



**TAURON Polska Energia S.A.
Extraordinary General Meeting
to be held on 10 November 2010**

POWER OF ATTORNEY FORM

I (We), the undersigned, being a shareholder/representing a shareholder** of TAURON Polska Energia S.A. with its registered office in Katowice ("**Company**"), hereby represent that:

..... ("**Shareholder**")
(first name and surname/name and registered office of the Shareholder)

owns shares of the Company
(number)

and I (we) hereby authorise*:

Mrs/Mr, holder of ID/ passport/ other official identification document** number, issued by ("**Proxy**") to act in accordance with the following voting instruction/ at the Proxy's discretion** to the extent specified below.

Or:

..... (name) with its registered office in....., address: ("**Proxy**") to act in accordance with the following voting instruction/at the Proxy's discretion** to the extent specified below.

Is the Proxy authorised to grant further powers of attorney? Yes No

Pursuant to Art. 412² § 3 and Art. 413 § 2 of the Commercial Companies Code, if a proxy representing a shareholder at the general meeting of a public company is:

- a) a management board member, a supervisory board member, a liquidator, an employee of a public company or a member of authorities or an employee or a company or cooperative subsidiary to such a company, or
 - b) another Shareholder, and the agenda of the General Meeting includes the adoption of a resolution on the liability of such a proxy towards the Company, including the vote of approval, the shareholder's exemption from liability towards the Company or a dispute between the shareholder and the Company,
- the power of attorney may authorise to representation only at a single general meeting. The proxy referred to in the previous sentence must reveal circumstances showing that there is or may be the conflict of interest to the Shareholder. **Then, any further power of attorney is forbidden.***

Scope of authorisation: The Proxy is authorised to represent the Shareholder at the Extraordinary General Meeting of the Company to be held on 10 November 2010, 11:00 at Hotel Angelo in Katowice, at ul. Sokolska 24 (Conference room, floor 1) ("**General Meeting**") and, in particular, attend and vote at the General Meeting with regard to all items of the agenda/ items of the agenda concerning:

.....
.....
.....

.....

^{**},
 sign an attendance list, exercise the right of vote on behalf and to the benefit of the
 Shareholder on the basis of shares owned by that Shareholder with regard to all items of the
 agenda/ items of the agenda concerning:

^{**}, and take up any other necessary activities connected with the General
 Meeting.

Does this power of attorney cover all shares owned by the Shareholder*?
 Yes No

This power of attorney covers (number) of shares owned by the
 Shareholder***.

Data of the Shareholder/ persons authorised to represent the Shareholder:

First name and surname:
 Company's name****:
 Function****:
 Address:

Signature:
 Place:
 Date:

First name and surname:
 Company's name****:
 Function****:
 Address:

Signature:
 Place:
 Date:

PROXY'S STATEMENT *****

The Proxy represents that he/she*:

- is** a member of the Management Board of TAURON Polska Energia S.A., a member of the Supervisory Board of TAURON Polska Energia S.A., a liquidator of TAURON Polska Energia S.A., an employee of TAURON Polska Energia S.A. or a member of authorities or an employee or a subsidiary of TAURON Polska Energia S.A.

In such a case, the Proxy must inform the Shareholder about circumstances showing that there is or may be a conflict of interests and no further power of attorney may be granted.

- is not** a member of the Management Board of TAURON Polska Energia S.A., a member of the Supervisory Board of TAURON Polska Energia S.A., a liquidator of TAURON Polska Energia S.A., an employee of TAURON Polska Energia S.A. or a member of authorities or an employee or a subsidiary of TAURON Polska Energia S.A.

The list of subsidiaries of TAURON Polska Energia S.A. is available on the Company's web site.

* Mark if applicable

** Delete if not applicable

*** Fill only if the power of attorney does not cover all shares owned by the Shareholder.

**** Fill only if the proxy is a legal entity or an unincorporated business unit.

***** Fill only if the proxy is a private individual.

VOTING INSTRUCTIONS FOR THE PROXY

The General Meeting of the Company's Shareholders to be held on 10 November 2010, at 11:00, in Hotel Angelo in Katowice, ul. Sokolska 24 (Conference Room, floor 1)

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 a 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 Extraordinary General Meeting – Appendix No 1.

Votes*

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> For
(votes based on
..... shares)** | <input type="checkbox"/> Against
(votes based on
..... shares)** | <input type="checkbox"/> I abstain from
voting
(votes based on
..... shares)** | <input type="checkbox"/> At the Proxy's
discretion |
|--|--|---|---|

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

Objection

Item 4 of the agenda: Adoption of the agenda - Appendix No 2.

Votes*

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> For
(votes based on
..... shares)** | <input type="checkbox"/> Against
(votes based on
..... shares)** | <input type="checkbox"/> I abstain from
voting
(votes based on
..... shares)** | <input type="checkbox"/> At the Proxy's
discretion |
|--|--|---|---|

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

Objection

Item 5 of the agenda: Appointment of the Returning Committee - Appendix No 3.

Votes*

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> For
(votes based on
..... shares)** | <input type="checkbox"/> Against
(votes based on
..... shares)** | <input type="checkbox"/> I abstain from
voting
(votes based on
..... shares)** | <input type="checkbox"/> At the Proxy's
discretion |
|--|--|---|---|

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

- Objection

Item 6 of the agenda: Decreasing the share capital through amendments to the Articles of Association by decreasing the par value of a share - Appendix No 4

Votes*

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> For
(votes based on
..... shares)** | <input type="checkbox"/> Against
(votes based on
..... shares)** | <input type="checkbox"/> I abstain from
voting
(votes based on
..... shares)** | <input type="checkbox"/> At the Proxy's
discretion |
|--|--|---|---|

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

- Objection

Item 7 of the agenda: Amendments to the Company's Articles of Association – Appendix No 5

Votes*

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> For
(votes based on
..... shares)** | <input type="checkbox"/> Against
(votes based on
..... shares)** | <input type="checkbox"/> I abstain from
voting
(votes based on
..... shares)** | <input type="checkbox"/> At the Proxy's
discretion |
|--|--|---|---|

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

- Objection

* Please, mark if applicable.

** The Shareholder may vote differently under each of its shares.

*** The Shareholder may decide that the manner the proxy votes is determined by conditions defined in the power of attorney.

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 2010**

on: the appointment of the Chairman of the Extraordinary Meeting of the Company

Acting on the basis of Art. 409 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

Mr/Mrs [•] is hereby appointed as Chairman of the Extraordinary General Meeting of the Company.

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 2010**

on: the adoption of the agenda of the Extraordinary General Meeting of the Company

The Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

The Extraordinary General Meeting adopt the following agenda of the meeting:

1. Opening the Extraordinary General Meeting.
2. Appointment of the Chairman of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been called accurately and the Shareholders are capable of adopting resolutions. Preparation of an attendance list.
4. Adoption of the agenda.
5. Appointment of the Returning Committee.
6. Adoption of a resolution on decreasing the share capital through amendments to the Articles of Association by decreasing the par value of a share.
7. Adoption of a resolution on amendments to the Articles of Association.
8. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 2010**

on: the appointment of the Returning Committee of the Extraordinary General Meeting

The Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolve as follows:

§ 1

The Returning Committee composed is established, composed of:

1. [•]
2. [•]
3. [•]

§ 2

The Resolution comes into force as of its adoption date.

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 2010**

on: decreasing the share capital through amendments to the Articles of Association by decreasing the par value of a share.

