



Enclosure No. 36
with the Announcement of the Management Board of TAURON Polska Energia S.A.
to convene the Ordinary General Meeting of the Company

VOTING INSTRUCTIONS FOR THE PROXY

The Ordinary General Meeting of the Company's Shareholders to be held on 29 May 2017, at 11.00 a.m. in Hotel Novotel Katowice Centrum in Katowice, al. Roździeńskiego 16 (Conference Room, ground 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 Ordinary General Meeting.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2017**

on: the appointment of the Chairman of the Ordinary 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 Ordinary 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 Ordinary General Meeting of the Company.

§ 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 |
|---|---|--|---|------------------------------------|

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

Item 4. of the agenda: Adoption of the agenda of the Ordinary General Meeting of the Company.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2017**

on: adoption of the agenda of the Ordinary General Meeting

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The Ordinary General Meeting of the Company adopts the following agenda of the meeting:

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 Supervisory Board activities in the financial year 2016”*, containing, among others, the assessment of the Company standing including the assessment of internal control, risk management and compliance systems and the internal audit function, the assessment of the Company compliance with the disclosure obligations concerning the application of the corporate governance principles, the assessment of the rationality of the Company policy of sponsoring, charity or other similar activities, containing, among others, an assessment of the Company’s standing including an assessment of internal control, risk management and compliance systems and the internal audit function, assessment of the Company’s compliance with the disclosure obligations concerning compliance with the corporate governance principles, assessment of the rationality of the Company’s policy of sponsoring, charity or other similar activities and assessment of fulfilment of the criteria of independence by members of the Supervisory Board,
 - 2) *“Supervisory Board Report on evaluation of Consolidated Financial Statements of TAURON Polska Energia S.A. Capital Group and the Report of the Management Board on operations of TAURON Polska Energia S.A. Capital Group for the year*

- ended 31 December 2016, and the Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016”,*
- 3) *“Supervisory Board Report on evaluation of the Financial Statements of TAURON Polska Energia S.A. and the Report of the Management Board on the operations of TAURON Polska Energia S.A. for the year ended 31 December 2016 and the motion of the Management Board concerning covering of the net loss for the financial year 2016”.*
 9. Examination of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and the *“Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016”* and adoption of the resolution on their approval.
 10. Examination of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2016”* and adoption of the resolution on its approval.
 11. Examination of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2016 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. for the financial year 2016”* and adoption of the resolution on its approval.
 13. Adoption of the resolution concerning covering of the net loss for the financial year 2016.
 14. Adoption of resolutions to acknowledge the fulfilment of duties by all members of the Company Management Board who served in the financial year 2016.
 15. Adoption of resolutions to acknowledge the fulfilment of duties by all members of the Company Supervisory Board who served in the financial year 2016.
 16. Adoption of the resolution on determining the number of members of the Supervisory Board.
 17. Elections to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office and adoption of the resolutions concerning the appointment of Members of the Supervisory Board for the fifth joint term of office.
 18. Closing of the session of the Ordinary General Meeting.

§ 2

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

Votes*

- For
(vote based on
..... shares)**
- Against
(vote based on
..... shares)**
- Abstaining
(vote based on
..... shares)**
- At the Proxy's
discretion
- 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 2017**

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
(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 |
|---|---|--|---|------------------------------------|

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

Item 6 of the agenda: 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 2017**

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
(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 |
|---|---|--|---|------------------------------------|

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

Item 9 of the agenda: Approval of Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union” and the “Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016”

Proposed draft resolution:

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

concerning the approval of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and the *“Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016”*

Acting pursuant to Article 63(c)(4) of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code, 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

1. *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union”* consisting of:
 - 1) Consolidated statement of comprehensive income for the year ended on 31 December 2016 showing comprehensive income in the amount of PLN 647,885 thousand and net profit for the financial year 2016 in the amount of PLN 370,137 thousand,
 - 2) Consolidated statement of financial standing as at 31 December 2016, which indicates the total balance of assets and liabilities in the amount of PLN 33,456,894,
 - 3) Consolidated statement of changes in equity for the year ended on 31 December 2016 showing equity decrease of PLN 631,161 thousand,
 - 4) Consolidated statement of cash flows for the year ended on 31 December 2016 showing net cash flow increase of PLN 27,018 thousand,
 - 5) Accounting principles (policy) and additional explanatory notes.
2. *“Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016”*.

§ 2

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

Votes*

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

Item 10 of the agenda: Approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2016.

Proposed draft resolution:

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

concerning the approval of the *"Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2016"*

Acting pursuant to Article 63(c)(4) in conjunction with Article 55(2) of the Accounting Act of 29 September 1994, 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. Capital Group for the financial year 2016"* covering the period from 1 January 2016 to 31 December 2016 is approved.

§ 2

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

Votes*

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

Item 11 of the agenda: Examination and approval of financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2016. prepared in accordance with International Financial Reporting Standards approved by the European Union

Proposed draft resolution:

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

concerning the approval of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2016 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 395(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) 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

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. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2016”* are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2016 showing comprehensive negative income in the amount of PLN 62,229 thousand and net loss for the financial year 2016 in the amount of PLN 166,253 thousand,
- 2) Statement of financial standing as at 31 December 2016, which indicates the total balance of assets and liabilities in the amount of PLN 27.672.376,
- 3) Statement of changes in equity for the year ended on 31 December 2016 showing equity decrease of PLN 62,229 thousand,
- 4) Statement of cash flows for the year ended on 31 December 2016 showing net cash flow decrease of PLN 366,266 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

§ 2

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

Votes*

- For (vote based on shares)** Against (vote based on shares)** Abstaining (vote based on shares)** At the Proxy's discretion Objection

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

Item 12 of the agenda: Examination and approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2016.

Proposed draft resolution:

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

concerning the approval of the "Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2016"

Acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) 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

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. for the financial year 2016" covering the period from 1 January 2016 to 31 December 2016 is approved.

§ 2

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

Votes*

- For (vote based on shares)** Against (vote based on shares)** Abstaining (vote based on shares)** At the Proxy's discretion Objection

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

Item 13 of the agenda: Covering of the net loss for the financial year 2016.

Proposed draft resolution:

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

concerning covering of the net loss for the financial year 2016

Acting pursuant to Article 395 § 2(2) of the Commercial Companies Code and § 35(1)(3) 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 Ordinary General Meeting decides to cover the net loss of the Company for the financial year 2016 covering the period from 1 January 2016 to 31 December 2016 in the amount of PLN 166,252,898.52 (say one hundred sixty six million two hundred fifty two thousand eight hundred ninety eight and 52/100) from the Company reserve capital.

§ 2

The Resolution shall enter 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 ***:

Item 14 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2016 by all members of the Company's Management Board who performed their duties in the financial year 2016.

Proposed draft resolution:

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

concerning the acknowledgement of fulfillment of duties by the President of the Management Board, Filip Grzegorzczak for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Filip Grzegorzczak is / is not discharged from fulfillment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 15 November 2016 to 31 December 2016.

§ 2

The Resolution shall enter 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 |
| 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 2017**

concerning the acknowledgement of fulfilment of duties by the Vice-President of the Management Board, Jarosław Broda for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Jarosław Broda is / is not discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter 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 |
| 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 2017**

concerning the acknowledgement of fulfilment of duties by the Vice-President of the Management Board, Kamil Kamiński for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Kamil Kamiński is / is not discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Votes*

For (vote based on shares)** Against (vote based on shares)** Abstaining (vote based on shares)** At the Proxy's discretion 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 2017**

concerning the acknowledgement of fulfilment of duties by the Vice-President of the Management Board, Marek Wadowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Marek Wadowski is / is not discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 29 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter 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 |
| 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 2017**

concerning the acknowledgement of fulfilment of duties by Mr Piotr Zawistowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Piotr Zawistowski is / is not discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter 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 |
| 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 2017**

concerning the acknowledgement of fulfilment of duties by Mr Remigiusz Nowakowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Remigiusz Nowakowski is / is not discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 14 November 2016.

