



MINISTER OF STATE ASSETS

Warsaw, May 21, 2021

IK: 599017

**Mr.
Paweł Strączyński
President of the Management Board of
TAURON Polska Energia S.A.**

Dear Mr. President,

In reference to the convening of the Ordinary General Meeting of the Shareholders of the Company TAURON Polska Energia S.A. on May 24, 2021, please find attached the draft resolution related to item 15 of the agenda, i.e. *Adoption of the resolution on amending the "Articles of Association of TAURON Polska Energia S.A."*.

The goal of the proposed changing of the wording in § 16, section 4 of the Articles of Association of TAURON Polska Energia S.A. (the Company) is to clarify (make more precise) the requirements for a member of the management board of the company in the light of art. 22 of the Act of December 16, 2016, on the principles of state assets management (consolidated text Journal of Laws of 2019, item 1302, as subsequently amended), according to which a member of the management body of the company shall not be a person who meets at least one of the conditions listed in the act.

The existing wording of the above mentioned § 16, section 4 gives rise to doubts regarding the interpretation thereof when the Supervisory Board of the Company assesses the fulfillment of the formal requirements by the candidates participating in the qualification procedure for the position of a Member of the Management Board of the Company.

The Act on the principles of state assets management defined the minimum negative requirements related to the appointment to the position of a member of the management board. Such a requirement is, among others, that the social or economic activities of a member of the management board shall not give rise to a conflict of interest with respect to the company's operations. Therefore, there is no justification for a condition that a candidate for the position of a Member of the Management Board of the Company should, already at the stage of the qualification procedure and before being appointed as a member of the management board, be required to meet the premises currently expressed in § 16, section 4 of the Company's Articles of Association.

Taking into account the above, clarifying of the wording of § 16, section 4 of the Company's Articles of Association is justified in order to avoid any emerging doubts regarding the interpretation thereof.

Yours respectfully

**On behalf of (per procura) the Minister of State
Assets**

Artur Soboń

Secretary of State

document signed electronically

599017.1780472.1477473

Attachments:

Draft resolution on amending the "Articles of Association of TAURON Polska Energia S.A."

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