

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 Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice 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 Górnośląski Zakład Elektroenergetyczny S.A.
with its registered office in Gliwice
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 (Acquired Company).

Acting pursuant to Article 492 § 1 item 1), Article 506 § 1 and 4 in connection with Article 499 of Commercial Companies Code and § 25 section 1 item 7) 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 Górnośląski Zakład Elektroenergetyczny Spółka Akcyjna with its registered office in Gliwice, ul. Barlickiego 2, 44-100 Gliwice, entered in the Register of Entrepreneurs of the National Court Register under No. 0000013196, maintained by the District Court in Gliwice, 10th Commercial Division of the National Court Register, resolve as follows:

§ 1

General Meeting of Górnośląski Zakład Elektroenergetyczny Spółka Akcyjna with its registered office in Gliwice 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, 10th 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, 8th 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 § 2¹ 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. ... dated2012 and published in Monitor Sądowy i Gospodarczy (the Official Gazette) No., item. dated2012 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

General Meeting approves of the current wording of the Articles of Association of TAURON Polska Energia S.A. (Acquiring Company).

§ 4

1. General Meeting authorizes the Management Board of Górnośląski Zakład Elektroenergetyczny S.A., having agreed with the Management Board of the Acquiring Company, to take all actions necessary for execution of this resolution.
2. General Meeting authorizes the Management Board of Górnośląski Zakład Elektroenergetyczny S.A. to take all actions and activities necessary for correct execution of this resolution.

§ 5

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