

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: the appointment of the Chairman of the Ordinary Meeting of the Company

The Ordinary General Meeting of TAURON Polska Energia S.A with its registered office in Katowice acting on the basis of Art. 409 § 1 of the Code of Commercial Companies and § 12 subpara. 1 of the Articles of Association of the Company, resolve as follows:

§ 1

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

§ 2

The Resolution comes into force at the time of its adoption.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011**

on: 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,
resolve as follows:

§ 1

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

1. Opening of the Ordinary General Meeting.
2. Appointment of the Chairperson of the General Meeting.
3. Ascertainment of the legitimacy of convening the General Meeting and its capability of adopting resolutions.
4. Adoption of the agenda.
5. Appointment of the Returning Committee.
6. Examination of the statement of the Management Board of TAURON Polska Energia S.A. activities for the financial year 2010.
7. Examination of the financial statement of TAURON Polska Energia S.A. drawn in accordance with International Financial Reporting Standards for the year ended 31 December 2010.
8. Examination of the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010.
9. Examination of the consolidated financial statement of the TAURON Polska Energia Capital Group in accordance with International Financial Reporting Standards for the year ended 31 December 2010.
10. Examination of the Management Board motion on the split of profit for the financial year 2010, the use of reserve capital, the determination of the amount of resources that shall be distributed on the dividend for the Shareholders and determination of the record day and the dividend payment day.

11. Presentation of the statement on the Supervisory Board's activities in the financial year 2010, including the evaluation of the Supervisory Board activities, brief evaluation of the Company's position with regard to the internal control system and the risk management system of high priority and with regard to the statement of activities of the Supervisory Board Committees.

12. Presentation of the Supervisory Board statements on:

1. evaluation of the Company's financial statement for the financial year ended 31 December 2010, evaluation of the statement of the Management Board of TAURON Polska Energia S.A. for the financial year 2010 and the Management Board motion on the split of profit for the financial year 2010,
2. evaluation of the consolidated financial statement of the TAURON Polska Energia Capital Group for the financial year ended 31 December 2010 and the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010.

13. The adoption of the following resolutions on approval of:

- 1) the statement of the Management Board of TAURON Polska Energia S.A. activities for the financial year 2010,
- 2) the financial statement of TAURON Polska Energia S.A. in accordance with International Financial Reporting Standards for the year ended 31 December 2010,
- 3) the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010,
- 4) the consolidated financial statement of the TAURON Polska Energia Capital Group in accordance with International Financial Reporting Standards for the year ended 31 December 2010,
- 5) the split of profit for the financial year 2010, the use of reserve capital, the determination of the amount of resources that shall be distributed on the dividend for the Shareholders and determination of the record day and the dividend payment day.

14. Adoption of the resolutions on granting of discharge to the members of the Management Board who performed their duties in the financial year 2010.

15. Adoption of the resolutions on granting of discharge to the members of the Supervisory Board who performed their duties in the financial year 2010.

16. Examination of the possible motions concerning determining the number of members of the Supervisory Body and adoption of the resolution regarding settlement of the number of the Supervisory Board.

17. Adoption of the resolution on the appointment of members of the Supervisory Board on the third term of office.

18. Adoption of the resolution on the amendments to the Articles of Association of the Company.

19. Closure the Ordinary General Meeting.

§ 2

The Resolution comes into force at the time of its adoption.

DRAFT

Annex no. 5

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

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

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, acting on the basis of § 15 subpara. 1 of the By-laws of the General Meeting resolve as follows:

§ 1

The Returning Committee is established, composed of:

1. [•]
2. [•]
3. [•]

§ 2

The Resolution comes into force at the time of its adoption.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: the adoption of the Management Board statement of TAURON Polska Energia S.A. activities for the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 subpara. 1 and Art. 395 § 2 subpara. 1 of the Code of Commercial Companies and § 35 subpara. 1 point 1 of the Articles of Association of the Company, resolve as follows:

§ 1

After the examination and considering the evaluation conducted by the Supervisory Board of the Company of the listed below statement, the Ordinary General Meeting resolves to approve of the Management Board statement of TAURON Polska Energia S.A. activities for the financial year 2010, for the period from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Pursuant to Art. 49 subpara. 1 of the Law on Accountancy, (Journal of Laws of 2009, no 152, item 1223) the Management Board statement of TAURON Polska Energia S.A. activities was approved by the Management Board of the Company on 1 March 2011 with a resolution no. 62/II/2011 on the approval of the Management Board statement of TAURON Polska Energia S.A. activities for the financial year 2010.