§ 2

The Resolution shall enter 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
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 2017**

concerning the acknowledgement of fulfilment of duties by Ms Anna Strzyk for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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

Ms Anna Striżyk is / is not discharged from fulfilment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 8 January 2016.

§ 2

The Resolution shall enter 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 ***:

Item 15 of the agenda: Acknowledgement of fulfillment of duties by all members of the Supervisory Board who performed their duties in the financial year 2016.

Proposed draft resolution:

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

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Beata Chłodzińska for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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

Ms Beata Chłodzińska is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter 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 |
| 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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Ms Anna Mańk for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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

Ms Anna Mańk is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Votes*

- For (vote based on shares)** Against (vote based on shares)** Abstaining (vote based on shares)** At the Proxy's discretion 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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Jacek Szyke for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Jacek Szyke is / is not discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Votes*

- For (vote based on shares)** Against (vote based on shares)** Abstaining (vote based on shares)** At the Proxy's discretion 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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Stanisław Bortkiewicz for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Stanisław Bortkiewicz is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 30 December 2016 to 31 December 2016.

§ 2

The Resolution shall enter 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 |
|---|---|--|---|------------------------------------|

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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Leszek Koziowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Leszek Koziowski is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter 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
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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Jan Płudowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Jan Płudowski is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 30 December 2016 to 31 December 2016.

§ 2

The Resolution shall enter 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
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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Jacek Rawecki for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Jacek Rawecki is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 8 June 2016 to 31 December 2016.

§ 2

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

Votes*

- For (vote based on shares)** Against (vote based on shares)** Abstaining (vote based on shares)** At the Proxy's discretion 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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Stefan Świątkowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Stefan Świątkowski is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 8 June 2016 to 31 December 2016.

§ 2

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

Votes*

- For (vote based on shares)** Against (vote based on shares)** Abstaining (vote based on shares)** At the Proxy's discretion 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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Agnieszka Woźniak for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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

Ms Agnieszka Woźniak is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 16 December 2016 to 31 December 2016.

§ 2

The Resolution shall enter 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 |
|---|---|--|---|------------------------------------|

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 2017**

concerning the acknowledgement of fulfilment of duties by Ms Anna Biesialska for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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

Ms Anna Biesialska is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 30 December 2016.

§ 2

The Resolution shall enter 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 |
|---|---|--|---|------------------------------------|

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 2017**

concerning the acknowledgement of fulfilment of duties by Mr Michał Czarnik for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Michał Czarnik is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 30 December 2016.

§ 2

The Resolution shall enter 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 |
|---|---|--|---|------------------------------------|

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 2017**

concerning the acknowledgement of fulfilment of duties by Mr Wojciech Myślecki for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Wojciech Myślecki is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 14 November 2016.

§ 2

The Resolution shall enter 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 |
|---|---|--|---|------------------------------------|

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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Renata Wiernik-Gizicka for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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

Ms Renata Wiernik-Gizicka is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 6 June 2016.

§ 2

The Resolution shall enter 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 |
|---|---|--|---|------------------------------------|

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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Maciej Koński for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) 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 Maciej Koński is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 6 June 2016.

§ 2

The Resolution shall enter 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 16 of the agenda: Determining the number of members of the 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 2017**

concerning determining the number of members of the 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 agreed that the Supervisory Board of TAURON Polska Energia S.A. will be composed of (say:) Members of the Supervisory Board.

§ 2

The effective resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. No. 46 of 8 June 2016 is repealed.

§ 3

The Resolution shall enter 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 |
|---|---|--|---|------------------------------------|

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

Item 17 of the agenda: Appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office

Proposed draft resolution:

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

concerning the appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22(1) 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.

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 |
|---|---|--|---|------------------------------------|

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