

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF TAURON POLSKA ENERGIA  
S.A. WITH ITS REGISTERED OFFICE IN KATOWICE OF CONVENING AN  
EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

The Management Board of TAURON Polska Energia S.A. with its registered office in Katowice, at ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered in the Register of Business Entities of the National Court Register maintained by the District Court Katowice-Wchód in Katowice, VIII Commercial Division of the National Court Register, under KRS No.: 0000271562, NIP: 9542583988, share capital (paid up in full): PLN 8,762,746,97 ("**Company**"), acting pursuant to Article 399 §1 and Article 4021 of the Commercial Companies Code ("**CCC**") and §30 section 1 of the Company's Articles of Association, hereby convenes an Extraordinary General Meeting of the Company and, pursuant to Article 4022 of the Commercial Companies Code, presents the following information:

**1. The date, time and venue of the General Meeting and the detailed agenda.**

The Extraordinary General Meeting of TAURON Polska Energia S.A. is convened for **9 November 2015 at 11:00 a.m., at Hotel Angelo in Katowice at ul. Sokolska 24 (conference room, first floor)**. The registration of the shareholders with the right to participate in the General Meeting will be held on the date of the Extraordinary General Meeting **from 10:00 a.m.**

The agenda of the Extraordinary General Meeting of the Company:

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 to increase the share capital of the Company by way of the issuance of non-voting preferred series C shares, the exclusion of all the existing shareholder's pre-emptive rights to all of the series C shares, and the amendment of the Company's Articles of Association.
8. Adoption of a resolution on determining the number of members of the Company's Supervisory Board.
9. Appointment of a new member of the Company's Supervisory Board.
10. Closing of the Extraordinary General Meeting.

## **2. Description of procedures pertaining to the participation in the General Meeting and exercising the right to vote.**

### **a) A shareholder's right to demand the inclusion of specific items on the agenda of the General Meeting.**

Shareholder(s) representing a minimum of one-twentieth of the share capital may demand the inclusion of specific items on the agenda of the General Meeting. The demand, accompanied by a statement of the reasons or a draft resolution pertaining to the proposed agenda item, will be submitted to the Management Board not later than twenty-one days prior to the prescribed date of the General Meeting, i.e. by **19 October 2015**. The demand may be submitted in electronic format at [walnezgromadzenie@tauron-pe.pl](mailto:walnezgromadzenie@tauron-pe.pl), or in writing to: Zarząd TAURON Polska Energia S.A., ul. ks. Piotra Ściegiennego 3, 40-114 Katowice.

Shareholder(s) will attach to the aforementioned demand copies of the registered certificates of the ownership of the shares deposited in a securities account, issued by the entities managing the securities accounts of the said Shareholders, acknowledging the right to submit a demand for the inclusion of specific items on the agenda of the General Meeting and the identity of the person(s) submitting the demand.

The Management Board of TAURON Polska Energia S.A. will immediately, and not later than eighteen days prior to the date of the General Meeting, i.e. by **22 October 2015**, announce changes to the agenda made upon the Shareholders' request by means of including them on the Company's website under the [Investor Relations / General Meeting](#) tab and in compliance with the regulations on public offering and the conditions governing the introduction of financial instruments to organised trading, and on public companies.

### **b) A shareholder's right to submit draft resolutions pertaining to the items included on the agenda of the General Meeting or items to be included on the agenda prior to the date of the General Meeting.**

Shareholder(s) representing a minimum of one-twentieth of the share capital may, prior to the date of the General Meeting, file draft resolutions pertaining to the items included on the agenda of the General Meeting or items to be included in it. The demand may be submitted in electronic format at: [walnezgromadzenie@tauron-pe.pl](mailto:walnezgromadzenie@tauron-pe.pl), or in writing to: Zarząd TAURON Polska Energia S.A., 40-114 Katowice, ul. ks. Piotra Ściegiennego 3. The Company will immediately announce the draft resolutions on the Company's website under the [Investor Relations / General Meeting](#) tab.