The Supervisory Board of TAURON Polska Energia S.A. on 12 March 2011 adopted the resolution no. 19/II/2011 on examination of the Management Board statement of TAURON Polska Energia S.A. activities for the financial year 2010 and positively evaluated the statement in the scope of its consistency with books and documents, as well as facts and applied for its examination and approval of the Ordinary General Meeting.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: the adoption of the financial statement of TAURON Polska Energia Capital Group consistent with International Financial Reporting Standards for the year ended 31 December 2010.

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 subpara. 1 and Art. 395 § 2 subpara. 1 of the Code of Commercial Companies and § 35 subpara 1 point 1 of the Articles of Association of the Company, resolve as follows:

§ 1

After the examination and considering the evaluation conducted by the Supervisory Board of the Company of the listed below statement, the Ordinary General Meeting resolves to approve of the financial statement of TAURON Polska Energia S.A. consistent with International Financial Reporting Standards for the year ended 31 December 2010, consisting of:

- 1) a total profit and loss statement for the year ended 31 December 2010, showing total income after tax deduction of PLN 190,478,000 (say: one hundred ninety million four hundred seventy-eight thousand zloty),
- 2) a financial position statement drawn up as at 31 December 2010 showing the total balance of assets and liabilities in the amount of PLN 18,445,185,000 (say: eighteen billion four hundred and forty-five million one hundred eighty-five thousand zloty),
- 3) a statement of changes in equity for the year ended 31 December 2010, showing an increase in equity in the amount of PLN 2,297,188,000 (say: two billion two hundred ninety-seven million one hundred and eighty-eight thousand zloty),
- 4) a cash flow statement for the year ended 31 December 2010 showing a decrease in net cash in the amount of PLN 127,828,000 (say: one hundred twenty-seven million eight hundred twenty-eight thousand zloty),
- 5) a description of the accounting principles (policies) and additional information and notes.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Persuant to Art. 52 of the Law on Accountancy from 29 September 1994, (Journal of Laws of 2009, no 152, item 1223), the financial statement of the TAURON Polska Energia S.A. consistent with International Financial Reporting Standards for the year ended 31 December 2010 was approved by the Management Board of the Company on 1 March 2011 with a resolution no. 61/II/2011 on the adoption the financial statement of TAURON Polska Energia S.A. consistent with International Financial Reporting Standards for the year ended 31 December 2010.

The Supervisory Board of TAURON Polska Energia S.A. on 12 March 2011 adopted the resolution no 18/II/2011 on the examination of the financial statement of TAURON Polska Energia S.A. consistent with International Financial Reporting Standards for the year ended 31 December 2010, and positively evaluated the statement in the scope of its consistency with books and documents, as well as facts and applied for its examination and approval of the Ordinary General Meeting.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: adoption of the of the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010.

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 63c subpara. 1 and Art. 55 subpara. 1 point 5 of the Law on Accountancy from 29 September 1994, resolve as follows:

§ 1

After the examination and considering the evaluation conducted by the Supervisory Board of the Company of the listed below statement, the Ordinary General Meeting resolves to approve of the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010, for the period: 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Persuant to Art. 55 subpara. 2 of the Law on Accountancy from 29 September 1994, (Journal of Laws of 2009, no 152, item 1223), the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010 was approved by the Management Board of the Company with a resolution no. 66/II/2011 on the adoption the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010, on 1 March 2011.

