

RESOLUTION NO. 323/III/2012
of the Management Board of TAURON Polska Energia S.A.
of 9 October 2012

on: motion to the General Meeting of TAURON Polska Energia S.A. to amend the By-laws of the General Meeting of TAURON Polska Energia S.A. and motion to the Supervisory Board to evaluate it.

Acting pursuant to § 14 section 2 item 15) of the Articles of Association of TAURON Polska Energia S.A. and § 17 section 1 item 11) of the By-laws of the Management Board of TAURON Polska Energia S.A., the Management Board resolve as follows:

§ 1

In order to adjust the provisions of the By-laws of the General Meeting of TAURON Polska Energia S.A. to the requirements defined in amended Best Practices of WSE Listed Companies which are enclosed with Resolution No. 20/1287/2011 of the Council of the WSE of 19 October 2011 concerning Shareholders' participation in General Meeting using electronic means of communication, the Management Board presents a motion to the General Meeting of TAURON Polska Energia S.A. to:

- 1) adopt amendments to the By-laws of the General Meeting of TAURON Polska Energia S.A. specified in enclosure No. 1 herewith, subject to provisions of § 2,
- 2) define and adopt uniform text of the By-laws of the General Meeting of TAURON Polska Energia S.A., including the amendments referred to in item 1), whose draft is presented in enclosure No. 2 herewith.

§ 2

Acting pursuant to § 36 section 1 of the Company's Articles of Association, the Management Board presents a motion to the Supervisory Board of TAURON Polska Energia S.A. to evaluate the motion addressed to the General Meeting of TAURON Polska Energia S.A. to amend the By-laws of the General Meeting of TAURON Polska Energia S.A. referred to in § 1 as well as define and adopt uniform text of the By-laws.

§ 3

Execution of this resolution is hereby assigned to the Director of Corporate Bodies Department.

§ 4

Execution of this resolution will be supervised by the President of the Management Board, Dariusz Lubera.

§ 5

The resolution comes into force as of its adoption date.

The resolution was adopted in an open ballot with 4 votes for.

Signatures of Members of the Management Board attending the meeting:

President of the Management Board

Dariusz Lubera

Vice-President of the Management Board

Joanna Schmid

Vice-President of the Management Board

Dariusz Stolarczyk

Vice-President of the Management Board

Krzysztof Zawadzki