

## **FORM OF INSTRUCTIONS FOR VOTING BY PROXY**

**The Ordinary General Meeting convened for 8 May 2019 at 10.00 a.m., at Novotel Katowice Centrum Hotel in Katowice, al. Roździeńskiego 16 (conference room - ground floor).**

### **Reservations:**

1. This form shall not serve for the verification of the method of voting by Proxy on behalf of the Shareholder. The Proxies shall not submit a copy of these instructions to the Company.
2. This form shall not replace the Power of Attorney granted to the Proxy by the Shareholder.
3. Use of the form made available by the Company is not mandatory on the Shareholder and is not a prerequisite for submitting of a vote by the Proxy.
4. The method of exercising the vote by the Proxy depends on the provisions of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders are authorised to submit their own draft resolutions as well as amendments to drafts provided by the Management Board or Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, therefore the text of the resolution finally submitted for voting may differ from the text of the resolution originally published on the Company website. Moreover, on issues related to election within the same agenda, as a rule, several resolutions related to individual candidates will be subject to voting.

**Item 2 of the agenda: Adopting the resolution concerning: the appointment of the Chairperson of the Ordinary General Meeting**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the appointment of the Chairperson of the Ordinary General Meeting of the Company

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 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 / Ms [•] is hereby appointed as the Chairperson of the Ordinary General Meeting of the Company.

**§ 2**

The Resolution shall enter into force as of its adoption date.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

**Item 4 of the agenda: Adopting the resolution concerning: the adoption of the agenda of the Ordinary General Meeting**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: 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 resolves as follows:

## § 1

The following agenda of the meeting of the Ordinary General Meeting of the Company is hereby adopted:

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 on waiving 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. Presentation of financial results of the Company and TAURON Polska Energia S.A. Capital Group.
8. Presentation of the following Supervisory Board Reports:
  - 1) *“Report on the activities of the Supervisory Board of TAURON Polska Energia S.A. in the financial year 2018”*, containing, among others, the evaluation of the Company’s standing, including the assessment of the internal control, risk management systems, compliance and internal audit functions, comprising all significant control mechanisms, including, in particular those related to financial reporting and operational activity, the assessment of the method of fulfilment of disclosure obligations by the Company in relation to the application of corporate governance principles, the assessment of the rationality of the policy of sponsorship, charity or other similar activities, the assessment of compliance with the criteria of independence by Members of the Supervisory Board,
  - 2) *“Report of the Supervisory Board on the evaluation of the Financial statements of TAURON Polska Energia S.A., Consolidated financial statements of TAURON Capital Group, Report of the Management Board on operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year ended on 31 December 2018 including justification and the motion of the Management Board concerning the method of covering the net loss for the financial year 2018”*.
9. Presentation of the *“Report of TAURON Polska Energia S.A. on representation expenses, expenditure on legal services, marketing services, public relations and social communication services as well as advisory services related to management incurred in 2018”*, including the opinion issued by the Supervisory Board.
10. Examination of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and adoption of the resolution on its approval.
11. Examination of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and adoption of the resolution on its approval.

12. Examination of the “*Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018*” and adoption of the resolution on its approval.
13. Adoption of the resolution concerning covering of the net loss for the financial year 2018.
14. Adoption of the resolutions to grant the discharge from fulfilment of duties to all members of the Company Management Board who fulfilled their functions in the financial year 2018.
15. Adoption of the resolutions to grant the discharge from fulfilment of duties to all Members of the Company Supervisory Board who served in the financial year 2018.
16. Adoption of the resolutions concerning changes in the composition of the Company Supervisory Board.
17. Adoption of the resolutions on amending resolution no. 5 of the Extraordinary General Meeting of Shareholders of December 15, 2016 on the principles for determining the compensation of the Members of the Management Board.
18. Adoption of the resolutions on amending the “Articles of Association of TAURON Polska Energia S.A.”
19. Closing of the session of the Ordinary General Meeting.

## § 2

The Resolution shall enter into force as of its adoption date.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>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 Ordinary General Meeting**

#### **Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: 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(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 hereby waived.

**§ 2**

The Resolution shall enter into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 6 of the agenda: Adopting the resolution concerning: the appointment of the Returning Committee of the Ordinary General Meeting**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

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

Acting pursuant to § 15(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 shall enter into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:    Provided that \*\*\*:    Provided that \*\*\*:

**Item 10 of the agenda: Examination of the “Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union” and adoption of the resolution on its approval**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the approval of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”*

Acting pursuant to Article 53(1) of the Accounting Act of 29 September 1994 and Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) of the Articles of Association of the Company, 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 *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”* are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2018 showing comprehensive income in the amount of PLN (1,729,519) thousand and net loss for the financial year 2018 in the amount of PLN (1,709,853) thousand,
- 2) Statement of financial standing as at 31 December 2018, which indicates the total balance of assets and liabilities in the amount of PLN 29,512,990 thousand,
- 3) Statement of changes in equity for the year ended on 31 December 2018 showing equity decrease of PLN 2,118,070 thousand,
- 4) Statement of cash flows for the year ended on 31 December 2018 showing net cash flow decrease of by the amount of PLN 802 thousand,

5) Accounting principles (policy) and additional explanatory notes.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 11 of the agenda: Examination of the “Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union” and adoption of the resolution on its approval**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the approval of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”*

Acting pursuant to Article 63c(4) of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code and § 35(1)(1) of the Articles of Association of the Company, 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 *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”*

are approved, which consist of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2018 showing the total income in the amount of PLN 182,523 thousand and net profit for the financial year 2018 in the amount of PLN 207,045 thousand,
- 2) Consolidated statement of financial standing as at 31 December 2018, which indicates the total balance of assets and liabilities in the amount of PLN 37,097,477 thousand,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2018 showing equity increase by the amount of PLN 360,668 thousand,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2018 showing cash flow increase by the amount of PLN 6,619 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 12 of the agenda: 12. Examination of the “Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018” and adoption of the resolution on its approval**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the approval of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018”*

Acting pursuant to Article 63c(4) in conjunction with Article 55(2a) of the Accounting Act of 29 September 1994 and § 35(1)(1) of the Articles of Association of the Company, 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 hereunder report, conducted by the Supervisory Board of the Company, the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018”* covering the period from 1 January 2018 to 31 December 2018 is approved.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 13 of the agenda: Adoption of the resolution concerning covering of the net loss for the financial year 2018**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: covering of the net loss for the financial year 2018

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

**§ 1**

It is hereby decided to cover the net loss of TAURON Polska Energia S.A. for the financial year 2018 covering the period from 1 January 2018 to 31 December 2018 in the amount of PLN 1,709,852,955.76 (in words: one billion seven hundred and nine million eight hundred and fifty-two thousand nine hundred and fifty-five zlotys 76/100) from the Company supplementary capital.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
| Provided that ***:  | Provided that ***:  | Provided that ***:  |  |   |

**Item 14 of the agenda: Adoption of resolutions to grant the discharge from fulfilment of duties to all members of the Company Management Board who fulfilled their functions in the financial year 2018**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the President of the Management Board, Filip Grzegorzczuk for 2018

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

**§ 1**

Mr. Filip Grzegorzczuk is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
| Provided that ***:  | Provided that ***:  | Provided that ***:  |  |   |

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Jarosław Broda for 2018

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

**§ 1**

Mr. Jarosław Broda is discharged from fulfilment of his duties as the Vice-President of the Management Board for Asset Management and Development of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Kamil Kamiński for 2018

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

**§ 1**

Mr. Kamil Kamiński is discharged from fulfilment of his duties as the Vice-President of the Management Board for Customer and Corporate Affairs of TAURON Polska Energia S.A.

performed from 1 January 2018 to 31 December 2018.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

### Proposed draft resolution:

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Marek Wadowski for 2018

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

## § 1

Mr. Marek Wadowski is discharged from fulfilment of his duties as the Vice-President of the Management Board for Finance of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
| Provided that ***:  | Provided that ***:  | Provided that ***:  |  |   |

**Item 15 of the agenda: Adoption of resolutions to grant the discharge from fulfilment of duties to all Members of the Company Supervisory Board who served in the financial year 2018**

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Chairwoman of the Supervisory Board, Beata Chłodzińska for 2018

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

**§ 1**

Ms. Beata Chłodzińska is discharged from fulfilment of her duties as the Chairwoman of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Deputy Chairwoman of the Supervisory Board, Teresa Famulska for 2018

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

**§ 1**

Ms. Teresa Famulska is discharged from fulfilment of her duties as the Deputy Chairwoman of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Secretary of the Supervisory Board, Jacek Szyke for 2018

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

**§ 1**

Mr. Jacek Szyke is discharged from the fulfilment of his duties as the Secretary of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Radosław Domagałski-Łabędzki for 2018

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

## § 1

Mr. Radosław Domagalski-Łabędzki is discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

### Proposed draft resolution:

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Barbara Łasak-Jarszak for 2018

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

## § 1

Ms. Barbara Łasak-Jarszak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

## § 2

The Resolution shall enter into force as of the day of its adoption.



**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
| Provided that ***:  | Provided that ***:  | Provided that ***:  |  |   |

**Proposed draft resolution:**

**RESOLUTION NO [·]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Paweł Pampuszko for 2018

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

**§ 1**

Mr. Paweł Pampuszko is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
| Provided that ***:  | Provided that ***:  | Provided that ***:  |  |   |

**Proposed draft resolution:**

**RESOLUTION NO [·]  
of the Ordinary General Meeting**

**of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Jan Płudowski for 2018

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

**§ 1**

Mr. Jan Płudowski is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

The Resolution shall enter into force as of the day of its adoption.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Marcin Szlenk for 2018

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

**§ 1**

Mr. Marcin Szlenk is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 16 April 2018 to 31 December 2018.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

### Proposed draft resolution:

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Agnieszka Woźniak for 2018

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

## § 1

Ms. Agnieszka Woźniak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

## § 2

The Resolution shall enter into force as of the day of its adoption.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

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

**Item 16 of the agenda: Adoption of resolutions concerning changes in the composition of the Company Supervisory Board**

Proposed draft resolution:

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2019**

concerning: the dismissal/appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 35(1)(4) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

**§ 1**

Mr/ Ms [•] is hereby dismissed from/appointed to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office.

**§ 2**

The Resolution shall enter into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

\* Check the relevant box.

\*\* The Shareholder may submit a different vote in a different way from each of the shares held.

\*\*\* The Shareholder may determine the method of voting by proxy depending on the fulfilment of specific conditions indicated in the text of the power of attorney.