The Supervisory Board of TAURON Polska Energia S.A. on 12 March 2011 adopted the resolution no 23/II/2011 on the examination of the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010, and positively evaluated the statement in the scope of its consistency with books and documents, as well as facts and applied for its examination and approval of the Ordinary General Meeting.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: the adoption of the consolidated financial statement of the TAURON Polska Energia Capital Group consistent with International Financial Reporting Standards for the year ended 31 December 2010.

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 63c subpara. 4 of the Law on Accountancy from 29 September 1994 and Art. 395 § 5 of the Code of Commercial Companies, resolve as follows:

§ 1

After the examination and considering the evaluation conducted by the Supervisory Board of the Company of the listed below statement, the Ordinary General Meeting resolves to approve of the Consolidated Financial Statement of TAURON Polska Energia Capital Group consistent with International Financial Reporting Standards for the year ended 31 December 2010, consisting of:

- 1) a consolidated profit and loss statement for the year ended 31 December 2010, showing total income after tax deduction of PLN 992,013,000 (say: nine hundred ninety-two million thirteen thousand zloty),
- 2) a consolidated financial position statement drawn up as at 31 December 2010 showing the total balance of assets and liabilities in the amount of PLN 23,430,284,000 (say: twenty three billion four hundred thirty million two hundred eighty-four thousand zloty),
- 3) a consolidated statement of changes in equity for the year ended 31 December 2010, showing an increase in equity in the amount of PLN 978,405,000 (say: nine hundred seventy-eight million four hundred and five thousand zloty),
- 4) a consolidated cash flow statement for the year ended 31 December 2010 showing an increase in net cash in the amount of PLN 499,005,000 (say: four hundred ninety-nine million five thousand zloty),
- 5) a description of the accounting principles (policies) and additional information and notes.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Persuant to Art. 55 subpara. 1 of the Law on Accountancy from 29 September 1994, (Journal of Laws of 2009, no 152, item 1223), the consolidated financial statement of TAURON Polska Energia Capital Group consistent with International Financial Reporting Standards for the year ended 31 December 2010 was approved by the Management Board of the Company on 1 March 2010 with a resolution no. 65/II/2011 on the adoption the consolidated financial statement of TAURON Polska Energia Capital Group consistent with International Financial Reporting Standards for the year ended 31 December 2010.

The Supervisory Board of TAURON Polska Energia S.A. on 12 March 2011 adopted the resolution no. 22/II/2011 on the examination of the consolidated financial statement of the TAURON Polska Energia Capital Group consistent with International Financial Reporting Standards for the year ended 31 December 2010, and positively evaluated the statement in the scope of its consistency with books and documents, as well as facts and applied for its examination and approval of the Ordinary General Meeting.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: the split of profit for the financial year 2010, the use of reserve capital, the determination of the amount of resources that shall be distributed on the dividend for the Shareholders and determination of the dividend record day and the dividend payment day.

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 395 § 2 point 2, Art. 396 § 5 and Art. 348 § 3 of the Code of Commercial Companies and § 35 subpara. 1 point 3 and § 40 subpara. 4 of the Articles of Association of the Company, resolve as follows:

§ 1

The Ordinary General Meeting of the Company resolves as follows:

- 1) to allocate total net profit of the Company for the financial year 2010 in PLN 190,477,439.61 (say: one hundred ninety million four hundred seventy-seven thousand four hundred and thirty-nine zloty and sixty-one grosz) for the dividend payment to Shareholders,
- 2) to use the reserve capital of the Company in the amount of PLN 72,404, 969.49 (say: seventy-two million four hundred four thousand nine hundred and sixty-nine zloty and forty nine grosz), which is a part of the resources from net profit from the Company's financial year 2009 and allocate it for the dividend payment for the Shareholders,
- 3) to allocate for the dividend payment for the Shareholders the total amount of PLN 262,882,409.10 (say two hundred sixty-two million eight hundred eighty-two thousand four hundred and nine zloty and ten grosz), which means that that per one share, the dividend amounts to PLN 0,15 (say: fifteen grosz).

