: Adoption of a resolution to remove secrecy of voting on the election of commissions appointed by the Extraordinary General Meeting.**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2011**

on: removing the secrecy of voting on the election of commissions 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 voting on the election of commissions appointed by the Extraordinary General Meeting shall be removed.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- For (vote based on ..... shares)\*\*       Against (vote based on ..... shares)\*\*       Abstaining (vote based on ..... shares)\*\*       At the Proxy's discretion       Objection

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

**Item 6 of the agenda: Appointment of the Returning Committee of the Extraordinary General Meeting.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2011**

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 established, composed of:

1. [•]
2. [•]
3. [•]

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

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

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

**Item 7 of the agenda: Amendments to the Articles of Association regarding amendments to the scope of activities of the Company.**

**Proposed draft resolution:**

**DRAFT NO. 1**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2011**

on: amendments to the Articles of Association regarding amendments to the scope of activities of the Company

Acting pursuant to Article 430 § 1, Article 416 §§ 1-3 and Article 417 § 4 of the Commercial Companies Code and § 35 section 1 item 18) of the Company's Articles of Association in connection with § 5 section 3 and § 3 section 33 item 2 of the Company's Articles of Association, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

### § 1

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

“1. Scope of activity of the Company includes:

1. (PKD 33.20.Z) Installation of industrial machinery and equipment,
2. (PKD 35.11.Z) Production of electricity,
3. (PKD 35.14.Z) Trade of electricity,
4. (PKD 35.23.Z) Trade of gas through mains,
5. (PKD 35.30.Z) Steam and air conditioning supply,
6. (PKD 42.22.Z) Construction of utility projects for electricity and telecommunications,
7. (PKD 46.18.Z) Agents specialized in the sale of other particular products,
8. (PKD 46.19.Z) Agents involved in the sale of a variety of goods,
9. (PKD 46.51.Z) Wholesale of computers, computer peripheral equipment and software,
10. (PKD 46.52.Z) Wholesale of electronic and telecommunications equipment and parts,
11. (PKD 46.71.Z) Wholesale of solid, liquid and gaseous fuels and related products,
12. (PKD 46.90.Z) Non-specialized wholesale trade,
13. (PKD 49.20.Z) Freight rail transport,
14. (PKD 49.41.Z) Freight transport by road,
15. (PKD 49.50.A) Transport via pipeline,
16. (PKD 50.20.Z) Sea and coastal freight water transport,
17. (PKD 61.10.Z) Wired telecommunications activities,
18. (PKD 61.20.Z) Wireless telecommunications activities, excluding satellite telecommunication,
19. (PKD 61.30.Z) Satellite telecommunications activities,
20. (PKD 61.90.Z) Other telecommunications activities,
21. (PKD 62.01.Z) Computer programming activities,
22. (PKD 62.02.Z) Computer consultancy activities,
23. (PKD 62.03.Z) Computer facilities management activities,
24. (PKD 62.09.Z) Other information technology and computer service activities,
25. (PKD 63.11.Z) Data processing, hosting and related activities,
26. (PKD 63.12.Z) Web portals,
27. (PKD 63.99.Z) Other information service activities n.e.c.;
28. (PKD 64.20.Z) Activities of holding companies,
29. (PKD 64.30.Z) Trusts, funds and similar financial entities,

30. (PKD 64.91.Z) Financial leasing,
31. (PKD 64.92.Z) Other credit granting,
32. (PKD 64.99.Z) Other financial service activities, except insurance and pension funding n.e.c.,
33. (PKD 66.12.Z) Security and commodity contracts brokerage,
34. (PKD 66.19.Z) Other activities auxiliary to financial services, except insurance and pension funding,
35. (PKD 68.20.Z) Rental and operating of own or leased real estate,
36. (PKD 69.20.Z) Accounting, bookkeeping and auditing activities; tax consultancy,
37. (PKD 70.10.Z) Activities of head offices,
38. (PKD 70.21.Z) Public relations and communication activities,
39. (PKD 70.22.Z) Business and other management consultancy activities,
40. (PKD 71.20.B) Technical testing and analysis,
41. (PKD 72.19.Z) Other research and experimental development on natural sciences and engineering,
42. (PKD 73.20.Z) Market research and public opinion polling,
43. (PKD 74.90.Z) Other professional, scientific and technical activities n.e.c.,
44. (PKD 77.33.Z) Rental and leasing of office machinery and equipment (including computers),
45. (PKD 77.39.Z) Rental and leasing of other machinery, equipment and tangible goods n.e.c.,
46. (PKD 82.20.Z) Activities of call centers,
47. (PKD 85.59.B) Other education n.e.c.,
48. (PKD 85.60.Z) Educational support activities,
49. (PKD 93.19.Z) Other sports activities,
50. (PKD 93.29.Z) Other amusement and recreation activities,
51. (PKD 95.11.Z) Repair of computers and peripheral equipment,
52. (PKD 95.12.Z) Repair of communication equipment.”

## § 2

Pursuant to § 5 section 3 of the Company’s Articles of Association, amendment to the scope of activities of the Company specified in § 1 is introduced without buyout of shares from those shareholders who disagree to such amendment.

## § 3

The Resolution comes into force as of its adoption date.

