

## Resolutions adopted by Extraordinary General Meeting on 22 November 2011

### **RESOLUTION NO. 1 of the Extraordinary General Meeting of TAURON Polska Energia S.A. of 22 November 2011**

on: the appointment of the Chairman of the Extraordinary 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 Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

#### § 1

Mr. **Marek Zaród** is hereby appointed as the Chairman of the Extraordinary General Meeting of the Company.

#### § 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 990.969.481 (56,54%)

Total number of valid votes:

Votes "for": 990.969.481

Votes "against": 0

Abstaining votes: 0

The resolution was adopted in an secret ballot.

### **RESOLUTION NO. 2 of the Extraordinary General Meeting of TAURON Polska Energia S.A. of 22 November 2011**

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

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

§ 1

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

1. Opening the Company's Extraordinary General Meeting.
2. Appointment of the Chairman of the Company's Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been called accurately and the Shareholders are capable of adopting binding resolutions.
4. Adoption of the agenda of the Company's Extraordinary General Meeting.
5. Adoption of a resolution to remove the secrecy of voting on the election of commissions appointed by the Extraordinary General Meeting.
6. Appointment of the Returning Committee of the Extraordinary General Meeting.
7. Adoption of a resolution on amendments to the Articles of Association concerning amendments to the scope of activities of the Company.
8. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 990.969.581 (56,54%)

Total number of valid votes:  
Votes "for": 990.967.397  
Votes "against": 0  
Abstaining votes: 2.184

The resolution was adopted in an open ballot.

**RESOLUTION NO. 3  
of the Extraordinary General Meeting of  
TAURON Polska Energia S.A.  
of 22 November 2011**

on: removing the secrecy of voting on the election of commissions appointed by the Extraordinary General Meeting.

Acting pursuant to Article 420 § 3 of the Commercial Companies Code and § 15 section 9 of the By-laws of the General Meeting, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The secrecy of voting on the election of commissions appointed by the Extraordinary General Meeting shall be removed.

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 990.969.481 (56,54%)

Total number of valid votes:  
Votes "for": 990.969.481

Votes "against": 0  
Abstaining votes: 30.058.000

The resolution was adopted in an open ballot.

**RESOLUTION NO. 4**  
**of the Extraordinary General Meeting of**  
**TAURON Polska Energia S.A.**  
**of 22 November 2011**

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

Acting pursuant to § 15 section 1 of the By-laws of the General Meeting, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The Returning Committee is established, composed of:

1. Andrzej Prucnal
2. Romana Kaczmarek
3. Marcin Szpoper

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 990.969.481 (53,42%)

Total number of valid votes:

Votes "for": 990.969.481

Votes "against": 0

Abstaining votes: 0

The resolution was adopted in an open ballot.

**RESOLUTION NO. 5**  
**of the Extraordinary General Meeting of**  
**TAURON Polska Energia S.A.**  
**of 22 November 2011**

on: amendments to the Articles of Association regarding amendments to the scope of activities of the Company

Acting pursuant to Article 430 § 1, Article 416 §§ 1-3 and Article 417 § 4 of the Commercial Companies Code and § 35 section 1 item 18) of the Company's Articles of Association in connection with § 5 section 3 and § 3 section 33 item 2 of the Company's Articles of Association, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

## § 1

A material amendment to the scope of activities of TAURON Polska Energia S.A. is introduced by amending § 5 section 1 of the Company's Articles of Association which shall now have the following wording:

"1. Scope of activity of the Company includes:

1. (PKD 33.20.Z) Installation of industrial machinery and equipment,
2. (PKD 35.11.Z) Production of electricity,
3. (PKD 35.14.Z) Trade of electricity,
4. (PKD 35.23.Z) Trade of gas through mains,
5. (PKD 35.30.Z) Steam and air conditioning supply,
6. (PKD 42.22.Z) Construction of utility projects for electricity and telecommunications,
7. (PKD 46.18.Z) Agents specialized in the sale of other particular products,
8. (PKD 46.19.Z) Agents involved in the sale of a variety of goods,
9. (PKD 46.51.Z) Wholesale of computers, computer peripheral equipment and software,
10. (PKD 46.52.Z) Wholesale of electronic and telecommunications equipment and parts,
11. (PKD 46.71.Z) Wholesale of solid, liquid and gaseous fuels and related products,
12. (PKD 46.90.Z) Non-specialized wholesale trade,
13. (PKD 49.20.Z) Freight rail transport,
14. (PKD 49.41.Z) Freight transport by road,
15. (PKD 49.50.A) Transport via pipeline,
16. (PKD 50.20.Z) Sea and coastal freight water transport,
17. (PKD 61.10.Z) Wired telecommunications activities,
18. (PKD 61.20.Z) Wireless telecommunications activities, excluding satellite telecommunication,
19. (PKD 61.30.Z) Satellite telecommunications activities,
20. (PKD 61.90.Z) Other telecommunications activities,
21. (PKD 62.01.Z) Computer programming activities,
22. (PKD 62.02.Z) Computer consultancy activities,
23. (PKD 62.03.Z) Computer facilities management activities,
24. (PKD 62.09.Z) Other information technology and computer service activities,
25. (PKD 63.11.Z) Data processing, hosting and related activities,
26. (PKD 63.12.Z) Web portals,
27. (PKD 63.99.Z) Other information service activities n.e.c.;
28. (PKD 64.20.Z) Activities of holding companies,
29. (PKD 64.30.Z) Trusts, funds and similar financial entities,
30. (PKD 64.91.Z) Financial leasing,
31. (PKD 64.92.Z) Other credit granting,
32. (PKD 64.99.Z) Other financial service activities, except insurance and pension funding n.e.c.,
33. (PKD 66.12.Z) Security and commodity contracts brokerage,
34. (PKD 66.19.Z) Other activities auxiliary to financial services, except insurance and pension funding,
35. (PKD 68.20.Z) Rental and operating of own or leased real estate,
36. (PKD 69.20.Z) Accounting, bookkeeping and auditing activities; tax consultancy,
37. (PKD 70.10.Z) Activities of head offices,
38. (PKD 70.21.Z) Public relations and communication activities,
39. (PKD 70.22.Z) Business and other management consultancy activities,

40. (PKD 71.20.B) Technical testing and analysis,
41. (PKD 72.19.Z) Other research and experimental development on natural sciences and engineering,
42. (PKD 73.20.Z) Market research and public opinion polling,
43. (PKD 74.90.Z) Other professional, scientific and technical activities n.e.c.,
44. (PKD 77.33.Z) Rental and leasing of office machinery and equipment (including computers),
45. (PKD 77.39.Z) Rental and leasing of other machinery, equipment and tangible goods n.e.c.,
46. (PKD 82.20.Z) Activities of call centers,
47. (PKD 85.59.B) Other education n.e.c.,
48. (PKD 85.60.Z) Educational support activities,
49. (PKD 93.19.Z) Other sports activities,
50. (PKD 93.29.Z) Other amusement and recreation activities,
51. (PKD 95.11.Z) Repair of computers and peripheral equipment,
52. (PKD 95.12.Z) Repair of communication equipment.”

## § 2

Pursuant to § 5 section 3 of the Company's Articles of Association, amendment to the scope of activities of the Company specified in § 1 is introduced without buyout of shares from those shareholders who disagree to such amendment.

## § 3

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 997.825.208 (56,94%)

Total number of valid votes:

Votes "for": 997.825.208

Votes "against": 0

Abstaining votes: 0

The resolution was adopted in an open roll-call ballot.