§ 2

The Ordinary General Meeting of the Company resolves as follows:

- 1) to determine 30 June 2011 as the dividend record day,
- 2) to determine 20 July 2011 as the dividend payment day.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The Management Board addressing the Ordinary General Meeting with a recommendation to allocate total PLN 262,882,409.10 (say two hundred sixty-two million eight hundred eighty-two thousand four hundred and nine zloty ten grosz) for the dividend payment for the Shareholders, which means that per one share, the dividend amounts to PLN 0,15 (say: fifteen grosz), aims at fulfilling the dividend policy included in the Issue Prospectus of TAURON Polska Energia S.A. approved by the Financial Supervision Authority on 27 May 2010. According to the preceding document, which includes the condition of needs connected with the Company's and the TAURON Group's development, especially taking into account the investment program as well as the liquidity of the Company's and the TAURON Group's business, the actual amount of any dividend shall amount at least 30% of the consolidated net profit attributable to the Shareholders of the Company, as a parent company. The financial resources declared as dividend for the Shareholders for 2010 comprise more than 30% of the consolidated net profit, attributable to the Company's Shareholders, as a parent company, which amounts to PLN 858,656,000. The recommended resources to share among the Shareholders amount to PLN 262,882,409.10 and consist of:

- 1) net profit of the Company from the following period: 1 January 2010 to 31 December 2010 and amounts to PLN 190,477,439.61
- 2) reserve capital in the amount of PLN 72,404, 969.49, which is a part of the resources from net profit from the Company's financial year 2009 distributed for the preceding capital.

The fulfillment of the above mentioned recommendation, which comprises allocating total net profit for the financial year 2010 and financial resources from the reserve capital, was made possible by transfer of PLN 7,010,197,567.00 of the share capital to the reserve capital, as a result of decrease of the share capital through the reduction of the par value of a share from PLN 9 to PLN 5. The aforementioned decrease of the share capital, which was introduced as an amendment to the Articles of Association of the Company, approved by the Extraordinary General Meeting with a regulation no. 4 from 10 November 2010 on *introducing amendments to the Articles of Association through decreasing the share capital by decreasing the par value of a share*, was registered in the register of entrepreneurs of the National Court Registry on 25 March 2011 by the District Court for Katowice – Wschód in Katowice, (the resolution came into force on 4 April 2011).

The conducted decrease in the share capital of the Company made it possible to reach the amount of the reserve capital above 1/3 of the share capital, which is compliant with Art. 396 § 1 of the Code of Commercial Companies ('CCC'), which does not create the obligation to place 8% of the profit from the financial year 2010 to the reserve capital, when aforementioned condition is fulfilled. Currently, the reserve capital of TAURON Polska Energia S.A. amounts to PLN 7,485,285,576.00 and the share capital to PLN 8,762,746,970.00.

Considering the aforementioned issues and pursuant to the Art. 348 § 1 of CCC, the amount allocated for distribution among the Shareholders shall not exceed the amount of profit for the last financial year, increased by retained earnings and the amount of resources transferred from spare and reserve capital from profit, which may be allocated on dividend distribution. This amount shall be

decreased by unabsorbed losses, own shares and the amount of resources, pursuant to the Law or the Articles of Association of the Company shall be transferred from the profit for the last financial year to the spare or reserve capital, (Art. 348 § 1 'CCC'). The above mentioned regulation makes it possible to distribute for the Shareholders, except from the profit for the last financial year, cumulative amount both of spare and reserve capitals, if the amount of resources come from the previous years' profit, with regard to the obligatory limits of the profit reserve from the profit deducted on the basis of the Art. 369 § 1 and § 5 'CCC'.

