



Resolutions adopted by the Ordinary General Meeting on 6 May 2011.

**RESOLUTION NO 1
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011**

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

The Ordinary General Meeting of TAURON Polska Energia S.A with its registered office in Katowice acting on the basis of Art. 409 § 1 of the Code of Commercial Companies and § 12 subpara. 1 of the Articles of Association of the Company, resolve as follows:

§ 1

Mr. **Grzegorz Słoi**k is hereby appointed as Chairperson of the Ordinary General Meeting of the Company.

§ 2

The Resolution comes into force at the time of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
936.247.387 (53,42 %)

Total number of valid votes: 936.247.387

Votes "for": 936.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 2
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

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

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

§ 1

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

1. Opening of the Ordinary General Meeting.
2. Appointment of the Chairperson of the General Meeting.
3. Ascertainment of the legitimacy of convening the General Meeting and its capability of adopting resolutions.
4. Adoption of the agenda.
5. Appointment of the Returning Committee.
6. Examination of the statement of the Management Board of TAURON Polska Energia S.A. activities for the financial year 2010.
7. Examination of the financial statement of TAURON Polska Energia S.A. drawn in accordance with International Financial Reporting Standards for the year ended 31 December 2010.
8. Examination of the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010.
9. Examination of the consolidated financial statement of the TAURON Polska Energia Capital Group in accordance with International Financial Reporting Standards for the year ended 31 December 2010.
10. Examination of the Management Board motion on the split of profit for the financial year 2010, the use of reserve capital, the determination of the amount of resources that shall be distributed on the dividend for the Shareholders and determination of the record day and the dividend payment day.

11. Presentation of the statement on the Supervisory Board activities in the financial year 2010, including the evaluation of the Supervisory Board activities, brief evaluation of the Company's position with regard to the internal control system and the risk management system of high priority and with regard to the statement of activities of the Supervisory Board Committees.

12. Presentation of the Supervisory Board statements on:

1. evaluation of the Company's financial statement for the financial year ended 31 December 2010, evaluation of the statement of the Management Board of TAURON Polska Energia S.A. for the financial year 2010 and the Management Board motion on the split of profit for the financial year 2010,
2. evaluation of the consolidated financial statement of the TAURON Polska Energia Capital Group for the financial year ended 31 December 2010 and the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010.

13. The adoption of the following resolutions on approval of:

- 1) the statement of the Management Board of TAURON Polska Energia S.A. activities for the financial year 2010,
- 2) the financial statement of TAURON Polska Energia S.A. in accordance with International Financial Reporting Standards for the year ended 31 December 2010,
- 3) the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010,
- 4) the consolidated financial statement of the TAURON Polska Energia Capital Group in accordance with International Financial Reporting Standards for the year ended 31 December 2010,
- 5) the split of profit for the financial year 2010, the use of reserve capital, the determination of the amount of resources that shall be distributed on the dividend for the Shareholders and determination of the record day and the dividend payment day.

14. Adoption of the resolutions on granting of discharge to the members of the Management Board who performed their duties in the financial year 2010.

15. Adoption of the resolutions on granting of discharge to the members of the Supervisory Board who performed their duties in the financial year 2010.

16. Examination of the possible motions concerning determining the number of members of the Supervisory Body and adoption of the resolution regarding settlement of the number of the Supervisory Board.

17. Adoption of the resolution on the appointment of members of the Supervisory Board on the third term of office.

18. Adoption of the resolution on the amendments to the Articles of Association of the Company.

19. Closure the Ordinary General Meeting.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
936.247.387 (53,42 %)

Total number of valid votes: 936.247.387

Votes "for": 936.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in an open ballot.

RESOLUTION NO 3
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: the repealing of the secrecy of vote on matters concerning the election of the committees by the General Meeting

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, acting on the basis of Art. 420 § 3 of Code of Commercial Companies and § 15 subpara. 9 of the By-laws of the General Meeting resolve as follows:

§ 1

The secrecy of vote on matters concerning the election of the committees by the General Meeting shall be repealed.

§ 2

The Resolution comes into force at the time of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
936.247.387 (53,42 %)

Total number of valid votes: 936.247.387

Votes "for": 906.189.387

Votes "against": 0

Abstaining votes: 30.058.000

The resolution was adopted in an open ballot.