### Votes\*

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

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

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The Management Board of TAURON Polska Energia S.A. informs that in the case the Extraordinary General Meeting is attended by shareholders representing less than a half of the Company's share capital, which would disable voting on draft No. 1 of the resolution or in the case the resolution is not adopted, draft No. 2 of the resolution will be submitted for voting under the same item of the agenda pursuant to § 21 section 5 of the By-laws of the General Meeting of TAURON Polska Energia S.A. with the following wording:

**DRAFT NO. 2**

**RESOLUTION NO. [-]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2011**

on: amendments to the Articles of Association regarding amendments to the scope of activities of the Company

Acting pursuant to Article 430 § 1 and Article 416 §§ 1-4 of the Commercial Companies Code the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

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

“1. Scope of activity of the Company includes:

1. (PKD 33.20.Z) Installation of industrial machinery and equipment,
2. (PKD 35.11.Z) Production of electricity,
3. (PKD 35.14.Z) Trade of electricity,
4. (PKD 35.23.Z) Trade of gas through mains,
5. (PKD 35.30.Z) Steam and air conditioning supply,
6. (PKD 42.22.Z) Construction of utility projects for electricity and telecommunications,
7. (PKD 46.18.Z) Agents specialized in the sale of other particular products,
8. (PKD 46.19.Z) Agents involved in the sale of a variety of goods,
9. (PKD 46.51.Z) Wholesale of computers, computer peripheral equipment and software,
10. (PKD 46.52.Z) Wholesale of electronic and telecommunications equipment and parts,
11. (PKD 46.71.Z) Wholesale of solid, liquid and gaseous fuels and related products,
12. (PKD 46.90.Z) Non-specialized wholesale trade,
13. (PKD 49.20.Z) Freight rail transport,

14. (PKD 49.41.Z) Freight transport by road,
15. (PKD 49.50.A) Transport via pipeline,
16. (PKD 50.20.Z) Sea and coastal freight water transport,
17. (PKD 61.10.Z) Wired telecommunications activities,
18. (PKD 61.20.Z) Wireless telecommunications activities, excluding satellite telecommunication,
19. (PKD 61.30.Z) Satellite telecommunications activities,
20. (PKD 61.90.Z) Other telecommunications activities,
21. (PKD 62.01.Z) Computer programming activities,
22. (PKD 62.02.Z) Computer consultancy activities,
23. (PKD 62.03.Z) Computer facilities management activities,
24. (PKD 62.09.Z) Other information technology and computer service activities,
25. (PKD 63.11.Z) Data processing, hosting and related activities,
26. (PKD 63.12.Z) Web portals,
27. (PKD 63.99.Z) Other information service activities n.e.c.;
28. (PKD 64.20.Z) Activities of holding companies,
29. (PKD 64.30.Z) Trusts, funds and similar financial entities,
30. (PKD 64.91.Z) Financial leasing,
31. (PKD 64.92.Z) Other credit granting,
32. (PKD 64.99.Z) Other financial service activities, except insurance and pension funding n.e.c.,
33. (PKD 66.12.Z) Security and commodity contracts brokerage,
34. (PKD 66.19.Z) Other activities auxiliary to financial services, except insurance and pension funding,
35. (PKD 68.20.Z) Rental and operating of own or leased real estate,
36. (PKD 69.20.Z) Accounting, bookkeeping and auditing activities; tax consultancy,
37. (PKD 70.10.Z) Activities of head offices,
38. (PKD 70.21.Z) Public relations and communication activities,
39. (PKD 70.22.Z) Business and other management consultancy activities,
40. (PKD 71.20.B) Technical testing and analysis,
41. (PKD 72.19.Z) Other research and experimental development on natural sciences and engineering,
42. (PKD 73.20.Z) Market research and public opinion polling,
43. (PKD 74.90.Z) Other professional, scientific and technical activities n.e.c.,
44. (PKD 77.33.Z) Rental and leasing of office machinery and equipment (including computers),
45. (PKD 77.39.Z) Rental and leasing of other machinery, equipment and tangible goods n.e.c.,
46. (PKD 82.20.Z) Activities of call centers,
47. (PKD 85.59.B) Other education n.e.c.,
48. (PKD 85.60.Z) Educational support activities,
49. (PKD 93.19.Z) Other sports activities,
50. (PKD 93.29.Z) Other amusement and recreation activities,
51. (PKD 95.11.Z) Repair of computers and peripheral equipment,
1. (PKD 95.12.Z) Repair of communication equipment.”



§ 2

1. Pursuant to Article 416 § 4 of the Commercial Companies Code the application of this resolution depends on the buyout of shares held by those Shareholders who disagree with the adopted amendment to the scope of activities of the Company.
2. Company's Shareholders present at the Extraordinary General Meeting who voted against the resolution should within two days of the date of the General Meeting, and those who did not attend the meeting – within a month of the date of publication of this resolution, submit their shares at the Company or deliver a proof that they have submitted their shares to the Company's disposal. Should they fail to do so, they will be considered to agree to the adopted amendment to the Company's scope of activities.
3. Pursuant to Article 417 § 1 buyout of shares should be done at the price listed on the Warsaw Stock Exchange, at average rate for the three months before the adoption of the resolution. The price will be announced by the Company's Management Board, and the period of three months will be calculated from the day preceding the day of adoption of the resolution, i.e. 21 November 2011.
4. The buyout will be executed through the Management Board. If the number of persons intending to buy the shares is higher than the number of persons who submitted their shares or proofs of share submission to the Company's disposal, the purchase will be decided according to the date of payment of the amount equal to the price of all the purchased shares to the Company's bank account.
5. The amount related to the intention to buy the shares, referred to in sections 3 and 4 should be paid to the Company's account maintained by PKO BP S.A. No. 04 1020 2313 0000 3102 0169 9404.

§ 3

The Resolution comes into force as of its adoption date.

**Votes\***

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

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

\* Mark as appropriate

\*\* Shareholder may vote differently under each share they hold

\*\*\* Shareholder may instruct the representative to vote differently, depending if the conditions specified in the power of attorney form are fulfilled or not