



Enclosure No. 12  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Extraordinary General Meeting of the Company

## **VOTING INSTRUCTIONS FOR THE PROXY**

**The Extraordinary General Meeting of the Company to be held on ..... 2014, at .....  
in Hotel Angelo in Katowice, ul. Sokolska 24 (Conference Room, 1st floor)**

### **Restrictions:**

1. This form is not to be used for the verification of votes cast by the Proxy on behalf of the Shareholder. Proxies do not deliver the copy of these instructions to the Company.
2. This form does not replace the Power of Attorney issued to the Proxy by the Shareholder.
3. The Shareholder is not obligated to use the form provided by the Company and the Proxy does not need to use the form to cast a vote.
4. The manner of voting by the Proxy is determined by the content of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders have the right to submit their own draft resolutions and amendments to drafts submitted by the Management Board or the Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, thus the text of a resolution subject to final voting under a given item of the agenda may differ from the text of such resolution originally published on the Company's web site. Additionally, in the case of election coming within the same agenda, several resolutions concerning individual candidates will be subject to voting as a rule.

**Item 2 of the agenda: Appointment of the Chairman of the Extraordinary General Meeting.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2014**

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

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 section 1 of the By-laws of the General Meeting, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

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

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

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

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

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

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2014**

on: 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 resolves as follows:

§ 1

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

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Determination as to whether the Extraordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.
6. Appointment of the Returning Committee of the Extraordinary General Meeting.
7. Adoption of a resolution on amendments to the Company's Articles of Association.
8. Adoption of a resolution on determining the number of members of the Company's Supervisory Board.
9. Adoption of a resolution on changing the composition of the Company's Supervisory Board.
10. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

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

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

**Item 5 of the agenda: Adoption of a resolution on waiving the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2014**

on: waiving the secrecy of the vote on the committees appointed by the Extraordinary General Meeting

Acting pursuant to Article 420 § 3 of the Commercial Companies Code and § 15 section 9 of the By-laws of the General Meeting, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

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

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 6 of the agenda: Appointment of the Returning Committee of the Extraordinary General Meeting.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2014**

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

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

§ 1

The Returning Committee is appointed, composed of:

1. [•]
2. [•]
3. [•]

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

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

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

**Item 7 of the agenda: Adoption of a resolution on amendments to the Company's Articles of Association.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2014**

on: amendments to the Company's Articles of Association.

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

§ 1

The following amendments are introduced to the Company's Articles of Association:

1) **§ 14 section 2 item 6) shall have the following wording:**

"6) accepting annual non-cash and financial plans of the Company and the Capital Group as well as Corporate Strategy of the Capital Group,"

2) **§ 15 shall have the following wording:**

"It is the Management Board's duty to prepare plans which are specified in § 14 section 2 item 6 and submit them to the Supervisory Board for approval."

3) **§ 20 section 1 item 7) shall have the following wording:**

"7) defining the scope and dates of submitting by the Management Board annual non-cash and financial plan for the Company and the Capital Group,"

4) **§ 20 section 1 item 8) shall have the following wording:**

"8) giving opinion on the Capital Group's Corporate Strategy,"

5) **§ 20 section 1 item 10) shall have the following wording:**

"10) giving opinions on the annual plan of conducting sponsoring activity as well as annual report from its realization,"

6) **§ 20 section 2 item 1) shall have the following wording:**

“1) purchase property, perpetual usufruct or shares in property or in perpetual usufruct of the value exceeding the equivalent of EURO 5,000,000 in PLN, except for property, perpetual usufruct or shares in property or in perpetual usufruct purchased from the Companies of the Capital Group,”

7) **§ 20 section 2 item 2) shall have the following wording:**

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

8) **§ 20 section 2 item 3) shall have the following wording:**

“3) disposal of components of fixed assets including property, perpetual usufruct or share in property or in perpetual usufruct with the value exceeding the equivalent of EURO 5,000,000 in PLN, except for property, perpetual usufruct or shares in property or in perpetual usufruct and other components of fixed assets that will be sold or encumbered to the benefit of Companies from the Capital Group by way of decree,”

9) **§ 20 section 2 item 7) shall have the following wording:**

“7) taking up or acquiring stocks or shares in companies other than Companies from the Capital Group of the value exceeding the equivalent of EURO 5,000,000 in PLN except for situations, when taking up of stocks or shares of these companies takes place for the liabilities of the Company as a part of conciliatory or liquidation proceedings,”

10) **In § 20 section 2 item 8) letter b) the dot at the end of the sentence is replaced by a comma.**

11) **In § 20 section 2 item 8) letter c) is added with the following wording:**

“c) disposal of stocks or shares to the benefit of Companies from the Capital Group,”

12) **In § 20 section 2 item 9) is added with the following wording:**

“9) signing agreements by the Company for construction or launching of cross-border connection with power systems in other countries.”