The Management Board simultaneously states that the variant character of the regulation no 63/II/2011 from 1 March 2011 of the Management Board of the Company on motion to the General Meeting of TAURON Polska Energia S.A. on the way of splitting the profit for the financial year 2010 and the determination of the amount of resources that shall be distributed on the dividend for the Shareholders comes from the fact, that at the time of approval of the regulation, the registration of decrease of the share capital was not in force. Because the aforementioned registration has come into force, it is possible to split the profit in compliance with the variant included in the § 1 of the Management Board of the Company regulation no 63/II/2011. It is worth mentioning, that the Management Board motion concerning the split of the net profit for the financial year 2010 and the determination of the amount of resources that shall be distributed on the dividend for the Shareholders was approved by the Supervisory Board with a regulation no. 20/II/2011 from 12 March 2011.

According to the aforementioned, the Management Board submits a motion to the Ordinary General Meeting to split the profit for the financial year 2010, use of reserve capital, and determine the amount of resources that shall be distributed on the dividend for the Shareholders and determine the dividend record day and the dividend payment day in compliance with § 1 of the regulation no. 63/II/2011 from 1 March 2011.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Dariusz Lubera, the President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Dariusz Lubera is hereby granted a discharge for performing of his duties as the President of the Management Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies the subject of the Ordinary General Meeting is granting a discharge to the members of the bodies of the Company for performing their duties.

The Supervisory Board of TAURON Polska Energia S.A. after the examination and the evaluation of the financial statements and statements of activities of the Company and the TAURON Group with a regulation no. 25/II/2011 from 12 March 2011 on submitting the motion on granting a discharge for Dariusz Lubera, the President of the Management Board to the Ordinary General Meeting, has addressed the Ordinary General Meeting with a recommendation on granting a discharge for Mr. Dariusz Lubera for performing of his duties as the President of the Management Board for the following period: from 1 January 2010 to 31 December 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Joanna Schmid, the Vice-President of the Management Board for performing of her duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Joanna Schmid is hereby granted a discharge for performing of her duties as the Vice-President of the Management Board from 1 October 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies the subject of the Ordinary General Meeting is granting a discharge to the members of the bodies of the Company for performing their duties.

The Supervisory Board of TAURON Polska Energia S.A. after the examination and the evaluation of the financial statements and statements of activities of the Company and the TAURON Group with a regulation no. 25/II/2011 from 12 March 2011 on submitting the motion on granting a discharge for Joanna Schmid, the Vice-President of the Management Board to the Ordinary General Meeting, has addressed the Ordinary General Meeting with a recommendation on granting a discharge for Ms. Joanna Schmid for performing of her duties as the Vice-President of the Management Board for the following period: from 1 October 2010 to 31 December 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Dariusz Stolarczyk, the Vice-President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Dariusz Stolarczyk is hereby granted a discharge for performing of his duties as the Vice-President of the Management Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies the subject of the Ordinary General Meeting is granting a discharge to the members of the bodies of the Company for performing their duties.

The Supervisory Board of TAURON Polska Energia S.A. after the examination and the evaluation of the financial statements and statements of activities of the Company and the TAURON Group with a regulation no. 25/II/2011 from 12 March 2011 on submitting the motion on granting a discharge for Dariusz Stolarczyk, the Vice-President of the Management Board to the Ordinary General Meeting, has addressed the Ordinary General Meeting with a recommendation on granting a discharge for Mr. Dariusz Stolarczyk for performing of his duties as the Vice-President of the Management Board for the following period: from 1 January 2010 to 31 December 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Krzysztof Zamasz, the Vice-President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Krzysztof Zamasz is hereby granted a discharge for performing of his duties as the Vice-President of the Management Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies the subject of the Ordinary General Meeting is granting a discharge to the members of the bodies of the Company for performing their duties.

The Supervisory Board of TAURON Polska Energia S.A. after the examination and the evaluation of the financial statements and statements of activities of the Company and the TAURON Group with a regulation no. 25/II/2011 from 12 March 2011 on submitting the motion on granting a discharge for Krzysztof Zamasz, the Vice-President of the Management Board to the Ordinary General Meeting, has addressed the Ordinary General Meeting with a recommendation on granting a discharge for Mr. Krzysztof Zamasz for performing of his duties as the Vice-President of the Management Board for the following period: from 1 January 2010 to 31 December 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Krzysztof Zawadzki, the Vice-President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Krzysztof Zawadzki is hereby granted a discharge for performing of his duties as the Vice-President of the Management Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies the subject of the Ordinary General Meeting is granting a discharge to the members of the bodies of the Company for performing their duties.