Shareholder(s) filing draft resolutions will attach copies of the registered certificates of the ownership of the shares deposited on the securities account, issued by the entities managing the securities accounts of the said Shareholders, acknowledging the right to submit the demand and the identity of the person(s) filing the draft resolution.

### **c) A shareholder's right to submit draft resolutions pertaining to the items included on the agenda during the General Meeting.**

Each Shareholder may, during the General Meeting, submit draft resolutions pertaining to the items included on the agenda. The drafts will be presented in Polish.

**d) Information on the manner of exercising the right of vote by a proxy, including, in particular, forms to be used by proxies when voting, and the manner of notifying the Company by electronic means of the appointment of a proxy.**

Shareholders may participate in the General Meeting and exercise their right to vote in person or through a proxy. Individuals jointly entitled under the securities may participate in the General Meeting and exercise their right of vote solely through their joint proxy.

Proxies of Shareholders being corporate bodies or business units without legal status, granted legal capacity under the Act, will provide the Company with valid extracts from the relevant registers, stating the persons authorised to represent the Shareholders. Should there have occurred a change of the persons authorised to represent a specific Shareholder and the change is yet to be disclosed in a relevant register, the proxies of the Shareholder will also provide the relevant resolutions or statements of will from the authorities or entities authorised to appoint and dismiss the persons representing the Shareholder, acknowledging such change. Should the Shareholder not be subject to the obligation to be registered in the register, their proxies will provide another document acknowledging the existence of the principal. A statutory proxy and the so-called proxies appointed publicly (bankruptcy trustee, court supervisor, executor of a will, administrator *durante absentia*) will produce the documents evidencing their authorisation to act on behalf of the Shareholder.

Authorisation to participate in the General Meeting and exercise the right of vote will be granted in a written form or in electronic format. A Shareholder may revoke its statement with respect to the appointment of a proxy in the manner set out in the preceding sentence. Granting authorisation in electronic form does not need to be evidenced by an electronic signature verified by a valid certificate.

A proxy will exercise all the Shareholder's rights during the General Meeting, unless stipulated otherwise in a power of attorney. Should a member of the Supervisory Board or of the Management Board of TAURON Polska Energia S.A., an employee of the Company, a member of the authorities of or an employee of a subsidiary company of TAURON Polska Energia S.A. be the Shareholder's proxy during the General Meeting, the power of attorney may authorise the representation of the Shareholder only during one General Meeting. The proxy referred to in the preceding sentence will vote in accordance with the instructions given by the Shareholder. The foregoing provisions will be applied accordingly if the Shareholder's proxy is another Shareholder and the agenda of the General Meeting includes the adoption of a resolution with respect to the proxy's liability towards the Company, inclusive of granting them a vote of acceptance confirming the performance of their duties, releasing them from liability towards the Company, or a dispute between them and the Company.

If a proxy is a member of the Management Board, an employee of the Company, a member of the authorities of or an employee of a subsidiary of the Company as well as if a Shareholder represents another Shareholder and the agenda of the General Meeting includes the adoption of a resolution with respect to the proxy's liability towards the Company, inclusive of granting them a vote of acceptance confirming the performance of their duties, releasing them from liability towards the Company, or a dispute between them and the Company, they will disclose to the Shareholder any circumstances indicating the existence or possibility of a possible or actual conflict of interests. It is recommended that the authorisation granted by the Shareholder to a member of the Management Board or an employee of the Company other than a member of the Management Board, as well as authorisation granted to a member of the authorities of or an employee of a subsidiary

company of the Company contain the proxy's explicit statement indicating the aforementioned fact.

