

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2018**

concerning the amendment to § 17 of the “Articles of Association of TAURON Polska Energia S.A.”

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 “Articles of Association of TAURON Polska Energia S.A.” shall be introduced:

In § 17(4):

- 1) item 5) shall be deleted,
- 2) the existing item 6) shall receive designation as item 5).

§ 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.

Substantiation of adopting the above mentioned resolution:

This draft resolution was submitted to the Company by the Minister of Energy exercising the powers of the State Treasury shareholder, including the request to include the item regarding the adoption of the resolution concerning the amendments to the “Articles of Association of TAURON Polska Energia S.A.” on the agenda of the Ordinary General Meeting of the Company. As a substantiation, the Minister of Energy submitted that the proposed amendment is aimed at optimisation of the process of selecting the Member of the Management Board in the qualification procedure carried out by the Supervisory Board.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2018**

concerning determining the number of members of the Company Supervisory Board.

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

§ 1

It is determined that the Supervisory Board of TAURON Polska Energia S.A. will be composed of (In words:) Members of the Supervisory Board.

§ 2

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

Substantiation of adopting the above mentioned resolution:

Pursuant to § 24(5) of the By-laws of the General Meeting of TAURON Polska Energia S.A. the number of members of the Supervisory Board is determined by the General Meeting prior to elections to the Supervisory Board.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2018**

concerning: the dismissal of the 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 Company Articles of Association, 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 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.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2018**

concerning: the 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 Company Articles of Association, 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 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.