

RESOLUTION No. 1
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
held on 10 November 2010

on: the appointment of the Chairman of the Extraordinary 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 Sławomir Bereźnicki is hereby appointed as Chairman of the Extraordinary General Meeting of the Company.

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
768,325,915 (43.840713516 %)

Total number of valid votes: 768,325,915

Votes "for": 768,325,915

Votes "against": 0

Abstaining votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION No. 2
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
held on 10 November 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 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 decreasing the share capital through amendments to the Articles of Association by decreasing the par value of a share.
7. Adoption of a resolution on amendments to the Articles of Association.
8. Adoption of a resolution on determination of remuneration for members of the Supervisory Board of TAURON Polska Energia S.A.
9. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
768,325,915 (43.840713516 %)

Total number of valid votes: 768,325,915

Votes "for": 768,325,702

Votes "against": 214

Abstaining votes: 0

The resolution was adopted in an open ballot.

RESOLUTION NO. 3
of the Extraordinary General Meeting
TAURON Polska Energia S.A.
held on 10 November 2010

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

Acting on the basis of Art. 15 § 1 of the Bylaws of the 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 composed is established, composed of:

1. Andrzej Prucnal
2. Romana Kaczmarek
3. Marcin Szpoper

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
827,664,418 (47.2263104728 %)

Total number of valid votes: 827,664,418

Votes "for": 827,664,418

Votes "against": 0

Abstaining votes: 0

The resolution was adopted in a secret ballot.

**RESOLUTION No. 4
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
held on 10 November 2010**

on: decreasing the share capital through amendments to the Articles of Association by decreasing the par value of a share.

Acting on the basis of Art. 455 § 1 and 2 of the Commercial Companies Code and § 35.1.9 and § 35.1.18 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

1. The share capital of the Company is decreased by amendment to the Company's Articles of Association by PLN 7,010,197,576.00 (say: PLN seven billion ten million one hundred ninety seven thousand five hundred seventy six) from PLN 15,772,944,546.00 (say: PLN fifteen billion seven hundred seventy two million nine hundred forty four thousand five hundred forty six) to PLN 8,762,746,970.00 (say: PLN eight billion seven hundred sixty two million seven hundred forty six thousand nine hundred seventy) by decreasing the par value of each share by PLN 4 (say: PLN four) from PLN 9 (say: PLN nine) each to PLN 5 (say: PLN five) each.
2. The amount of decrease of the share capital provided for in sub-paragraph 1, shall be transferred from the share capital to the spare capital.
3. Decrease of the share capital shall be exclusive of payment of resources to shareholders.

§ 2

Decrease of the share capital by the amount of PLN 7,010,197,576.00 (say: PLN seven billion ten million one hundred ninety seven thousand five hundred seventy six) is to serve reorganisation of the Company's equities by means of elimination of imbalance between the share capital and the spare capital, and between the share nominal value and market value.

§ 3

Due to the foregoing, the wording of § 7 of the Articles of Association of the Company shall be amended and have the following wording:

"§ 7

The share capital of the Company is PLN 8,762,746,970.00 (say: PLN eight billion seven hundred sixty two million seven hundred forty six thousand nine hundred seventy) and is divided into 1,752,549,394 (say: PLN one billion seven hundred fifty two million five hundred forty nine thousand three hundred ninety four) shares of the nominal value of PLN 5.00 (say: PLN five) each, inclusive of 1,589,438,762 (say: PLN one billion five hundred eighty nine million four hundred thirty eight thousand seven hundred sixty two) series AA bearer shares, and 163,110,632 (say: PLN one hundred sixty three million one hundred ten thousand six hundred thirty two) series BB ordinary bearer shares."

§ 4

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
827,664,418 (47.2263104728 %)

Total number of valid votes: 827,664,418

Votes "for": 827,664,418

Votes "against": 0

Abstaining votes: 0

The resolution was adopted in an open ballot.

RESOLUTION NO. 5
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
held on 10 November 2010

on: amendments to Articles of Association

Acting on the basis of Art. 430 § 1 of the Commercial Companies Code and § 35.1.18 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

§ 40 (4) shall have the following wording:

"4. Record day and dividend payment date shall be determined by the Ordinary General Meeting. The record day may be determined as of the date of adoption of a resolution on distribution of profit or within the next three months of the date."

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
827,664,418 (47.2263104728 %)

Total number of valid votes: 827,664,418

Votes "for": 713,179,831

Votes "against": 57,567,747

Abstaining votes: 56,916,840

The resolution was adopted in an open ballot.

**RESOLUTION No. 6
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 10 November 2010**

on: determining the remuneration for member of the Supervisory Board of TAURON Polska Energia S.A.

Acting on the basis of Article 392 § 1 of the Commercial Companies Code and § 35 section 1 item 6 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

1. Monthly remuneration for members of the Supervisory Board of TAURON Polska Energia S.A. is determined as follows:

- a) Chairman of the Supervisory Board – PLN 9,000 (say: PLN nine thousand),
- b) Deputy Chairman of the Supervisory Board – PLN 8,000 (say: PLN eight thousand),
- c) Secretary of the Supervisory Board – PLN 7,000 (say: PLN seven thousand),
- d) Member of the Supervisory Board – PLN 6,000 (say: PLN six thousand).

2. Member of the Supervisory Board is entitled to receive the remuneration defined in item 1 above regardless of the frequency of formally convened meetings.

3. Member of the Supervisory Board is not entitled to receive the remuneration defined in item 1 above for the month in which the member was absent without justification from all the meetings. The member's absence can be justified or not through resolution of the Supervisory Board.

4. Remuneration defined in item 1 above is calculated proportionally to the number of days of holding the position in cases where an appointment or recall is made in the middle of the month.

5. Payment defined in item 1 above will be paid in arrears, by the 10th day of the month following that for which it is due.

6. The Company refunds costs borne in connection with holding the functions by the members of the Supervisory Board, in particular the cost of return travel from the place of residence to the place of the Supervisory Board's meeting or the place of the Supervisory Board Committee's meeting, costs of individual supervision and costs of board and accommodation.

§ 2

Resolution No. 3 of the Extraordinary General Meeting of 16 May 2007 concerning principles of remuneration for members of the Management Board is repealed.

§ 3

The Resolution comes into force as of its adoption date and shall be effective from 1 December 2010.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
827,664,418 (47.2263104728 %)

Total number of valid votes: 827,664,418

Votes "for": 760,098,855

Votes "against": 0

Abstaining votes: 67,565,563

The resolution was adopted in a secret ballot.