

**DRAFT**

**RESOLUTION NO [·]  
of the Ordinary General Meeting of the Company  
operating under the enterprise name: TAURON Polska Energia S.A.  
of..... 2017**

concerning the amendment to § 20 of “TAURON Polska Energia S.A. Articles of Association.”

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

**§ 1**

The following amendments to the “*TAURON Polska Energia S.A. Articles of Association*” are introduced:

**1. The existing § 20(1)(7) shall read as follows:**

*“7) the selection of the statutory auditor to carry out the examination and review of the Company financial statements and consolidated financial statements of the Capital Group,”*

**2. In § 20(1) in item 15, the full stop is replaced by a comma and items 16, 17 and 18 are added which shall read as follows:**

*“16) issuing opinions on Management Board reports on representation expenses, expenses incurred for legal services, marketing services, PR services and social communication, and advisory services associated with management,*

*17) issuing opinions on the change of principles of disposal of fixed assets defined in § 38<sup>1</sup>,*

*18) approval of the remuneration policy for the capital group”.*

**3. In § 20(2) in item 9, the full stop is replaced by a comma and items 10-14 are added which shall read as follows:**

*“10) concluding the agreement for legal services, marketing services, PR services and social communication, and advisory services associated with management, if the level*

*of the remuneration foreseen jointly for the services provided exceeds PLN 500,000 net on an annual basis,*

*11) amendment to the agreement for legal services, marketing services, PR services and social communication, and advisory services associated with management, raising the remuneration above the amount referred to in item 10,*

*12) concluding agreements for legal services, marketing services, PR services and social communication, and advisory services associated with management, where the maximum level of the remuneration is not foreseen,*

*13) concluding a donation agreement or other agreement with a similar effect, with the value exceeding PLN 20,000 or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements,*

*14) discharge of debt or other agreement with a similar effect, with the value exceeding PLN 50,000 or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements”.*

**4. The existing § 20(4)(2) shall read as follows:**

*“2) establishing the rules of remuneration and the level of remuneration for the Members of the Management Board, subject to § 18”,*

**5. In § 20(4), in item 4) the full stop is replaced by a comma.**

**6. In § 20(4), in item 9) letter b) the full stop is replaced by a comma and point 10) is added which shall read as follows:**

*„10) determining the manner of exercising the voting right by a representative of TAURON Polska Energia S.A. at the General Meeting of companies towards which the Company is a parent entity within the meaning of Article 4(3) of the Act of 16 February 2007 on the protection of competition and consumers (Journal of Laws of 2017 item 229), in relation to the following issues:*

- a) establishment of other company by the company,*
- b) amendment to the articles of association or the company deed and the scope of the company operations,*
- c) merger, transformation, demerger, winding-up and liquidation of the company,*
- d) increasing and decreasing the share capital of the company,*
- e) disposal and lease of the company enterprise or its organised part as well as establishing a limited proprietary right thereon,*
- f) redemption of stocks or shares,*
- g) determining remuneration of members of Management Board and supervisory boards,*
- h) provisions concerning claims to repair damage caused at establishing of the company or delivering the management or supervision function,*
- i) in relation to matters referred to in Article 17 of the Act of 16 December 2016 on*

*the principles of state assets management (Journal of 2016 items 2259), subject to §15(4).*

## **§ 2**

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register.