13) **In § 20 section 3 item 9) letter b) the dot at the end of the sentence is replaced by a comma.**

14) **In § 20 section 3 item 9) letters c), d), e) are added with the following wording:**

“c) purchase of components of fixed assets with the value exceeding the equivalent of EURO 50,000,000 in PLN related to execution of investments in the scope of generation or cogeneration units,

d) purchase of components of fixed assets with the value exceeding the equivalent of EURO 50,000,000 in PLN related to execution of investments in the scope of distribution grids,

e) purchase of components of fixed assets with the value exceeding the equivalent of EURO 50,000,000 in PLN related to execution of investments in the scope of exploration for and evaluation of mineral deposits or extraction of minerals from deposits.”

**15) In § 20 section 5 is added with the following wording:**

“5. Approval of non-cash and financial plans referred to in § 14 section 2 item 6) by the Supervisory Board does not require, respectively:

a) Supervisory Board’s permission to sell components of fixed assets referred to in § 20 section 2 items 1) and 2),

b) specification by the Supervisory Board of the manner of exercising the right to vote at the General Meeting of companies, in which the Company holds more than 50% of shares, in matters referred to in § 20 section 2 item 1) and 2) and section 3 item 9) letters c) – e),

provided that the Supervisory Board approved and included actions referred to in § 20 section 2 items 1) and 2) and section 3 item 9) letters c) – e) in non-cash and financial plans referred to in § 14 section 2 item 6).”

**16) § 27 section 4 shall have the following wording:**

“4. The Supervisory Board may pass resolutions in a written mode or by using means of direct distance communication, subject to art. 388 § 4 of the Code of Commercial Companies. Passing a resolution in this way requires prior submission of a draft of the resolution to all members of the Supervisory Board.”

**17) § 29 section 5 shall have the following wording:**

“5. The Company covers also costs borne in connection with performing by the members of the Supervisory Board functions entrusted to them, especially costs of transport from the place of residence to the place where Supervisory Board’s meeting or Supervisory Board Committee’s meeting is held and back, cost of performing individual supervision, cost of accommodation and catering.”

**18) In § 42 section 4 is added with the following wording:**



“4. Whenever reference is made in the Articles of Association to:

1) Capital Group – it should be understood as a capital group in line with the definition provided in the Accounting Act,

2) generation unit – it should be understood as a generation unit in line with the definition provided in the Energy Law,

3) cogeneration unit – it should be understood as a cogeneration unit in line with the definition provided in the Energy Law,

4) distribution grid – it should be understood as a distribution grid in line with the definition provided in the Energy Law,

5) mineral deposit, exploration for, evaluation or extraction of minerals from deposits – it should be understood as exploration for, evaluation or extraction of minerals from deposits in line with the definition provided by the Geological and mining Law.”

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

\* Mark if applicable

\*\* Shareholder may vote differently under each of the shares they hold

\*\*\* Shareholder may give different voting instructions to the power of attorney, depending on fulfilment of specific conditions indicated in the power of attorney form.

**Item 8 of the agenda: Determining the number of members of the Company's Supervisory Board.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2014**

on: determining the number of members of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, § 22 section 1 of the Company's Articles of Association and § 24 sections 1 and 5 of the By-laws of the General Meeting of TAURON Polska Energia S.A., the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

It is agreed that the Supervisory Board of TAURON Polska Energia S.A. will be composed of ..... members of the Supervisory Board.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 9 of the agenda: Determining the number of members of the Company's Supervisory Board.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2014**

on: changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, § 22 section 1 of the Company's Articles of Association, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr./ Mrs. .... is hereby appointed to / dismissed from the Supervisory Board of TAURON Polska Energia S.A. of the third tenure.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*: