

RESOLUTION No. 1
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 7 January 2014

on: the appointment of the Chairperson 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

Mrs. Monika Macewicz is hereby appointed as the Chairperson of the Extraordinary General Meeting of the Company.

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 942,325,160 (53.76%)

Total number of valid votes: 942,325,160

Votes "for": 940,506,309

Votes "against": 0

Abstaining votes: 1,818,851

The resolution was adopted in a secret ballot.

RESOLUTION No. 2
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 7 January 2014

on: adoption of the agenda of the Extraordinary General Meeting

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.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 942,325,160 (53.76%)

Total number of valid votes: 942,325,160

Votes "for": 940,506,309

Votes "against": 0

Abstaining votes: 1,818,851

The resolution was adopted in an open ballot.

RESOLUTION No. 3 of the Extraordinary General Meeting of TAURON Polska Energia Spółka Akcyjna with its registered office in Katowice of 7 January 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.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 942,325,160 (53.76%)

Total number of valid votes: 942,325,160

Votes "for": 940,506,309

Votes "against": 0

Abstaining votes: 1,818,851

The resolution was adopted in an open ballot.

RESOLUTION No. 4
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 7 January 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. **Andrzej Prucnal,**
2. **Maciej Sierpiński,**
3. **Marcin Szpoper.**

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 942,325,160 (53.76%)

Total number of valid votes: 942,325,160

Votes "for": 940,506,309

Votes "against": 0

Abstaining votes: 1,818,851

The resolution was adopted in an open ballot.

RESOLUTION No. 5
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 7 January 2014

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

Acting pursuant to Article 430 § 1 of 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 resolve 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) **§ 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.”

13) **§ 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 Capital Group – it should be understood as a capital group in line with the definition provided in the Accounting Act.”

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 942,325,160 (53.76%)

Total number of valid votes: 942,325,160

Votes "for": 736,395,931

Votes "against": 0

Abstaining votes: 205,929,229

The resolution was adopted in an open ballot.

**RESOLUTION No. 6
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 7 January 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 nine members of the Supervisory Board.

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 942,325,160 (53.76%)

Total number of valid votes: 942,325,160

Votes "for": 874,176,674

Votes "against": 0

Abstaining votes: 68,148,486

The resolution was adopted in an open ballot.

**RESOLUTION No. 7
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 7 January 2014**

on: appointing Mr. Aleksander Grad to the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 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. Aleksander Grad is hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. for the 3rd term.

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 416,557,689 (23.76%)

Total number of valid votes: 416,557,689

Votes "for": 378,963,156

Votes "against": 25,246,108

Abstaining votes: 12,348,425

The resolution was adopted in a secret ballot.