

Enclosure No. 2

with the announcement of TAURON Polska Energia S.A. Management Board
to convene Ordinary General Meeting of the Company

DRAFT

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

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

§ 2

The Resolution comes into force as of its adoption date.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: adoption of the agenda of the Ordinary General Meeting

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

§ 1

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

1. Opening of the Ordinary General Meeting.
2. Appointment of the Chairperson of the Ordinary General Meeting.
3. Determination as to whether the Ordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Ordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Ordinary General Meeting.
6. Appointment of the Returning Committee of the Ordinary General Meeting.
7. Examination of *Consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014.*
8. Examination of the *Report of the Management Board of TAURON Polska Energia on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2014.*
9. Examination of *Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014.*
10. Examination of the *Report of the Management Board of TAURON Polska Energia S.A. for the financial year 2014.*
11. Examination of the motion of the Management Board concerning distribution of profit for 2014 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.
12. Presentation of the *Report on the Supervisory Board's activities in the financial year 2014*, including brief evaluation of the Company's standing with regard to internal control system and major risk management system.
13. Presentation of the *Supervisory Board's Reports*:
 - 1) *on evaluation of consolidated financial statements of TAURON Polska Energia S.A. Capital Group and the Report of the Management Board on operations of TAURON Polska Energia S.A. for the financial year 2014,*
 - 2) *on evaluation of the financial statements of the TAURON Polska Energia S.A., Report of the Management Board on the operations of the Company for the financial year 2014 and the motion of the Management Board concerning distribution of profit for the financial year 2014.*
14. Adoption of resolutions:

- 1) on approval of the *Consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014,*
 - 2) on approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2014,*
 - 3) on approval of the *Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014,*
 - 4) on approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2014,*
 - 5) on distribution of profit for the financial year 2014 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.
15. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Company's Management Board who served in the fiscal year 2014.
 16. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Supervisory Board who served in 2014.
 17. Closure of the Ordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

Enclosure No. 4

with the announcement of TAURON Polska Energia S.A. Management Board
to convene Ordinary General Meeting of the Company

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: waiving the secrecy of the vote on the committees appointed by the Ordinary 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 Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The secrecy of the vote on the committees appointed by the Ordinary General Meeting is waived.

§ 2

The Resolution comes into force as of its adoption date.

DRAFT

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

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

Acting pursuant to § 15 section 1 of the By-laws of the General Meeting, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The Returning Committee is appointed composed of:

1. [•]
2. [•]
3. [•]

§ 2

The Resolution comes into force as of its adoption date.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: approval of *Consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014*

Acting pursuant to Article 63 c section 4 of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified statements, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the *Consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014*, which consists of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2014 showing comprehensive income after tax in the amount of PLN 895,176 thousand and net profit for the financial year 2014 in the amount of PLN 1,185,560 thousand,
- 2) Consolidated statement of financial position as of 31 December 2014, which shows assets and liabilities in the amount of PLN 34,559,193 thousand,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2014 showing equity increase of PLN 203,065 thousand,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2014 showing net cash flow increase of PLN 866,923 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 55 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the *Consolidated financial statements of TAURON Polska Energia*

S.A. Capital Group for the year ended 31 December 2014 prepared in accordance with International Financial Reporting Standards have been approved by the Company's Management Board by resolution No. 67/IV/2015 of 10 March 2015.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 2/IV/2015 of 11 March 2015 positively evaluated the said statements as to their conformity with the ledgers and documents as well as actual state of affairs and submitted them for examination and approval by the Ordinary General Meeting.

The abovementioned consolidated financial statements of the Capital Group are subject to examination and approval by the General Meeting of the Company pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63 c section 4 of the Accounting Act.

DRAFT

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2014*

Acting pursuant to Article 63 c section 4 in connection with Article 55 section 2 of the Accounting Act of 29 September 1994, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified report, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2014 covering the period from 1 January 2014 to 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 55 section 2 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2014 has been approved by the Company's Management Board by resolution No. 68/IV/2015 of 10 March 2015.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 3/IV/2015 of 11 March 2015 positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The above mentioned Management Board's report on the operations of TAURON Polska Energia S.A. Capital Group is subject to examination and approval by the General Meeting of the Company pursuant to Article 63 c section 4 in connection with Article 55 section 2 of the Accounting Act.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: approval of *Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014*

Acting pursuant to Article 53 section 1 of the Accounting Act of 29 September 1994 and Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code and § 35 section 1 item 1) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified statements, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the *Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014*, which consist of:

- 1) statement of comprehensive income for the year ended on 31 December 2014 showing comprehensive income after tax in the amount of PLN 1,129,389 thousand and net profit for the financial year 2014 in the amount of PLN 1,146,443 thousand,
- 2) statement of financial position as of 31 December 2014, which shows assets and liabilities in the amount of PLN 30,340,530 thousand,
- 3) statement of changes in equity for the year ended on 31 December 2014 showing equity increase of PLN 796,405 thousand,
- 4) statement of cash flows for the year ended on 31 December 2014 showing net cash flow increase of PLN 1,267,356 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 52 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the *Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014* have been approved by the Company's Management Board by resolution No. 69/IV/2015 of 10 March 2015.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 4/IV/2015 of 11 March 2015 positively evaluated the said statements as to their conformity with the ledgers

and documents as well as actual state of affairs and submitted them for examination and approval by the Ordinary General Meeting.

