

**TAURON Polska Energia S.A.
Extraordinary General Meeting
to be held on 14 September 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/ another 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 of 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 14 September 2010, 11:00 at Park Hotel Diament in Katowice, ul. Wita Stwosza 37 (Conference Centre, floor 6) ("**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 thereby with regard to all items of the agenda/agendas concerning:

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

VOTING INSTRUCTIONS FOR THE PROXY

The General Meeting of the Company's Shareholders to be held on 14 September 2010, 11:00, at Park Hotel Diament in Katowice, ul. Wita Stwosza 37 (Conference Room, floor 6)

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 obliged 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: Amendments to the Articles of Association and changes in the Company's core activity - 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: Adoption of By-laws of the General Meeting of TAURON Polska Energia S.A. - 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

Item 8 of the agenda: Taking resolutions on changes in the composition of the Supervisory Board of the Company, including appointment of Supervisory Board Members meeting the conditions stipulated in § 23 section 2 of the Company's Articles of Association - Appendix No 6

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 8 of the agenda: Taking resolutions on changes in the composition of the Supervisory Board of the Company, including appointment of Supervisory Board Members meeting the conditions stipulated in § 23 section 2 of the Company's Articles of Association - Appendix No 7

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***:
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Objection

Item 8 of the agenda: Taking resolutions on changes in the composition of the Supervisory Board of the Company, including appointment of Supervisory Board Members meeting the conditions stipulated in § 23 section 2 of the Company's Articles of Association - Appendix No 8

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***:
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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 14 September 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 14 September 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 amendments to the Articles of Association and changes in the Company's core activity.
7. Adoption of a resolution on the adoption of By-laws of the General Meeting of TAURON Polska Energia S.A.
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 14 September 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 14 September 2010**

on: amendments to the Articles of Association and changes in the Company's core activity

Acting on the basis of Art. 430 § 1 of the Commercial Companies Code and § 35.1.13) 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 Company's Articles of Association are amended as follows:

1. The new wording of § 5.1:

"1. The Company's core activity covers:

- 1. (PKD 35.14.Z) Electricity trading,*
- 2. (PKD 70.10.Z) Activity of head offices and holdings, excluding financial holdings,*
- 3. (PKD 64.20.Z) Activity of financial holdings,*
- 4. (PKD 46.71.Z) Wholesale of fuels and derivative products,*
- 5. (PKD 33.20.Z) Installation of industrial machinery, fittings and equipment,*
- 6. (PKD 42.22.Z) Works connected with the construction of telecommunications, power and electricity lines,*
- 7. (PKD 46.18.Z) Activity of agents specialising in the sale of other defined goods,*
- 8. (PKD 46.19.Z) Activity of agents selling various types of goods,*
- 9. (PKD 46.51.Z) Wholesale of computers, peripherals and software,*
- 10. (PKD 46.52.Z) Wholesale of electronic and telecommunications equipment and parts thereof,*
- 11. (PKD 46.90.Z) Non-specialised wholesale,*
- 12. (PKD 61.10.Z) Activity related to wire telecommunication,*
- 13. (PKD 61.20.Z) Activity related to wireless telecommunication, excluding satellite telecommunication,*
- 14. (PKD 61.30.Z) Activity related to satellite telecommunication,*
- 15. (PKD 61.90.Z) Activity related to other telecommunication,*
- 16. (PKD 62.01.Z) Activity connected with software,*
- 17. (PKD 62.02.Z) Activity connected with IT advice,*
- 18. (PKD 62.03.Z) Activity connected with IT equipment management,*
- 19. (PKD 62.09.Z) Other services related to IT and computer technologies,*
- 20. (PKD 63.11.Z) Data processing; hosting and similar activities,*
- 21. (PKD 63.12.Z) Operation of Internet portals,*
- 22. (PKD 63.99.Z) Other services related to information, not classified elsewhere,*
- 23. (PKD 64.30.Z) Activity of trusts, funds and similar financial institutions,*
- 24. (PKD 64.91.Z) Financial lease,*
- 25. (PKD 64.92.Z) Other forms of lending,*
- 26. (PKD 64.99.Z) Other financial services not classified elsewhere, excluding insurance and pension funds,*
- 27. (PKD 66.12.Z) Brokerage activity connected with the market of securities and goods exchanges,*
- 28. (PKD 64.19.Z) Other activity supporting financial services, excluding insurance and pension funds,*

29. (PKD 68.20.Z) Rental and management of own or leased fixed properties,
30. (PKD 69.20.Z) Accounting and book-keeping activity, tax advice,
31. (PKD 70.21.Z) Public relations and communication,
32. (PKD 70.22.Z) Other advice on business activity and management,
33. (PKD 71.20.B) Other technical research and analysis,
34. (PKD 72.19.Z) Scientific research and development work in the field of other natural and technical sciences,
35. (PKD 74.90.Z) Other professional, scientific and technical activities not classified elsewhere,
36. (PKD 77.33.Z) Rental and lease of office machinery and equipment, including computers,
37. (PKD 77.39.Z) Rental and lease of other machinery, equipment and tangibles, not classified elsewhere,
38. (PKD 82.20.Z) Activity of call centres,
39. (PKD 85.60.Z) Activity supporting education,
40. (PKD 93.19.Z) Other activity connected with sport,
41. (PKD 93.29.Z) Other entertainment and recreational activities,
42. (PKD 95.11.Z) Repair and maintenance of computers and peripherals,
43. (PKD 95.12.Z) Repair and maintenance of (tele)communications equipment.”

2. The new wording of § 8.1:

“1. The Company’s shares are ordinary bearer shares, subject to articles 3 and 4.”

3. The following articles 3 and 4 are added below article 2 in § 8:

“3. The Company’s shares may be registered shares if they are issued in exchange for in-kind contributions and in other cases if absolutely applicable legal regulations require that shares issued to shareholders are registered shares.

4. Registered shares may be converted into bearer shares on terms and conditions set out in the Commercial Companies Code.”

4. The new wording of § 20.2.2):

“2) purchase of components of fixed assets, except for property, perpetual usufruct or share in property or perpetual usufruct, bonds issued by Companies from the Capital Group, with the value exceeding the equivalent of 5 000 000 EURO in PLN,”

5. § 20.3.9.b) is deleted.

6. The number of the existing § 20.3.9.c) is changed into § 20.3.9.b).

§ 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 14 September 2010**

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

§ 1

The By-laws of the General Meeting of TAURON Polska Energia S.A. are adopted in the
form attached hereto.

§ 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 14 September 2010**

on: changes in the composition of the Supervisory Board of the Company.

Acting on the basis of Art. 385 § 1 of the Commercial Companies Code and § 22 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

Mr/Mrs [•] is hereby dismissed from the Supervisory Board of the Company.

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§ 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 14 September 2010**

on: changes in the composition of the Supervisory Board of the Company.

Acting on the basis of Art. 385 § 1 of the Commercial Companies Code and § 22 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

Mr/Mrs [•] is hereby appointed to the Supervisory Board 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 14 September 2010**

on: changes in the composition of the Supervisory Board of the Company.

Acting on the basis of Art. 385 § 1 of the Commercial Companies Code and § 22 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

Mr/Mrs [•] is hereby appointed to the Supervisory Board of the Company.

§ 2

The Resolution comes into force as of its adoption date.