

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2014**

on: the appointment of the Chairperson of the Extraordinary 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 Extraordinary 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 Chairperson of the Extraordinary General Meeting of the Company.

§ 2

The Resolution comes into force as of its adoption date.

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2014**

on: adoption of the agenda of the Extraordinary General Meeting

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

§ 1

The Extraordinary General Meeting adopts the following agenda of the meeting:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Determination as to whether the Extraordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.
6. Appointment of the Returning Committee of the Extraordinary General Meeting.
7. Adoption of a resolution on determining the number of members of the Company's Supervisory Board.
8. Supplementary elections of new members to the Company's Supervisory Board.
9. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2014**

on: waiving the secrecy of the vote on the committees appointed by the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting is waived.

§ 2

The Resolution comes into force as of its adoption date.

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2014**

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

Acting pursuant to § 15 section 1 of the By-laws of the General Meeting, the Extraordinary 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 Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2014**

on: determining the number of members of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, § 22 section 1 of the Company's Articles of Association and § 24 sections 1 and 5 of the By-laws of the General Meeting of TAURON Polska Energia S.A., the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

It is agreed that the Supervisory Board of TAURON Polska Energia S.A. will be composed of (say:) members of the Supervisory Board.

§ 2

The existing resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. No. 22 dated 15 May 2014 becomes null and void.

§ 3

The Resolution comes into force as of its adoption date.

Rationale:

Pursuant to § 24 section 5 of the By-laws of the General Meeting of TAURON Polska Energia S.A. the number of members of the Supervisory Board is determined prior to elections to the Supervisory Board.

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2014**

on: appointment of new member of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, § 22 section 1 of the Company's Articles of Association, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr./ Mrs. is hereby appointed to / dismissed from the Supervisory Board of TAURON Polska Energia S.A. of the fourth term.

§ 2

The Resolution comes into force as of its adoption date.

Rationale:

On 29 July 2014 the Company's Management Board received by means of electronic communication from KGHM Polska Miedź S.A. (KGHM) – a shareholder representing 10.39% of the Company's share capital – a request to convene, as a matter of urgency, the Company's Extraordinary General Meeting pursuant to the Company's Articles of Association and the By-laws of the Company's General Meeting, and include an item in the agenda concerning supplementary elections of new members to the Company's Supervisory Board. In the rationale KGHM stressed that extending the current composition of the Supervisory Board will enable wider representation of shareholders in the Supervisory Board and have a positive impact on implementation of its duties defined in the Articles of Association.