The abovementioned financial statements are subject to examination and approval by the General Meeting of the Company pursuant to Article 393 item 1) of the Commercial Companies Code and Article 53 section 1 of the Accounting Act

DRAFT

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2014*

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code and § 35 section 1 item 1) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified report, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2014* covering the period from 1 January 2014 to 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 49 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2014* has been approved by the Company's Management Board by resolution No. 70/IV/2015 of 10 March 2015.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 5/IV/2015 of 11 March 2015 positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The abovementioned report on the operations of TAURON Polska Energia S.A. is subject to examination and approval by the General Meeting of the Company pursuant to Article 393 item 1) of the Commercial Companies Code.

DRAFT

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: distribution of profit for 2014 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day

Acting pursuant to Article 395 § 2 item 2) and Article 348 § 3 of the Commercial Companies Code and § 35 section 1 item 3) and § 40 section 4 of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The Ordinary General Meeting decides to allocate the net profit for the financial year 2014 in the amount of PLN 1,146,442,624.92 (say one billion one hundred forty six million four hundred forty two thousand six hundred twenty four and 92/100) as follows:

- 1) the amount of PLN 262,882,409.10 (say two hundred sixty two million eight hundred eighty two thousand four hundred nine and 10/100) should be allocated for payment of dividend to the Company's shareholders, which means that the dividend per share is PLN 0.15 (say fifteen grosz),
- 2) the amount of PLN 883,560,215.82 (say eight hundred eighty three million five hundred sixty thousand two hundred fifteen and 82/100) should be added to reserve capital.

§ 2

The Ordinary General Meeting resolves as follows:

- 1) determine the dividend record day for 22 July 2015
- 2) determine the dividend payment day for 12 August 2015.

§ 3

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to the applicable dividend policy presented in item 5.2 of the IPO Prospectus of TAURON Polska Energia S.A. approved by the Polish Financial Supervision Authority on 27 May 2010, in a long-term perspective starting from the financial year ended on 31 December 2013 the Management Board intends to recommend to the General Meeting the distribution of a dividend equal to approximately 40% to 50% of consolidated net

profit attributable to the shareholders of the Company as the holding company, with account taken of the fact that the final Management Board's recommendations as to the distribution of dividends will be affected by the following factors:

- the amount of the net profit presented in the Company's standalone financial statements,
- the current cost and availability of debt financing and possibility of acquiring such financing,
- the Company's current capital expenditure requirements,
- planned acquisitions and applicable law.

Considering the above, as well as current development plan of the TAURON Group including execution of the adopted investment program that requires major funds exceeding the Group's operational capacities, the Company's Management Board recommends to the General Meeting payment of dividend in the amount of PLN 262,882,409.10, i.e. PLN 0.15 per share which constitutes approx.. 22% of consolidated net profit of the TAURON Group.

At the same time, the Management Board proposes that the remaining amount, i.e. PLN 883,560,215.82 be added to Company's reserve capital to finance the investment program of the TAURON Group.

The TAURON Group has been implementing long-term investment program that requires major capital expenditures, and which should yield return in a long-term perspective. The time gap resulting from different dates of expenditures and return is partially financed by funds generated by operational activity which are not paid in the form of dividend, and partially by long-term external funds. Obtaining a loan is directly connected with the need to meet covenants imposed on TAURON by financial institutions, including the net debt/ EBITDA ratio which cannot be exceeded, and a required investment rating.

It should be mentioned that in the TAURON Group there is centralized financing model, in which the company TAURON Polska Energia S.A. is responsible for acquiring funds for subsidiaries from the Group. The funds acquired both, internally (from subsidiaries that generate operating surpluses and net profits) and externally (from the financial market) are then transferred to TAURON Group companies that require funding, mainly to finance capex program.

Execution of capex program in the TAURON Group over the next ten years requires that major investment outlays be borne, exceeding PLN 37 billion, of which the largest part exceeding PLN 21 billion falls in the Distribution segment. In the nearest period covering years 2015-2017 planned expenditures amount to PLN 5 billion a year on average, mainly for new generation capacities. The largest investment in new generation capacity is the construction of an approx. 910 MW unit with supercritical parameters in Jaworzno III power plant. The new unit will be characterized by high efficiency and availability as well as low levels of NO_x, SO₂, CO₂ and dust emission. Until the end of 2014 the Group spent approx. PLN 175 million on that project. Signing agreements with the contractor for coal supply and external ash removal systems as well as groundbreaking works for the control station and equipment will result in capital expenditures exceeding PLN 814 million in 2015 which will have significant impact on the Group's debt increase. Total expenditures for the project have

been estimated at over PLN 6 billion and will be borne until 2019. Due to insufficient amount of own funds, such expenditures will require further debt level increase, which will have significant impact on the increase of net debt/EBITDA ratio. Execution of expenditures adopted in the capex plan for 2015 will cause net debt/EBITDA level to increase to 2.77x. In further years the forecasted net debt/EBITDA level will reach the threshold defined by banks' covenants, which in the case of worse than planned financial results may cause the risk of exceeding the covenants and, as a result, risk of partial suspension or delay of planned investments.