A proxy may grant further powers of attorney if so provided for in the content of the power of attorney, provided that if the Shareholder's proxy is a member of the Supervisory Board or of the Management Board of the Company, an employee of the Company or a member of the authorities of or an employee of a subsidiary of the Company, or another Shareholder, and the agenda of the General Meeting includes the adoption of a resolution with respect to the proxy's liability towards the Company, inclusive of granting them a vote of acceptance confirming the performance of their duties, releasing them from liability towards the Company, or a dispute between them and the Company, the granting of a substitute power of attorney will be excluded. Substitute proxies will provide the Company with all documents indicating their authorisation, including the authorisation granted by the Shareholder to the proxy who has appointed a substitute proxy, and the documents provided for in § 8 (3) of the By-laws of the General Meeting of TAURON Polska Energia S.A. if the authorisation has been granted by a Shareholder being a corporate entity or a business unit without legal status, granted legal capacity under the Act. The above mentioned By-laws of the General Meeting of TAURON Polska Energia S.A. are available on the Company's website under the [Investor Relations / Our Company/Corporate Documents](#) tab.

A proxy may represent more than one Shareholder and vote differently on behalf of each Shareholder.

A Shareholder holding shares in more than one securities account may appoint separate proxies to exercise his rights attaching to the shares held in each such account.

As of the publication date of this announcement on the Company's website under the [Investor Relations / General Meeting](#) tab, the Company will make available a form containing a sample power of attorney and forms to be used by the proxy when voting. The Shareholder will notify TAURON Polska Energia S.A. of granting authorisation in electronic format at: [walnezgromadzenie@tauron-pe.pl](mailto:walnezgromadzenie@tauron-pe.pl). Together with the notification of the granting of authorisation in electronic format, the Shareholder will send a scan of a power of attorney, scans of identity documents, passports or other documents enabling the identification of the Shareholder as the principal and of the appointed proxy as well as the email address via which the Company can communicate with the Shareholder and its proxy. In the event that the authorisation is granted by a corporate entity or a business unit, the Shareholder as the principal will in addition send scans of the relevant documents provided for in § 8 section 3 of the By-laws of the General Meeting of TAURON Polska Energia S.A. Should the proxy be a corporate entity or a business unit, the Shareholder, as the principal, will in addition send scanned extracts from the register in which the proxy has been registered. In the event that any document produced as evidence of granting a power of attorney has been made in a language other than Polish, it will be accompanied by its sworn Polish translation. The Company may undertake reasonable measures aimed at identifying the Shareholder and the proxy. Verification may, in particular, involve inquiry by telephone or by email, to be answered by the Shareholder and the proxy, aimed at ascertaining the fact of granting a power of attorney.

Rules pertaining to the notification of a power of attorney and the identification of the proxy and of the principal will be applied accordingly to the notification to the Company regarding the revocation of the granted power of attorney. The notification of the granting and revoking of the power of attorney without complying with the aforementioned requirements will not result in any legal consequences for the Company.

The selection of the manner of appointing a proxy will rest with the Shareholder, and the Company will not be held liable for any errors in completing the power of attorney form or for any actions of the persons exercising the powers of attorney. The submission of the aforementioned documents by electronic mail will not release the proxy from the obligation to produce the documents identifying them when signing the attendance list. In the event of the failure to produce them, the Shareholder's proxy may not be permitted to participate in the General Meeting.

In the event of providing the proxy with instructions as to the exercise of the right to vote, the Company will not verify whether the proxy exercises the right of vote in accordance with the instructions which they have received from the principal.

The notification regarding the granting or revoking of the power of attorney in electronic format will be sent to TAURON Polska Energia S.A. **by 2.00 p.m.** on the business day immediately preceding the date of the General Meeting.

**e) Participation in the General Meeting by means of electronic communication.**

Due to the fact that the Articles of Association of the Company do not permit participation in the General Meeting by means of electronic communication, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of participation will not be possible.

**f) Expressing opinions during the General Meeting by means of electronic communication.**

The Management Board of TAURON Polska Energia S.A. does not allow for expressing opinions during the General Meeting by means of electronic communication.

**g) Exercising the right to vote by means of correspondence or by means of electronic communication.**

Due to the fact that the Articles of Association of the Company do not permit the exercise of the right to vote by means of electronic communication, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of voting will not be possible.

Due to the fact that the By-laws of the General Meeting of TAURON Polska Energia do not permit the exercise of the right to vote by means of correspondence, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of voting will not be possible.

