

with the Merger Plan of TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company) and Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company).

**Draft resolution of Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice on: merger of companies: Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company).**

**“Resolution No. ..../2012  
of Extraordinary general Meeting  
of TAURON Polska Energia S.A.  
with its registered office in Katowice  
of ..... 2012**

*on: merger of companies: Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company).*

Acting pursuant to Article 492 § 1 item 1), Article 506 § 1 and 4 in connection with Article 499 of Commercial Companies Code and § 35 section 1 item 16) of the Company's Articles of Association, following adoption by the Management Boards of Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice and TAURON Polska Energia S.A. with its registered office in Katowice of resolutions on merger and agreement on the Merger Plan, which took place on 17 April 2012, and having announced twice to shareholders the information on intention to merge in the manner provided for convening general meetings of the Acquiring Company and the Acquired Company, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered in the Register of Entrepreneurs of the National Court Register under No. 0000271562, maintained by the District Court Katowice-Wschód in Katowice, 8<sup>th</sup> Commercial Division of the National Court Register, resolve as follows:

**§ 1**

General Meeting of TAURON Polska Energia Spółka Akcyjna with its registered office in Katowice resolve as follows:

1. Pursuant to Article 492 § 1 item 1), Article 515 § 1 and Article 516 § 5 of Commercial Companies Code, Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice, ul. Barlickiego 2, 44-100 Gliwice, entered in the Register of Entrepreneurs under No. 0000013196, maintained by the District Court in Gliwice, 10<sup>th</sup> Commercial Division of National Court Register (Acquired Company) will be merged with TAURON Polska Energia Spółka Akcyjna with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered in the Register of Entrepreneurs of the National Court register under No. 0000271562, maintained by the District Court Katowice-Wschód in Katowice, 8<sup>th</sup> Commercial Division of the National Court Register (Acquiring Company), on terms and conditions set out in the Merger Plan which in line with Article 500 § 2<sup>1</sup> of Commercial Companies Code was published on the website of

TAURON Polska Energia S.A. www.tauron-pe.pl on ..... and published by TAURON Polska Energia S.A. in current report No. ... dated .....2012 and published in Monitor Sądowy i Gospodarczy (the Official Gazette) No. ...., item. .... dated .....2012 and which is enclosed herewith,

2. approve of the Merger Plan referred to in section 1.

## § 2

Transfer of the Acquired Company's assets to the Acquiring Company will take place on the day when the merger is entered in the Register of Entrepreneurs maintained for TAURON Polska Energia S.A. (Merger Day).

## § 3

1. General Meeting authorizes the Management Board of TAURON Polska Energia S.A., having agreed with the Management Board of the Acquired Company, to take all actions necessary for execution of this resolution.
2. General Meeting authorizes the Management Board of TAURON Polska Energia S.A. to take all actions and activities necessary for correct execution of this resolution.

## § 4

Resolution comes into force as of its adoption date.”

### **TAURON Polska Energia S.A.:**

Vice-President of the Management Board

Krzysztof Zamasz

Vice-President of the Management Board

Krzysztof Zawadzki

### **Górnośląski Zakład Elektroenergetyczny S.A.:**

President of the Management Board

Paweł Starzyk