

with the Merger Plan of TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company) and PKE Broker Spółka z o.o. with its registered office in Katowice (Acquired Company).

Draft resolution of Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice on: merger of companies: PKE Broker Spółka z o.o. with its registered office in Katowice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company).

**“Resolution No./2013
of Extraordinary general Meeting
of TAURON Polska Energia S.A.
with its registered office in Katowice
of 2013**

on: merger of companies: PKE Broker Spółka z o.o. with its registered office in Katowice (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 reference to 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 PKE Broker Sp. z o.o. with its registered office in Katowice 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 25 June 2013, 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, 8th 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, PKE Broker Sp. z o.o. with its registered office in Katowice, ul. Lwowska 23, 40-389 Katowice, entered in the Register of Entrepreneurs under No. 0000288955, maintained by the District Court Katowice-Wschód in Katowice, 8th Commercial Division of the 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. ...

- dated2013 and published in Monitor Sądowy i Gospodarczy (the Official Gazette) No., item. dated2013 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."