

***Resolutions adopted by the Extraordinary General Meeting of
TAURON Polska Energia S.A. held on 9 November 2015***

**RESOLUTION No. 1
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
held on 9 November 2015**

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

Mrs. **Anna Kowalik** 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.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,128,260,497 (64.378%).

Total number of valid votes: 1,128,260,497

Votes "for": 1,128,234,931

Votes "against": 25,566

Abstaining votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION No. 2
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
held on 9 November 2015

on: adoption of the agenda of the Extraordinary General Meeting of the Company

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

§ 1

The Extraordinary General Meeting of the Company 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 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

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,128,260,497 (64.378%).

Total number of valid votes: 1,128,260,497

Votes "for": 1,128,087,038

Votes "against": 35,566

Abstaining votes: 137,893

The resolution was adopted in an open ballot.

RESOLUTION No. 3
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
held on 9 November 2015

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.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,128,260,497 (64.378%).

Total number of valid votes: 1,128,260,497

Votes "for": 1,127,277,124

Votes "against": 973,373

Abstaining votes: 10,000

The resolution was adopted in an open ballot.

RESOLUTION No. 4
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
held on 9 November 2015

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. Andrzej Prucnal,
2. Romana Kaczmarek,
3. Marcin Szpopier.

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,128,260,497 (64,378%).

Total number of valid votes: 1,128,260,497

Votes "for": 1,128,207,931

Votes "against": 0

Abstaining votes: 52,566

The resolution was adopted in an open ballot.

RESOLUTION No. 5
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
held on 9 November 2015

on: adjournment of Extraordinary General Meeting of TAURON Polska Energia S.A.

Acting pursuant to Article 428 § 2 of Commercial Companies Code and § 17 section 2 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 Extraordinary General Meeting is adjourned until 23 November 2015 at 11:30 a.m. in Novotel Katowice Centrum hotel in Katowice at al. Roździeńskiego 16 (conference room – ground floor).

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,128,260,497 (64.378%).

Total number of valid votes: 1,128,260,497

Votes "for": 802,523,031

Votes "against": 120,832,572

Abstaining votes: 204,904,894

The resolution was adopted in an open ballot.