The Supervisory Board of TAURON Polska Energia S.A. after the examination and the evaluation of the financial statements and statements of activities of the Company and the TAURON Group with a regulation no. 25/II/2011 from 12 March 2011 on submitting the motion on granting a discharge for Krzysztof Zawadzki, the Vice-President of the Management Board to the Ordinary General Meeting, has addressed the Ordinary General Meeting with a recommendation on granting a discharge for Mr. Krzysztof Zawadzki for performing of his duties as the Vice-President of the Management Board for the following period: from 1 January 2010 to 31 December 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Stanisław Tokarski, the Vice-President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Stanisław Tokarski is hereby granted a discharge for performing of his duties as the Vice-President of the Management Board from 1 January 2010 to 31 August 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies the subject of the Ordinary General Meeting is granting a discharge to the members of the bodies of the Company for performing their duties.

The Supervisory Board of TAURON Polska Energia S.A. after the examination and the evaluation of the financial statements and statements of activities of the Company and the TAURON Group with a regulation no. 25/II/2011 from 12 March 2011 on submitting the motion on granting a discharge for Stanisław Tokarski, the Vice-President of the Management Board to the Ordinary General Meeting, has addressed the Ordinary General Meeting with a recommendation on granting a discharge for Mr. Stanisław Tokarski for performing of his duties as the Vice-President of the Management Board for the following period: from 1 January 2010 to 31 August 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Antoni Tajduś is hereby granted a discharge for performing of his duties as the President of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies the subject of the Ordinary General Meeting is granting a discharge to the members of the bodies of the Company for performing their duties.

The Supervisory Board of TAURON Polska Energia S.A. with a resolution no. 31/II/2011 from 12 march 2011 on approval of the statement of Supervisory Board activities for the financial year 2010, has approved of the statement of the Supervisory Board activities for the financial year 2010, which covers (i.a.):

- 1) the evaluation of the Supervisory Board activities
- 2) brief evaluation of the Company's position with regard to the internal control system and the risk management system of high priority to the Company
- 3) the statement of activities of the Audit Committee in the financial year 2010.
- 4) the statement of activities of the Nomination and Remuneration Committee in the financial year 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Agnieszka Trzaskalska, the Vice-President of the Supervisory Board for performing of her duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Agnieszka Trzeskalska is hereby granted a discharge for performing of her duties as the Vice-President of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The statement of reason to all of the resolutions concerning granting discharges to members of the Supervisory Board for performing of their duties in the financial year 2010 is covered in the draft resolution on granting a discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Leszek Kozirowski, the Secretary of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Leszek Kozirowski is hereby granted a discharge for performing of his duties as

1. The Member of the Supervisory Board from 14 September 2010 to 31 December 2010.
2. The Secretary of the Supervisory Board from 28 September 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The statement of reason to all of the resolutions concerning granting discharges to members of the Supervisory Board for performing of their duties in the financial year 2010 is covered in the draft resolution on granting a discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Jacek Kuciński, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Jacek Kuciński is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 14 September 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The statement of reason to all of the resolutions concerning granting discharges to members of the Supervisory Board for performing of their duties in the financial year 2010 is covered in the draft resolution on granting a discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Włodzimierz Luty, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Włodzimierz Luty is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The statement of reason to all of the resolutions concerning granting discharges to members of the Supervisory Board for performing of their duties in the financial year 2010 is covered in the draft resolution on granting a discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

**RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011**

on: granting of discharge for Michał Michalewski, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Michał Michalewski is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The statement of reason to all of the resolutions concerning granting discharges to members of the Supervisory Board for performing of their duties in the financial year 2010 is covered in the draft resolution on granting a discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Jacek Szyke, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Jacek Szyke is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 14 September 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The statement of reason to all of the resolutions concerning granting discharges to members of the Supervisory Board for performing of their duties in the financial year 2010 is covered in the draft resolution on granting a discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

**RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011**

on: granting of discharge for Marek Ściążko, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Marek Ściążko is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The statement of reason to all of the resolutions concerning granting discharges to members of the Supervisory Board for performing of their duties in the financial year 2010 is covered in the draft resolution on granting a discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

**RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011**

on: granting of discharge for Witold Kurowski, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Witold Kurowski is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 1 January 2010 to 13 September 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The statement of reason to all of the resolutions concerning granting discharges to members of the Supervisory Board for performing of their duties in the financial year 2010 is covered in the draft resolution on granting a discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: granting of discharge for Tomasz Skrzypek, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Tomasz Skrzypek is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 1 January 2010 to 13 September 2010.

§ 2

The Resolution comes into force at the day of its adoption.

A statement of reason:

The statement of reason to all of the resolutions concerning granting discharges to members of the Supervisory Board for performing of their duties in the financial year 2010 is covered in the draft resolution on granting a discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010.

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Annex no. 27

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: the determination of the number of members of the Supervisory Board

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 385 § 1 of the Code of Commercial Companies, § 22 subpara. 1 of the Articles of Association of the Company and § 24 subpara. 1 and 5 of the Rules of By-Laws of the General Meeting, resolve as follows:

§ 1

The Supervisory Board of TAURON Polska Energia S.A. shall consists of [.] members of the Supervisory Board.

§ 2

The Resolution comes into force at the time of its adoption.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011

on: the appointment of the member of the Supervisory Board of the Company

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 385 § 1 of the Code of Commercial Companies and § 22 subpara. 1 of the Articles of Association of the Company, resolve as follows:

§ 1

Mr/Mrs [•] is hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. for the third term of office.

§ 2

The Resolution comes into force at the time of its adoption.

A statement of reason:

Because of the fact, that the performance of duties of the Supervisory Board members terminates as the day of holding the Ordinary General Meeting and approving of the financial statement of the Company for the financial year 2010, it is justified to resolve an appropriate resolution on appointment of the Supervisory Board Member for third term office.

to the announcement of the Management Board of TAURON Polska Energia S.A.
on convening an Ordinary General Meeting of the Company

**RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 2011**

on: amendments to Articles of Association

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of § 35 subpara. 1 point 18 of the Articles of Association of the Company, resolve as follows:

§ 1

The following amendments to the Articles of Association of the Company shall be made:

1. § 5 shall be supplemented with sub-paragraph (3) with the following wording:

“3. A material change of the subject matter of the activity of the Company shall be effected exclusive of repurchase of shares from shareholders who do not consent to such change.”

2. § 33

- 1) the current provision shall be marked as sub-paragraph 1,
- 2) there shall be added sub-paragraph (2) with the following wording:
- 3) *“2. Resolutions with respect to matters provided for in § 5 (3) shall be adopted by the General Meeting with the majority of two thirds of the votes in the presence of persons representing at least half of the share capital.”*

§ 2

The Resolution comes into force at the time of its adoption.

A statement of reason:

The Management Board of TAURON Polska Energia S.A. has adopted a resolution no. 51/II/2011 from 15 February 2011 on the motion to the General Meeting of TAURON Polska Energia S.A. on amendments to the Articles of Association of the Company.

Due to the implementation of "The TAURON Group business model", ('Business Model'), which realization is based on "The TAURON Group Corporate Strategy for 2008 – 2012 with perspective to 2020", the General Meeting of TAURON Polska Energia S.A. with a resolution no. 4 on amendments to the Articles of Association and changes in the Company's core activity, from 14 September 2010, has changed the core activity of TAURON Polska Energia S.A.

The District Court for Katowice – Wschód in Katowice, VIII Commercial Division of the National Court Registry (district court), has considered the aforementioned change of the core activity as the material change of the subject matter of the activity of the Company and declined its registration in the Register Record.