RESOLUTION NO 4
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

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

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, acting on the basis of § 15 subpara. 1 of the By-laws of the General Meeting resolve 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 at the time of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
936.247.387 (53,42 %)

Total number of valid votes: 936.247.387

Votes "for": 936.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in an open ballot.

RESOLUTION NO 5
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: the adoption of the Management Board statement of TAURON Polska Energia S.A. activities for the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 subpara. 1 and Art. 395 § 2 subpara. 1 of the Code of Commercial Companies and § 35 subpara. 1 point 1 of the Articles of Association of the Company, resolve as follows:

§ 1

After the examination and considering the evaluation conducted by the Supervisory Board of the Company of the listed below statement, the Ordinary General Meeting resolves to approve of the Management Board statement of TAURON Polska Energia S.A. activities for the financial year 2010, for the period from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
936.247.387 (53,42 %)

Total number of valid votes: 936.247.387

Votes "for": 935.620.834

Votes "against": 0

Abstaining votes: 626.553

The resolution was adopted in an open ballot.

RESOLUTION NO 6
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: the adoption of the financial statement of TAURON Polska Energia Capital Group consistent with International Financial Reporting Standards for the year ended 31 December 2010.

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 subpara. 1 and Art. 395 § 2 subpara. 1 of the Code of Commercial Companies and § 35 subpara 1 point 1 of the Articles of Association of the Company, resolve as follows:

§ 1

After the examination and considering the evaluation conducted by the Supervisory Board of the Company of the listed below statement, the Ordinary General Meeting resolves to approve of the financial statement of TAURON Polska Energia S.A. consistent with International Financial Reporting Standards for the year ended 31 December 2010, consisting of:

- 1) a total profit and loss statement for the year ended 31 December 2010, showing total income after tax deduction of PLN 190,478,000 (say: one hundred ninety million four hundred seventy-eight thousand zloty),
- 2) a financial position statement drawn up as at 31 December 2010 showing the total balance of assets and liabilities in the amount of PLN 18,445,185,000 (say: eighteen billion four hundred and forty-five million one hundred eighty-five thousand zloty),
- 3) a statement of changes in equity for the year ended 31 December 2010, showing an increase in equity in the amount of PLN 2,297,188,000 (say: two billion two hundred ninety-seven million one hundred and eighty-eight thousand zloty),
- 4) a cash flow statement for the year ended 31 December 2010 showing a decrease in net cash in the amount of PLN 127,828,000 (say: one hundred twenty-seven million eight hundred twenty-eight thousand zloty),
- 5) a description of the accounting principles (policies) and additional information and notes.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 955.620.834

Votes "against": 0

Abstaining votes: 626.553

The resolution was adopted in an open ballot.

RESOLUTION NO 7
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: adoption of the of the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010.

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 63c subpara. 1 and Art. 55 subpara. 1 point 5 of the Law on Accountancy from 29 September 1994, resolve as follows:

§ 1

After the examination and considering the evaluation conducted by the Supervisory Board of the Company of the listed below statement, the Ordinary General Meeting resolves to approve of the statement of activities of the TAURON Polska Energia Capital Group for the financial year 2010, for the period: 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 955.620.834

Votes "against": 0

Abstaining votes: 626.553

The resolution was adopted in an open ballot.

RESOLUTION NO 8
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: the adoption of the consolidated financial statement of the TAURON Polska Energia Capital Group consistent with International Financial Reporting Standards for the year ended 31 December 2010.

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 63c subpara. 4 of the Law on Accountancy from 29 September 1994 and Art. 395 § 5 of the Code of Commercial Companies, resolve as follows:

§ 1

After the examination and considering the evaluation conducted by the Supervisory Board of the Company of the listed below statement, the Ordinary General Meeting resolves to approve of the Consolidated Financial Statement of TAURON Polska Energia Capital Group consistent with International Financial Reporting Standards for the year ended 31 December 2010, consisting of:

- 1) a consolidated profit and loss statement for the year ended 31 December 2010, showing total income after tax deduction of PLN 992,013,000 (say: nine hundred ninety-two million thirteen thousand zloty),
- 2) a consolidated financial position statement drawn up as at 31 December 2010 showing the total balance of assets and liabilities in the amount of PLN 23,430,284,000 (say: twenty three billion four hundred thirty million two hundred eighty-four thousand zloty),
- 3) a consolidated statement of changes in equity for the year ended 31 December 2010, showing an increase in equity in the amount of PLN 978,405,000 (say: nine hundred seventy-eight million four hundred and five thousand zloty),
- 4) a consolidated cash flow statement for the year ended 31 December 2010 showing an increase in net cash in the amount of PLN 499,005,000 (say: four hundred ninety-nine million five thousand zloty),
- 5) a description of the accounting principles (policies) and additional information and notes.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 955.620.834

Votes "against": 0

Abstaining votes: 626.553

The resolution was adopted in an open ballot.

RESOLUTION NO 9
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: the split of profit for the financial year 2010, the use of reserve capital, the determination of the amount of resources that shall be distributed on the dividend for the Shareholders and determination of the dividend record day and the dividend payment day.

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 395 § 2 point 2, Art. 396 § 5 and Art. 348 § 3 of the Code of Commercial Companies and § 35 subpara. 1 point 3 and § 40 subpara. 4 of the Articles of Association of the Company, resolve as follows:

§ 1

The Ordinary General Meeting of the Company resolves as follows:

- 1) to allocate total net profit of the Company for the financial year 2010 in PLN 190,477,439.61 (say: one hundred ninety million four hundred seventy-seven thousand four hundred and thirty-nine zloty and sixty-one grosz) for the dividend payment to Shareholders,
- 2) to use the reserve capital of the Company in the amount of PLN 72,404, 969.49 (say: seventy-two million four hundred four thousand nine hundred and sixty-nine zloty and forty nine grosz), which is a part of the resources from net profit from the Company's financial year 2009 and allocate it for the dividend payment for the Shareholders,
- 3) to allocate for the dividend payment for the Shareholders the total amount of PLN 262,882,409.10 (say two hundred sixty-two million eight hundred eighty-two thousand four hundred and nine zloty and ten grosz), which means that that per one share, the dividend amounts to PLN 0,15 (say: fifteen grosz).

§ 2

The Ordinary General Meeting of the Company resolves as follows:

- 1) to determine 30 June 2011 as the dividend record day,

2) to determine 20 July 2011 as the dividend payment day.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.247.387

Votes "against": 0

Abstaining votes: 0

The resolution was adopted in an open ballot.

RESOLUTION NO 10
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 may 2011

on: granting of discharge for Dariusz Lubera, the President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Dariusz Lubera is hereby granted a discharge for performing of his duties as the President of the Management Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 11
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Joanna Schmid, the Vice-President of the Management Board for performing of her duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Joanna Schmid is hereby granted a discharge for performing of her duties as the Vice-President of the Management Board from 1 October 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 12
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Dariusz Stolarczyk, the Vice-President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Dariusz Stolarczyk is hereby granted a discharge for performing of his duties as the Vice-President of the Management Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 13
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Krzysztof Zamasz, the Vice-President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Krzysztof Zamasz is hereby granted a discharge for performing of his duties as the Vice-President of the Management Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 14
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Krzysztof Zawadzki, the Vice-President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Krzysztof Zawadzki is hereby granted a discharge for performing of his duties as the Vice-President of the Management Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 15
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Stanisław Tokarski, the Vice-President of the Management Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Stanisław Tokarski is hereby granted a discharge for performing of his duties as the Vice-President of the Management Board from 1 January 2010 to 31 August 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 16
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Antoni Tajduś, the President of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Antoni Tajduś is hereby granted a discharge for performing of his duties as the President of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 17
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on May 2011

on: granting of discharge for Agnieszka Trzaskalska, the Vice-President of the Supervisory Board for performing of her duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Agnieszka Trzeskalska is hereby granted a discharge for performing of her duties as the Vice-President of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 18
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Leszek Koziowski, the Secretary of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Leszek Koziowski is hereby granted a discharge for performing of his duties as

1. The Member of the Supervisory Board from 14 September 2010 to 28 September 2010.
2. The Secretary of the Supervisory Board from 28 September 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.212.887 (54,56 %)