The cash left at the Company might not only be dedicated for execution of investments, but will also reduce the requirement for further financing and at the same time reduce the increase of net debt ratio thus enabling us in the coming years to meet the covenants imposed by banks and implement the planned investments.

Payment of dividend in the recommended amount will not have negative impact on the Company's liquidity in the period subject of the forecast.

Enclosure No. 11

with the announcement of TAURON Polska Energia S.A. Management Board
to convene Ordinary General Meeting of the Company

DRAFT

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the President of the Management Board, Dariusz Lubera

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Dariusz Lubera is released from fulfillment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 8/IV/2015 of 11 March 2015 in which they applied to the Ordinary General Meeting for release from fulfillment of duties performed by President of the Management Board, Mr. Dariusz Lubera between 1 January 2014 and 31 December 2014.

Enclosure No. 12

with the announcement of TAURON Polska Energia S.A. Management Board
to convene Ordinary General Meeting of the Company

DRAFT

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Vice-President of the Management Board, Aleksander Grad

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Aleksander Grad is released from fulfillment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 17 March 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 9/IV/2015 of 11 March 2015 in which they applied to the Ordinary General Meeting for release from fulfillment of duties performed by Vice-President of the Management Board, Mr. Aleksander Grad between 17 March 2014 and 31 December 2014.

DRAFT

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mrs. Katarzyna Rozenfeld

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mrs. Katarzyna Rozenfeld is released from fulfillment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 17 March 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 10/IV/2015 of 11 March 2015 in which they applied to the Ordinary General Meeting for release from fulfillment of duties as Vice-President of the Management Board performed by Mrs. Katarzyna Rozenfeld between 17 March 2014 and 31 December 2014.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mr. Stanisław Tokarski

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Stanisław Tokarski is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 17 March 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 11/IV/2015 of 11 March 2015 in which they applied to the Ordinary General Meeting for release from fulfillment of duties as Vice-President of the Management Board performed by Mr. Stanisław Tokarski between 17 March 2014 and 31 December 2014.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mr. Krzysztof Zawadzki

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Krzysztof Zawadzki is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 12/IV/2015 of 11 March 2015 in which they applied to the Ordinary General Meeting for release from fulfillment of duties as Vice-President of the Management Board performed by Mr. Krzysztof Zawadzki between 1 January 2014 and 31 December 2014.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mrs. Joanna Schmid

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mrs. Joanna Schmid is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 17 March 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 11/IV/2015 of 11 March 2015 in which they applied to the Ordinary General Meeting for release from fulfillment of duties as Vice-President of the Management Board performed by Mrs. Joanna Schmid between 1 January 2014 and 17 March 2014.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mr. Dariusz Stolarczyk

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Dariusz Stolarczyk is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 17 March 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 14/IV/2015 of 11 March 2015 in which they applied to the Ordinary General Meeting for release from fulfillment of duties as Vice-President of the Management Board performed by Mr. Dariusz Stolarczyk between 1 January 2014 and 17 March 2014.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Antoni Tajduś

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Antoni Tajduś is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

In 2014 the Supervisory Board of TAURON Polska Energia S.A. executed tasks in accordance with the generally applicable rules of law, including Commercial Companies Code as well as the Company's Articles of Association and Best Practices of WSE Listed Companies.

The Supervisory Board of TAURON Polska Energia S.A. by resolution No. 7/IV/2015 of 11 March 2015 adopted the *Report on the activities of the Supervisory Board in the financial year 2014* including, among others, brief evaluation of the Company's standing, including internal control system and major risk management system in the Company, and submitted a motion to the Ordinary General Meeting to release the members of the Supervisory Board from fulfillment of their duties performed in the financial year 2014.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Agnieszka Woś

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mrs. Agnieszka Woś is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 22 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Jacek Szyke

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jacek Szyke is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Andrzej Gorgol

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Andrzej Gorgol is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 15 May 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Maciej Koński

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Maciej Koński is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 September 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Leszek Koziorowski

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Leszek Koziorowski is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 September 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Michał Michalewski

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Michał Michalewski is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 15 May 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Marek Ściążko

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Marek Ściążko is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Maciej Tybura

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Maciej Tybura is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 September 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Aleksander Grad

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Aleksander Grad is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 11 February 2014 and 16 March 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Jacek Kuciński

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jacek Kuciński is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 15 May 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Marcin Majeranowski

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Marcin Majeranowski is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 15 May 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Agnieszka Trzaskalska

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mrs. Agnieszka Trzaskalska is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 15 May 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.

DRAFT

**RESOLUTION NO. [·]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
held on 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Rafał Wardziński

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Rafał Wardziński is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 22 January 2014.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2014 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2014 by the Chairman of the Supervisory Board, Antoni Tajduś.