

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 14 September 2010**

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

Acting on the basis of Art. 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

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

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 14 September 2010**

on: the adoption of the agenda of the Extraordinary General Meeting of the Company

The Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve 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 Chairman of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been called accurately and is capable of adopting resolutions. Preparation of an attendance list.
4. Adoption of the agenda.
5. Appointment of the Returning Committee.
6. Adoption of a resolution on amendments to the Articles of Association and changes in the Company's core activity.
7. Adoption of a resolution on the adoption of By-laws of the General Meeting of TAURON Polska Energia S.A.
8. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 14 September 2010**

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

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

§ 1

The Returning Committee is established, composed of:

1. [•]
2. [•]
3. [•]

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 14 September 2010**

on: amendments to the Articles of Association and changes in the Company's core activity

Acting on the basis of Art. 430 § 1 of the Commercial Companies Code and § 35.1.13) of the Company's Articles of Association, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

The Company's Articles of Association are amended as follows:

1. The new wording of § 5.1:

"1. The Company's core activity covers:

- 1. (PKD 35.14.Z) Electricity trading,*
- 2. (PKD 70.10.Z) Activity of head offices and holdings, excluding financial holdings,*
- 3. (PKD 64.20.Z) Activity of financial holdings,*
- 4. (PKD 46.71.Z) Wholesale of fuels and derivative products,*
- 5. (PKD 33.20.Z) Installation of industrial machinery, fittings and equipment,*
- 6. (PKD 42.22.Z) Works connected with the construction of telecommunications, power and electricity lines,*
- 7. (PKD 46.18.Z) Activity of agents specialising in the sale of other defined goods,*
- 8. (PKD 46.19.Z) Activity of agents selling various types of goods,*
- 9. (PKD 46.51.Z) Wholesale of computers, peripherals and software,*
- 10. (PKD 46.52.Z) Wholesale of electronic and telecommunications equipment and parts thereof,*
- 11. (PKD 46.90.Z) Non-specialised wholesale,*
- 12. (PKD 61.10.Z) Activity related to wire telecommunication,*
- 13. (PKD 61.20.Z) Activity related to wireless telecommunication, excluding satellite telecommunication,*
- 14. (PKD 61.30.Z) Activity related to satellite telecommunication,*
- 15. (PKD 61.90.Z) Activity related to other telecommunication,*
- 16. (PKD 62.01.Z) Activity connected with software,*
- 17. (PKD 62.02.Z) Activity connected with IT advice,*
- 18. (PKD 62.03.Z) Activity connected with IT equipment management,*
- 19. (PKD 62.09.Z) Other services related to IT and computer technologies,*
- 20. (PKD 63.11.Z) Data processing; hosting and similar activities,*
- 21. (PKD 63.12.Z) Operation of Internet portals,*
- 22. (PKD 63.99.Z) Other services related to information, not classified elsewhere,*
- 23. (PKD 64.30.Z) Activity of trusts, funds and similar financial institutions,*
- 24. (PKD 64.91.Z) Financial lease,*
- 25. (PKD 64.92.Z) Other forms of lending,*
- 26. (PKD 64.99.Z) Other financial services not classified elsewhere, excluding insurance and pension funds,*
- 27. (PKD 66.12.Z) Brokerage activity connected with the market of securities and goods exchanges,*
- 28. (PKD 64.19.Z) Other activity supporting financial services, excluding insurance and pension funds,*

29. (PKD 68.20.Z) Rental and management of own or leased fixed properties,
30. (PKD 69.20.Z) Accounting and book-keeping activity, tax advice,
31. (PKD 70.21.Z) Public relations and communication,
32. (PKD 70.22.Z) Other advice on business activity and management,
33. (PKD 71.20.B) Other technical research and analysis,
34. (PKD 72.19.Z) Scientific research and development work in the field of other natural and technical sciences,
35. (PKD 74.90.Z) Other professional, scientific and technical activities not classified elsewhere,
36. (PKD 77.33.Z) Rental and lease of office machinery and equipment, including computers,
37. (PKD 77.39.Z) Rental and lease of other machinery, equipment and tangibles, not classified elsewhere,
38. (PKD 82.20.Z) Activity of call centres,
39. (PKD 85.60.Z) Activity supporting education,
40. (PKD 93.19.Z) Other activity connected with sport,
41. (PKD 93.29.Z) Other entertainment and recreational activities,
42. (PKD 95.11.Z) Repair and maintenance of computers and peripherals,
43. (PKD 95.12.Z) Repair and maintenance of (tele)communications equipment.”

2. The new wording of § 8.1:

“1. The Company’s shares are ordinary bearer shares, subject to articles 3 and 4.”

3. The following articles 3 and 4 are added below article 2 in § 8:

“3. The Company’s shares may be registered shares if they are issued in exchange for in-kind contributions and in other cases if absolutely applicable legal regulations require that shares issued to shareholders are registered shares.

4. Registered shares may be converted into bearer shares on terms and conditions set out in the Commercial Companies Code.”

4. The new wording of § 20.2.2):

“2) purchase of components of fixed assets, except for property, perpetual usufruct or share in property or perpetual usufruct, bonds issued by Companies from the Capital Group, with the value exceeding the equivalent of 5 000 000 EURO in PLN,”

5. § 20.3.9.b) is deleted.

6. The number of the existing § 20.3.9.c) is changed into § 20.3.9.b).

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 14 September 2010**

on: the adoption of the By-laws of the General Meeting of TAURON Polska Energia S.A.

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

§ 1

The By-laws of the General Meeting of TAURON Polska Energia S.A. are adopted in the form attached hereto.

§ 2

The Resolution comes into force as of its adoption date.