Regarding to the unfavorable decision of the district court and simultaneously, taking into consideration the necessity of the change in the core activity, that results from the listed below business factors, **the Management Board of the Company addresses the General Meeting with a motion on introducing material change of the subject matter of the activity of the Company exclusive of repurchase of shares from shareholders.**

The material change of the subject matter of the Company is justified by implementation of the Business Model, which realization is based on "The TAURON Group Corporate Strategy for 2008 – 2012 with perspective to 2020". The Business Model covers centralization of activities connected with assurance of liquidity in supplies and realization of fuel storage policy in TAURON Polska Energia S.A.

Furthermore, one of the major provisions of the Business Model is concentration not only on appropriate management tools, but most of all on the risks, which are connected with the foregoing issues and responsibility for the results of the trading activities of the Group, including the generation business segment. It is mainly focused on the revenues from sale of electric energy generation, property rights, activities in the CO₂ emissions trading segment and variable costs, which result from fuel purchase.

Aiming at realization of the aforementioned Business Model, processes connected with centralization of energy trading and increase in optimization of activities of generation units are implemented, which result in optimization of energy generation variable costs, the majority of which are fuel costs.

Concentration in TAURON Polska Energia S.A. activities connected with fuel supply for the TAURON Group shall enable to centralize all major cost and revenue lines of the TAURON Group, which will positively influence the effect of cost synergy. Furthermore, optimization of generation assets in connection with gaining control over fuel purchase costs shall enable the Company to manage the level of margin from generation business segment, including the one from electric energy sale.

The supply and transport of fuels are the key factors of the TAURON Group operation. The annual order, negotiation of agreements and their contracting, coordination of quantitative and qualitative policy, logistics of supplies and secondary settlements especially affect the aforementioned factors.

The wide scope of activities requires effective management tools in the logistics of fuels supply and purchase in the TAURON Group, which will strengthen its purchase power, decrease variable costs of subsequent subsidiaries and effectively strengthen negotiation position of TAURON Polska Energia S.A. as a purchase centre for the entire generation business segment.

It should be noted that fuel supply is not a new activity for the TAURON Group and presently it is being realized within Generation Business Segment. However, the preceding business model estimates the centralization of the activity on the level of TAURON Polska Energia S.A., (i.e. transfer of competencies in the foregoing issue to the level the mother company in the TAURON Group).

Pursuant to Art. 416 of Code of Commercial Companies ("CCC") in case of adopting a resolution on a material change of the subject matter of the activity of the Company, an extraordinary way of voting shall be ordered, i.e. two thirds of votes shall be present and the motion shall be voted open by roll call, voting results shall be announced. The legal effect of the resolution shall be contingent upon buyout of shares held by the Shareholders who oppose the material change of the subject matter of the activity of the Company. The Shareholders present at the general meeting who voted against the resolution shall within two days of the general meeting, deposit with the Company their shares or certificates confirming the deposition thereof for the company to dispose of, and the Shareholders who are absent from such meeting shall do so within one month of the announcement of the resolution. In case of the deposition of shares, they shall be bought out pursuant to Art 417 of Code of Commercial Companies. The shareholders who fail to deposit the shares shall be deemed to have expressed their consent to such change.

TAURON Polska Energia S.A. is a public company and its shares are listed on the main market of Warsaw Stock Exchange in Warsaw S.A. The Shareholders who at any reason do not wish to participate in the Company, may at any moment take a decision to withdraw their capital engaged in the Company's shares and sell them on the market. That's the basis for a rationale of not applying in the Company the resolution of repurchase of shares in case of introducing a material change of the subject matter of the activity of the Company. Pursuant to Art. 417 § 4 of Code of Commercial Companies it is possible to introduce provisions to the Articles of Association on the change of the activities of the Company without buying out shares, provided that the appropriate resolution is adopted with majority of two-thirds of votes with persons representing at least one-half of the share capital present. This provision is the legal basis of the Management Board's motion to the General Meeting.