

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

on: determining the remuneration for member of the Supervisory Board of TAURON Polska Energia S.A.

Acting on the basis of Article 392 § 1 of the Commercial Companies Code and § 35 section 1 item 6 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. Monthly remuneration for members of the Supervisory Board of TAURON Polska Energia S.A. is determined as follows:

- a) Chairman of the Supervisory Board – PLN ..... (say .....),
- b) Deputy Chairman of the Supervisory Board – PLN ..... (say .....),
- c) Secretary of the Supervisory Board – PLN ..... (say .....),
- d) Member of the Supervisory Board – PLN ..... (say .....).

2. Member of the Supervisory Board is entitled to receive the remuneration defined in item 1 above regardless of the frequency of formally convened meetings.

3. Member of the Supervisory Board is not entitled to receive the remuneration defined in item 1 above for the month in which the member was absent without justification from all the meetings. The member's absence can be justified or not through resolution of the Supervisory Board.

4. Remuneration defined in item 1 above is calculated proportionally to the number of days of holding the position in cases where an appointment or recall is made in the middle of the month.

5. Payment defined in item 1 above will be paid in arrears, by the 10th day of the month following that for which it is due.

6. The Company refunds costs borne in connection with holding the functions by the members of the Supervisory Board, in particular the cost of return travel from the place of residence to the place of the Supervisory Board's meeting or the place of the Supervisory Board Committee's meeting, costs of individual supervision and costs of board and accommodation.

§ 2

Resolution No. 3 of the Extraordinary General Meeting of 16 May 2007 concerning principles of remuneration for members of the Management Board is repealed.

§ 3

The Resolution comes into force as of its adoption date and shall be effective from .....