

Enclosure No. 3

with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene Ordinary General Meeting of the Company

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
z dnia ..... 2013 r.**

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

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 section 1 of the By-laws of the General Meeting, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr./ Mrs. [•] is hereby appointed as the Chairman of the Ordinary General Meeting of the Company.

§ 2

The Resolution comes into force as of its adoption date.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: adoption of the agenda of the Ordinary General Meeting

The Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves 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 Ordinary General Meeting.
3. Determination as to whether the Ordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Ordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Ordinary General Meeting.
6. Appointment of the Returning Committee of the Ordinary General Meeting.
7. Examination of consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012.
8. Examination of the Report of the Management Board of TAURON Polska Energia on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012.
9. Examination of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012.
10. Examination of the Report of the Management Board of TAURON Polska Energia S.A. for the financial year 2012.
11. Examination of the motion of the Management Board concerning distribution of profit for 2012 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.
12. Presentation of the report on the Supervisory Board's activities in the financial year 2012, including brief evaluation of the Company's standing with regard to internal control system and major risk management system and together with the report on activities of the Supervisory Board's Committees.
13. Presentation of the Supervisory Board's reports:
  - 1) on evaluation of consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2012 and the Report of the Management Board on operations of TAURON Polska Energia S.A. for the financial year 2012,

- 2) on evaluation of the financial statements of the Company for the financial year ended 31 December 2012, Report of the Management Board on the operations of the Company for the financial year 2012 and the motion of the Management Board concerning distribution of profit for the financial year 2012.
14. Adoption of resolutions:
    - 1) on approval of the consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012,
    - 2) on approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012,
    - 3) on approval of the financial statements of TAURPN Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012,
    - 4) on approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2012,
    - 5) on distribution of profit for the financial year 2012 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.
  15. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Company's Management Board who served in the fiscal year 2012.
  16. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Supervisory Board who served in 2012.
  17. Adoption of a resolution to amend the Company's Articles of Association.
  18. Adoption of a resolution to amend the By-laws of the General Meeting of TAURON Polska Energia S.A.
  19. Closure of the Ordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: waiving the secrecy of the vote on the committees appointed by the Ordinary General Meeting.

Acting pursuant to Article 420 § 3 of the Commercial Companies Code and § 15 section 9 of the By-laws of the General Meeting, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The secrecy of the vote on the committees appointed by the Ordinary General Meeting is waived.

§ 2

The Resolution comes into force as of its adoption date.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

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

Acting pursuant to § 15 section 1 of the By-laws of the General Meeting, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The Returning Committee is appointed, composed of:

1. [•]
2. [•]
3. [•]

§ 2

The Resolution comes into force as of its adoption date.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: approval of consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012

Acting pursuant to Article 63 c section 4 of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified statements, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012, which consists of:

- 1) Consolidated statement of comprehensive income showing comprehensive income after tax in the amount of PLN 1,207,705 thousand,
- 2) Consolidated statement of financial position, which shows assets and liabilities in the amount of PLN 31.273.677 thousand,
- 3) Consolidated statement of changes in equity showing equity increase of PLN 641,015 thousand,
- 4) Consolidated statement of cash flows showing net cash flow increase of PLN 385,838 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 55 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2009, No. 152, item 1223) the Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2012 prepared in accordance

with International Financial Reporting Standards have been approved by the Company's Management Board by resolution No. 86/III/2013 of 12 March 2013.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 7/III/2013 of 13 March 2013 positively evaluated the said statements as to their conformity with the ledgers and documents as well as actual state of affairs and submitted them for examination and approval by the Ordinary General Meeting.

The above mentioned consolidated financial statements of the Capital Group are subject to examination and approval by the General Meeting of the Company pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63 c section 4 of the Accounting Act.

**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012

Acting pursuant to Article 63 c section 4 in connection with Article 55 section 2 of the Accounting Act of 29 September 1994, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified report, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012 covering the period from 1 January 2012 to 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 55 section 2 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012 has been approved by the Company's Management Board by resolution No. 87/III/2013 of 12 March 2013.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 8/III/2013 of 13 March 2013 positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The above mentioned report on the operations of TAURON Polska Energia S.A. Capital Group is subject to examination and approval by the General Meeting of the Company pursuant to Article 63 c section 4 in connection with Article 55 section 2 of the Accounting Act of 29 September 1994.



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**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: approval of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012

Acting pursuant to Article 53 section 1 of the Accounting Act of 29 September 1994 and Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code and § 35 section 1 item 1) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified statements, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012, which consists of:

- 1) statement of comprehensive income showing comprehensive income after tax in the amount of PLN 1,245,219 thousand,
- 2) statement of financial position, which shows assets and liabilities in the amount of PLN 25,758,069 thousand,
- 3) statement of changes in equity showing equity increase of PLN 700,810 thousand,
- 4) statement of cash flows showing net cash flow decrease of PLN 278,472 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 52 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012 have been approved by the Company's Management Board by resolution No. 88/III/2013 of 12 March 2013.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 10/III/2013 of 13 March 2013 positively evaluated the said statements as to their conformity with the ledgers and documents as well as actual state of affairs and submitted them for examination and approval by the Ordinary General Meeting.

The above mentioned financial statements are subject to examination and approval by the General Meeting of the Company pursuant to Article 393 item 1) of the Commercial Companies Code and Article 53 section 1 of the Accounting Act

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**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2013

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code and § 35 section 1 item 1) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified report, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2012 covering the period from 1 January 2012 to 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 49 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2012 has been approved by the Company's Management Board by resolution No. 89/III/2013 of 12 March 2013.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 11/III/2013 of 13 March 2013 positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The above mentioned report on the operations of TAURON Polska Energia S.A. is subject to examination and approval by the General Meeting of the Company pursuant to Article 393 item 1) of the Commercial Companies Code.

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**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: distribution of profit for 2012 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day

Acting pursuant to Article 395 § 2 item 2) and Article 348 § 3 of the Commercial Companies Code and § 35 section 1 item 3) and § 40 section 4 of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The Ordinary General Meeting decides to allocate the net profit for the financial year 2012 in the amount of PLN 1,435,187,647.37 (say one billion four hundred thirty five million one hundred eighty seven thousand six hundred forty seven and 37/100) as follows:

- 1) the amount of PLN 262,882,409.10 (say two hundred sixty two million eight hundred eighty two thousand four hundred nine and 10/100) should be allocated for payment of dividend to shareholders, which means that the dividend per share is PLN 0.15 (say fifteen grosz),
- 2) the amount of PLN 1,172,305,238.27 (say one billion one hundred seventy two million three hundred five thousand two hundred thirty eight and 27/100) should be added to reserve capital.

§ 2

The Ordinary General Meeting resolves as follows:

- 1) determine the dividend record day for 3 June 2013,
- 2) determine the dividend payment day for 18 June 2013.

§ 3

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to item 5.2 of the IPO Prospectus of TAURON Polska Energia S.A. approved by the Polish Financial Supervision Authority on 27 May 2010 (Prospectus) reading: "in reference to years ending 31 December 2010, 31 December 2011 and 31 December 2012 the Management Board intends to recommend to the General Meeting payment of dividend of no less than 30% of consolidated net profit attributable to

shareholders of the Company as the holding unit, however the final amount of the recommended dividend should include the needs connected with development of the Company and the TAURON Group, in particular related to execution of the adopted investment program as well as adequate level of financial liquidity of the Company and the TAURON Group. The actual amount of paid dividend may be lower or higher than 30% of consolidated net profit”.

The Management Board of the Company intends to maintain average annual dividend at 30% of consolidated net profit attributable to shareholders of the Company as the holder and therefore recommends to the General Meeting payment of dividend in the amount of PLN 262,882,409.10, i.e. PLN 0.15 per share.

Considering the fact that 30% of TAURON Group’s consolidated net profit attributable to shareholders of the Company as the holder for the year 2012 amounts to PLN 440,040 thousand and payment of dividend for the year 2011 exceeded the 30% level declared in the IPO Prospectus and recommended by the Management Board by approx. PLN 175,255 thousand, the Company proposes to set the level of dividend for 2012 so that its total amount for the years 2010-2012 is approx. 30% of total consolidated net profits attributable to shareholders of the Company as the holder for the years 2010-2012 and recommends payment of dividend in the amount indicated above (rounded up to full grosz per share).

At the same time, the Management Board proposes that the remaining amount, i.e. PLN 1,172,305,238.27 be added to Company’s reserve capital to finance the investment program of the TAURON Group.

In the TAURON Group there is centralized financing model, in which the company TAURON Polska Energia S.A. is responsible for acquiring funds for subsidiaries from the Group. The funds acquired both, internally (from subsidiaries that generate operating surpluses and net profits) and externally (from the financial market) are then transferred to TAURON Group companies that require funding (mainly to finance capex program). Such form of funds acquisition enables to lower the cost of capital, reduces the number and forms of collateral established on the TAURON Group’s assets (at present TAURON Polska Energia S.A. obtains uncollateralized funding) and covenants required by financial institutions. Implementation of development strategy assumes acting towards efficiency improvement of the Group’s companies and securing dynamic investments in new generation capacities as well as maintenance and development of distribution grid. The portion of net profit generated this way and retained at the Company will be used, through centralized funding system, for execution of projects defined in the Corporate Strategy. In the coming years, a significant increase of capex is planned in the TAURON Group. Due to insufficient amount of own resources, these capital expenditures will require further debt increase and will have a significant impact on the increase of net debt/ EBITDA ratio, which in line with funding agreements (and, indirectly, expectations of rating agencies) should not exceed certain level and in the end may determine the necessity to partially suspend planned investments. Funds remaining with the Company will be used to lower the debt ratio and meet the financial covenants imposed by banks as well as enable to execute planned investments. Another argument for partial allocation of net profit to reserve capital and resulting increase of equity is the possibility to increase the amount of funds that might be acquired from European Investment Bank (EIB) on preferential terms. Pursuant to

information received from EIB, preferential funding for TAURON may reach up to 15% of equity. It means that potential additional funds with preferential interest rate will amount to approx. PLN 176m if part of the profit is allocated to reserve capital.

Payment of dividend in the recommended amount will not have negative impact on the Company's liquidity in the period subject to the forecast.

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**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the President of the Management Board, Dariusz Lubera

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Dariusz Lubera is released from fulfillment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 13/III/2013 of 13 March 2013 in which it applied to the Ordinary General Meeting for release from fulfillment of duties performed by President of the Management Board, Dariusz Lubera between 1 January 2012 and 31 December 2012.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Joanna Schmid

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mrs. Joanna Schmid is released from fulfillment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 14/III/2013 of 13 March 2013 in which it applied to the Ordinary General Meeting for release from fulfillment of duties performed by Vice-President of the Management Board, Joanna Schmid between 1 January 2012 and 31 December 2012.



**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Dariusz Stolarczyk

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Dariusz Stolarczyk is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 15/III/2013 of 13 March 2013 in which it applied to the Ordinary General Meeting for release from fulfillment of duties performed by Vice-President of the Management Board, Dariusz Stolarczyk between 1 January 2012 and 31 December 2012.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Krzysztof Zawadzki

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Krzysztof Zawadzki is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 16/III/2013 of 13 March 2013 in which it applied to the Ordinary General Meeting for release from fulfillment of duties performed by Vice-President of the Management Board, Krzysztof Zawadzki between 1 January 2012 and 31 December 2012.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Krzysztof Zamasz

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Krzysztof Zamasz is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 17/III/2013 of 13 March 2013 in which it applied to the Ordinary General Meeting for release from fulfillment of duties performed by Vice-President of the Management Board, Krzysztof Zamasz between 1 January 2012 and 31 December 2012.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Antoni Tajduś is released from fulfillment of his duties as the Chairman of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

In 2012 the Supervisory Board of TAURON Polska Energia S.A. executed tasks in accordance with the generally applicable rules of law, including Commercial Companies Code as well as the Company's Articles of Association and Best Practices of WSE Listed Companies.

The Supervisory Board of TAURON Polska Energia S.A. by resolution No. 12/III/2013 of 13 March 2013 adopted the report on the activity of the Supervisory Board in the financial year 2012 including, among others:

- 1) brief evaluation of the Company's standing, including internal control system and major risk management system in the Company,
- 2) statement of activities of the Supervisory Board's Committees in the financial year 2012,

and submitted a motion to the Ordinary General Meeting to release the members of the Supervisory Board from fulfillment of their duties performed in the financial year 2012.

**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Deputy Chairman of the Supervisory Board, Rafał Wardziński

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Rafał Wardziński is released from fulfillment of her duties as a member of the Supervisory Board of TAURON Polska Energia S.A. performed between 11 January 2012 and 31 December 2012, including his duties as Deputy Chairman of the Supervisory Board of TAURON Polska Energia S.A. performed between 2 February 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2012 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Secretary of the Supervisory Board, Leszek Koziowski

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Leszek Koziowski is released from fulfillment of his duties as the Secretary of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2012 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Member of the Supervisory Board, Jacek Kuciński

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jacek Kuciński is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2012 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.



**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Member of the Supervisory Board, Marcin Majeranowski

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Marcin Majeranowski is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 12 December 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2012 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Member of the Supervisory Board, Jacek Szyke

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

**§ 1**

Mr. Jacek Szyke is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

**§ 2**

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2012 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Member of the Supervisory Board, Marek Ściążko

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Marek Ściążko is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2012 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Member of the Supervisory Board, Agnieszka Trzaskalska

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mrs. Agnieszka Trzaskalska is released from fulfillment of her duties as a member of the Supervisory Board of TAURON Polska Energia S.A. performer between 1 January 2012 and 31 December 2012, including her duties as the Deputy Chairman of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 2 February 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2012 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Member of the Supervisory Board, Włodzimierz Luty

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Włodzimierz Luty is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 12 December 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2012 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Member of the Supervisory Board, Michał Michalewski

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 2) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Michał Michalewski is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 11 January 2012.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2012 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: amendments to the Company's Articles of Association.

Acting pursuant to Article 430 § 1 in reference to Article 406 (5) § 1 of the Commercial Companies Code, and on the basis of § 35 section 1 item 18) of the Company's Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments are introduced to the Company's Articles of Association:

**In § 30 section 3, section 4, section 5 and section 6 are added with wording as follows:**

*3. Shareholders may participate in the General Meeting using electronic means of communication.*

*4. Shareholders' participation in the General Meeting using electronic means of communication includes in particular:*

- 1) on-line live transmission of the General Meeting or*
- 2) two-way live communication, where Shareholders may speak during the General Meeting while being at a different location than the venue of the General Meeting or*
- 3) exercising in person or via a proxy the right to vote before or during the General Meeting.*

*5. Decision about the possibility, forms and terms of Shareholders' participation in General Meeting using electronic means of communication is taken by the Management Board in the form of a resolution.*

*6. Information about the possibilities, forms and terms of Shareholders' participation in General Meeting using electronic means of communication is published in the announcement convening the General Meeting.*

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The proposed amendments to the Company's Articles of Association is in line with requirement specified in Article 406(5) § 1 of the Commercial Companies Code, which allows

participation in a general meeting using electronic means of communication and meets the requirements specified in Best Practices of WSE Listed Companies.

Implementation of the abovementioned principle requires amendment to the Company's Articles of Association.



**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2013**

on: amendments to the By-laws of the General Meeting of TAURON Polska Energia S.A

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

§ 1

The following amendments are introduced to the By-laws of the General Meeting of TAURON Polska Energia S.A.:

- 1. In the existing § 13 section 3 items from 8) to 11) are now marked from 9) to 12) respectively.**
- 2. In the existing § 13 section 3 item 8) is added with the following wording:**  
*"8) announce the end of particular voting,"*
- 3. The existing § 14 section 1 is amended as follows:**  
*"1. Immediately upon his/her appointment, the Chairman shall order to draw up the attendance list including the list of all Shareholders participating in the General Meeting, including the number of shares held by each Shareholder and the number of votes attributable thereto as well as indication, which Shareholders or their representatives participate in the General Meeting using electronic means of communication."*
- 4. In the existing § 20 section 5 is added with the following wording:**  
*"5. If Shareholders participate in the General Meeting via electronic means of communication, upon announcement of the voting the Chairman shall define time frame in which the votes may be cast."*
- 5. The existing §§ from 11 to 28 are now marked §§ from 12 to 29 respectively.**
- 6. § 11 is added with the following wording:**
  - "1. Shareholders may participate in the General Meeting using electronic means of communication.*
  - 2. Shareholders' participation in the General Meeting using electronic means of communication includes in particular:*
    - 1) on-line live transmission of the General Meeting or*
    - 2) two-way live communication, where Shareholders may speak during the General Meeting while being at a different location than the venue of the General Meeting*  
*or*

- 3) *exercising in person or via a proxy the right to vote before or during the General Meeting.*
3. *Decision about the possibility, forms and terms of Shareholders' participation in General Meeting using electronic means of communication is taken by the Management Board in the form of a resolution.*
4. *Information about the possibilities, forms and terms of Shareholders' participation in General Meeting using electronic means of communication is published in the announcement convening the General Meeting.*
5. *The announcement convening the General Meeting allowing for participation of Shareholders using electronic means of communication should include information regarding:*
  - 1) *the possibility and form of participation in the General Meeting using electronic means of communication,*
  - 2) *the method of taking the floor during the General Meeting using electronic means of communication,*
  - 3) *the method of exercising the right to vote using electronic means of communication,*
  - 4) *the requirements concerning identification of Shareholders and meeting security requirements for electronic communication,*
  - 5) *the method and form of informing the Company about planned participation in the General Meeting.*
6. *Shareholder who intends to participate in the General Meeting in a manner referred to in section 1 is obliged to meet the requirements defined in the announcement convening the General Meeting, in particular the requirements concerning connection parameters, operating system and software.*
7. *The Company shall not be held liable for Shareholder's inability to participate in the General Meeting using electronic means of communications, including inability to exercise the right to vote and resulting damages if such inability is a consequence of circumstances not attributable to the Company, in particular such as: failure to connect with internet page through which the right to vote is exercised and log in on that page, disconnection with the room where the General Meeting is held, computer system breakdown, force majeure.*
8. *The Company shall not be held liable for exercising the right to vote by an unauthorized person if, due to reasons not attributable to the Company, a third party obtained passwords and log ins or other data issued by the Company necessary to register in the system that enables Shareholders' participation in the General Meeting using electronic means of communication.*
9. *The Company shall not be held liable for failure to exercise the right to vote and resulting damages if a Shareholder or their representative participating in the General Meeting using electronic means of communication failed to comply with the instructions generated by the computer system and instructions referring to its operation.*
10. *The Company may outsource execution of all the tasks related to registration of Shareholders in the system enabling participation in the General Meeting using electronic means of communication as well as operation of the system during the General Meeting to a professional company offering such services."*

A uniform text of the By-laws of the General Meeting of TAURON Polska Energia S.A. is defined and adopted, including amendments specified in §1 hereof.

### § 3

The Resolution comes into force as of its adoption date and shall be binding as of the date of registration of amendments to the Company's Articles of Association adopted by resolution No. .... of the Ordinary General Meeting of TAURON Polska Energia S.A. of 16 May 2013 in the National Court Register.

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#### *Rationale:*

In the case of adoption of amendments to the Company's Articles of Association in line with Article 406(5) of Commercial Companies Code, which would allow participation in the general meeting using electronic means of communication it is necessary to introduce relevant amendments to the By-laws of the General Meeting of TAURON Polska Energia S.A.

The proposed amendment to the By-laws of the General Meeting provides additional information and details to the amendments to the Company's Articles of Association, by specifying the terms for participation in the General Meeting using electronic means of communication.