Acting on the basis of Art. 455 § 1 and 2 of the Commercial Companies Code and § 35.1.9 and § 35.1.18 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

1. The share capital of the Company is decreased by amendment to the Company's Articles of Association by PLN 7,010,197,576.00 (say: PLN seven billion ten million one hundred ninety seven thousand five hundred seventy six) from PLN 15,772,944,546.00 (say: PLN fifteen billion seven hundred seventy two million nine hundred forty four thousand five hundred forty six) to PLN 8,762,746,970.00 (say: PLN eight billion seven hundred sixty two million seven hundred forty six thousand nine hundred seventy) by decreasing the par value of each share by PLN 4 (say: PLN four) from PLN 9 (say: PLN nine) each to PLN 5 (say: PLN five) each.
2. The amount of decrease of the share capital provided for in sub-paragraph 1, shall be transferred from the share capital to the spare capital.
3. Decrease of the share capital shall be exclusive of payment of resources to shareholders.

§ 2

Decrease of the share capital by the amount of PLN 7,010,197,576.00 (say: PLN seven billion ten million one hundred ninety seven thousand five hundred seventy six) is to serve reorganisation of the Company's equities by means of elimination of imbalance between the share capital and the spare capital, and between the share nominal value and market value.

§ 3

Due to the foregoing, the wording of § 7 of the Articles of Association of the Company shall be amended and have the following wording:

"§ 4

The share capital of the Company is PLN 8,762,746,970.00 (say: PLN eight billion seven hundred sixty two million seven hundred forty six thousand nine hundred seventy) and is divided into 1,752,549,394 (say: PLN one billion seven hundred fifty two million five hundred forty nine thousand three hundred ninety four) shares of the nominal value of PLN 5.00 (say: PLN five) each, inclusive of 1,589,438,762 (say: PLN one billion five hundred eighty nine million four hundred thirty eight thousand seven hundred sixty two) series AA bearer shares, and 163,110,632 (say: PLN one hundred sixty three million one hundred ten thousand six hundred thirty two) series BB ordinary bearer shares."

§ 5

The Resolution comes into force as of its adoption date¹.

¹ The Management Board of TAURON Polska Energia S.A. stipulates that in the event that until the day of the Extraordinary General Meeting the increase of the share capital has not been registered by means of amendments to the Articles of Association of the Company in the register of entrepreneurs of the National Court Registry, in accordance with Resolution No. 5 of the Extraordinary General Meeting of TAURON Polska Energia S.A. dated 26 April 2010 with respect to the increase of the share capital exclusive of the current shareholders' share right, and to the amendments to the Articles of Association (notary deed, Repertory 'A' No. 3654/2010, executed by notary public Marcin Gregorczyk of a Lawyer's Office in Katowice, ul. Kopernika 26), § 4 of the aforementioned draft resolution shall be adopted with the following wording:

„§ 4.

The Resolution shall come into force as of the date of registration in the register of entrepreneurs of the National Court Registry of the increase of the share capital of the Company pursuant to Resolution no. 5 of the Extraordinary General Meeting of TAURON Polska Energia S.A. dated 26 April 2010 with respect to the increase of the share capital exclusive of the current shareholders' share right, and to the amendments to the Articles of Association (notary deed, Repertory 'A' No. 3654/2010, executed by notary public Marcin Gregorczyk of a Lawyer's Office in Katowice, ul. Kopernika 26).”

**RESOLUTION NO [•]
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
of 2010**

on: amendments to Articles of Association

Acting on the basis of Art. 430 § 1 of the Commercial Companies Code and § 35.1.18 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 to the Articles of Association of the Company shall be made:

1. § 5 shall be supplemented with sub-paragraph (3) with the following wording:

“3. A material change of the subject matter of the activity of the Company shall be effected exclusive of repurchase of shares from shareholders who do not consent to such change.”

2. In § 33:

1) the current provision shall be marked as sub-paragraph 1,

2) there shall be added sub-paragraph (2) with the following wording:

“2. Resolutions with respect to matters provided for in § 5 (3) shall be adopted by the General Meeting with the majority of two thirds of the votes in the presence of persons representing at least half of the share capital.”

3. § 40 (4) shall have the following wording:

“4. Record day and dividend payment date shall be determined by the Ordinary General Meeting. The record day may be determined as of the date of adoption of a resolution on distribution of profit or within the next three months of the date.”

§ 2

The Resolution comes into force as of its adoption date.