**3. The record date for the participation in the General Meeting.**

The record date is **24 October 2015**, i.e. sixteen days prior to the date of the General Meeting.

The record date for the participation in the General Meeting is the same for the holders of bearer and registered shares.

**4. Information on the right to participate in the General Meeting.**

The right to participate in a General Meeting of the Company will solely be vested with the persons being the Shareholders on the date of the registration of participation in the General Meeting indicated in item 3. In order to participate in the proceedings of the General Meeting:

- 1) the Shareholders of dematerialized bearer shares to which a right to vote has been granted will provide the entity managing their securities account with a demand to be issued a registered certificate of the right to participate in the General Meeting. The demand will be filed not earlier than following the announcement of the convocation of a General Meeting and not later than on the first business day following the date of registration of participation in the General Meeting.
- 2) The Shareholders of registered shares to which a right to vote has been granted are entitled to participate in a General Meeting, if they are registered in the Company's Share Register on the date of the registration of the General Meeting.

The list of Shareholders entitled to participate in the General Meeting will be made available for inspection at the office of the Company in Katowice, at ul. ks. Piotra Ściegiennego 3, three calendar days prior to holding of the General Meeting, **between 9.00 a.m. and 3.00 p.m. in Room No. 911/912**. A Shareholder may demand being sent a list of the Shareholders free of charge by electronic mail, stating the address to which the list should be sent. The demand may be submitted in electronic format at: [walnezgromadzenie@tauron-pe.pl](mailto:walnezgromadzenie@tauron-pe.pl).

#### **5. Access to documentation related to the General Meeting.**

Documentation to be presented to the General Meeting, including draft resolutions, has been made available on the Company's website under the [Investor Relations / General Meeting](#) tab, as of the date of the convocation of the General Meeting. In the event that the adoption of resolutions has not been planned, comments of the Management Board or the Supervisory Board of TAURON Polska Energia pertaining to the items included on the agenda of the General Meeting or items to be included on the agenda prior to the date on which it is to be held will be made available on the Company's website immediately after their preparation.

A Shareholder may demand a copy of the motions regarding the matters on the agenda one week before the General Meeting. Copies of the Management Board's report on the activities of the Company and the financial statements, including a copy of the report of the Supervisory Board and the auditor's opinion are issued to the Shareholders on request, not later than fifteen days prior to the date of the General Meeting, at the Company offices in Katowice, at ul. ks. Piotra Ściegiennego 3.

#### **6. The website where information pertaining to the General Meeting is available.**

The information pertaining to the General Meeting is available at [www.tauron-pe.pl](http://www.tauron-pe.pl) under the [Investor Relations / General Meeting](#) tab.

**Enclosures:**

1. Proposed amendments to the Articles of Association of TAURON Polska Energia S.A. (Enclosure No. 1),
2. Information about the general number of shares and votes attaching to the shares in the Company as at the date of the announcement of the convocation of the Extraordinary General Meeting (Enclosure No. 2),
3. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on the appointment of the Chairperson of the Extraordinary General Meeting of the Company (Enclosure No. 3),
4. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on adoption of the agenda of the Extraordinary General Meeting of the Company (Enclosure No. 4),
5. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on waiving the secrecy of the vote on the committees appointed by the Extraordinary General Meeting (Enclosure No. 5),
6. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on appointment of the Returning Committee of the Extraordinary General Meeting (Enclosure No. 6),
7. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on the increase of the share capital of the Company by way of the issuance of non-voting preferred series C shares, the exclusion of all the existing shareholder's preemptive rights to all of the series C shares, and the amendment of the Company's Articles of Association (Enclosure No. 7),
8. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on determining the number of members of the Supervisory Board (Enclosure No. 8),
9. Draft resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. on appointment of a new member of the Supervisory Board of TAURON Polska Energia S.A. (Enclosure No. 9),
10. Power of Attorney's Declaration (Enclosure No. 10),
11. Power of Attorney form (Enclosure No. 11),
12. Voting instructions for the Proxy (Enclosure No. 12).