Total number of valid votes: 956.212.887

Votes "for": 956.154.887

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 19
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Jacek Kuciński, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Jacek Kuciński is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 14 September 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 20
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Włodzimierz Luty, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Włodzimierz Luty is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 21
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Michał Michalewski, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Michał Michalewski is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.212.887 (54,56 %)

Total number of valid votes: 956.212.887

Votes "for": 956.154.887

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 22
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Jacek Szyke, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Jacek Szyke is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 14 September 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 23
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Marek Ściążko, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Marek Ściążko is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 1 January 2010 to 31 December 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 24
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Witold Kurowski, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Witold Kurowski is hereby granted a discharge for performing of his duties as the Secretary of the Supervisory Board from 1 January 2010 to 13 September 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 25
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: granting of discharge for Tadeusz Skrzypek, the Member of the Supervisory Board for performing of his duties in the financial year 2010

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 393 point 1, Art. 395 § 2 point 3 of the Code of Commercial Companies and § 35 subpara. 1 point 2 of the Articles of Association of the Company, resolve as follows:

§ 1

Tadeusz Skrzypek is hereby granted a discharge for performing of his duties as the Member of the Supervisory Board from 1 January 2010 to 13 September 2010.

§ 2

The Resolution comes into force at the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes "for": 956.189.387

Votes "against": 0

Abstaining votes: 58.000

The resolution was adopted in a secret ballot.

RESOLUTION NO 26
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: the determination of the number of members of the Supervisory Board

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 385 § 1 of the Code of Commercial Companies, § 22 subpara. 1 of the Articles of Association of the Company and § 24 subpara. 1 and 5 of the Rules of By-Laws of the General Meeting, resolve as follows:

§ 1

The Supervisory Board of TAURON Polska Energia S.A. shall consist of 8 members of the Supervisory Board.

§ 2

The Resolution comes into force at the time of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.212.887 (54,56 %)

Total number of valid votes: 956.212.887

Votes "for": 956.964.999

Votes "against": 0

Abstaining votes: 1.247.888

The resolution was adopted in an open ballot.

RESOLUTION NO 27
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: the appointment of the members of the Supervisory Board of the Company

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of Art. 385 § 1 of the Code of Commercial Companies and § 22 subpara. 1 of the Articles of Association of the Company, resolve as follows:

§ 1

1. Mr. Jacek Kuciński
2. Mr. Leszek Koziorowski
3. Mr. Jacek Szyke

are hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. for the third term of office.

§ 2

The Resolution comes into force at the time of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
430.447.416 (24,56 %)

Total number of valid votes: 430.447.416

Votes "for": 428.479.676

Votes "against": 719.402

Abstaining votes: 1.248.338

The resolution was adopted in a secret ballot.

RESOLUTION NO 28
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

on: amendments to Articles of Association

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting on the basis of § 35 subpara. 1 point 18 of the Articles of Association of the Company, 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. § 33

- 1) the current provision shall be marked as sub-paragraph 1,
- 2) there shall be added sub-paragraph (2) with the following wording:
- 3) *“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.”*

§ 2

The Resolution comes into force at the time of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.247.387 (54,56 %)

Total number of valid votes: 956.247.387

Votes “for”: 760.304.985

Votes “against”: 195.884.152

Abstaining votes: 58.250

The resolution was adopted in an open ballot.

RESOLUTION NO 29
of the Ordinary General Meeting
of the Company TAURON Polska Energia S.A.
held on 6 May 2011

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 Code of Commercial Companies and § 35 subpara. 1 item 6 of the Company's Articles of Association, the Ordinary 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 12.000,00 (say twelve thousand zloty),
- b) Deputy Chairman of the Supervisory Board – PLN 11.000,00 (say eleven thousand zloty),
- c) Secretary of the Supervisory Board – PLN 10.000,00 (say ten thousand zloty),
- d) Member of the Supervisory Board – PLN 9.000,00 (say nine thousand zloty).

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 during 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. 6 of the Extraordinary General Meeting of 10 November 2010 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 1 June 2011.

Number of shares under which valid votes were cast (percent in the share capital of the Company):
956.212.887 (54,56 %)

Total number of valid votes: 956.212.887

Votes "for": 833.206.215

Votes "against": 25.054.783

Abstaining votes: 97.951.889

The resolution was adopted in an open ballot.