



Enclosure No. 34  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Ordinary General Meeting of the Company

## **VOTING INSTRUCTIONS FOR THE PROXY**

**The Ordinary General Meeting of the Company's Shareholders to be held on 23 April 2015, at 11.00 a.m. in Hotel Novotel Katowice Centrum in Katowice, al. Roździeńskiego 16 (Conference Room, ground floor).**

### **Restrictions:**

1. This form is not to be used for the verification of votes cast by the Proxy on behalf of the Shareholder. Proxies do not deliver the copy of these instructions to the Company.
2. This form does not replace the Power of Attorney issued to the Proxy by the Shareholder.
3. The Shareholder is not obligated to use the form provided by the Company and the Proxy does not need to use the form to cast a vote.
4. The manner of voting by the Proxy is determined by the content of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders have the right to submit their own draft resolutions and amendments to drafts submitted by the Management Board or the Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, thus the text of a resolution subject to final voting under a given item of the agenda may differ from the text of such resolution originally published on the Company's web site. Additionally, in the case of election coming within the same agenda, several resolutions concerning individual candidates will be subject to voting as a rule

**Item 2 of the agenda: Appointment of the Chairman of the Ordinary General Meeting.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

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.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 4. of the agenda: Adoption of the agenda of the Ordinary General Meeting of the Company.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

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 adopts 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 2014.*
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 2014.*
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 2014.*
10. Examination of the *Report of the Management Board of TAURON Polska Energia S.A. for the financial year 2014.*
11. Examination of the motion of the Management Board concerning distribution of profit for 2014 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 2014*, including brief evaluation of the Company's standing with regard to internal control system and major risk management system.
13. Presentation of the *Supervisory Board's Reports:*
  - 1) *on evaluation of consolidated financial statements of TAURON Polska Energia S.A. Capital Group and the Report of the Management Board on operations of TAURON Polska Energia S.A. for the financial year 2014,*

- 2) *on evaluation of the financial statements of the TAURON Polska Energia S.A., Report of the Management Board on the operations of the Company for the financial year 2014 and the motion of the Management Board concerning distribution of profit for the financial year 2014.*
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 2014,*
  - 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 2014,*
  - 3) on approval of the *Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014,*
  - 4) on approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2014,*
  - 5) on distribution of profit for the financial year 2014 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 2014.
16. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Supervisory Board who served in 2014.
17. Closure of the Ordinary General Meeting.

## § 2

The Resolution comes into force as of its adoption date.

### Votes\*

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
| Provided that***:   | Provided that ***:  | Provided that ***:   |   |                                    |

**Item 5 of the agenda: Adoption of a resolution on waiving the secrecy of the vote on the committees appointed by the Ordinary General Meeting.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

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.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 6 of the agenda: Appointment of the Returning Committee of the Ordinary General Meeting.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

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.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 14.1 of the agenda: 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 2014.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

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 2014*

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 2014*, which consists of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2014 showing comprehensive income after tax in the amount of PLN 895,176 thousand and net profit for the financial year 2014 in the amount of PLN 1,185,560 thousand,
- 2) Consolidated statement of financial position as of 31 December 2014, which shows assets and liabilities in the amount of PLN 34,559,193 thousand,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2014 showing equity increase of PLN 203,065 thousand,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2014 showing net cash flow increase of PLN 866,923 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

For (vote based on ..... shares)\*\*     
 Against (vote based on ..... shares)\*\*     
 Abstaining (vote based on ..... shares)\*\*     
 At the Proxy's discretion     
 Objection

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 14.2 of the agenda: Approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2014.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2014*

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 2014 covering the period from 1 January 2014 to 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

For (vote based on ..... shares)\*\*     
 Against (vote based on ..... shares)\*\*     
 Abstaining (vote based on ..... shares)\*\*     
 At the Proxy's discretion     
 Objection

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:



**Item 14.3 of the agenda: Approval of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2014.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

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 2014*

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 2014*, which consist of:

- 1) statement of comprehensive income for the year ended on 31 December 2014 showing comprehensive income after tax in the amount of PLN 1,129,389 thousand and net profit for the financial year 2014 in the amount of PLN 1,146,443 thousand,
- 2) statement of financial position as of 31 December 2014, which shows assets and liabilities in the amount of PLN 30,340,530 thousand,
- 3) statement of changes in equity for the year ended on 31 December 2014 showing equity increase of PLN 796,405 thousand,
- 4) statement of cash flows for the year ended on 31 December 2014 showing net cash flow increase of PLN 1,267,356 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 14.4 of the agenda: Approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2014.**

**Proposed draft resolution:**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2014*

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 2014* covering the period from 1 January 2014 to 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 14.5 of the agenda: Distribution of profit for 2014 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: distribution of profit for 2014 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 2014 in the amount of PLN 1,146,442,624.92 (say one billion one hundred forty six million four hundred forty two thousand six hundred twenty four and 92/100) 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 the Company's shareholders, which means that the dividend per share is PLN 0.15 (say fifteen grosz),
- 2) the amount of PLN 883,560,215.82 (say eight hundred eighty three million five hundred sixty thousand two hundred fifteen and 82/100) should be added to reserve capital.

§ 2

The Ordinary General Meeting resolves as follows:

- 1) determine the dividend record day for 22 July 2015
- 2) determine the dividend payment day for 12 August 2015.

§ 3

The Resolution comes into force as of its adoption date.

**Votes\***

For (vote based on ..... shares)\*\*       Against (vote based on ..... shares)\*\*       Abstaining (vote based on ..... shares)\*\*       At the Proxy's discretion       Objection

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 15 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2014 by all members of the Company's Management Board who performed their duties in the financial year 2014.**

**Proposed draft resolution:**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 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 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

For (vote based on ..... shares)\*\*       Against (vote based on ..... shares)\*\*       Abstaining (vote based on ..... shares)\*\*       At the Proxy's discretion       Objection

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Vice-President of the Management Board, Aleksander Grad

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. Aleksander Grad is released from fulfillment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 17 March 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [-]**  
**of the Ordinary General Meeting of**  
**TAURON Polska Energia S.A.**  
**of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mrs. Katarzyna Rozenfeld

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. Katarzyna Rozenfeld is released from fulfillment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 17 March 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mr. Stanisław Tokarski

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. Stanisław Tokarski is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 17 March 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
| Provided that***:   | Provided that ***:  | Provided that ***:   |   |                                    |

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mr. 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 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:



**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mrs. 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 his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 17 March 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by Mr. 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 2014 and 17 March 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 16 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2014 by all members of the Supervisory Board who performed their duties in the financial year 2014.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member 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 Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [-]**  
**of the Ordinary General Meeting of**  
**TAURON Polska Energia S.A.**  
**of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Agnieszka Woś

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 Woś is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 22 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Proposed draft resolution:**

**RESOLUTION NO. [-]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 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 the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Proposed draft resolution:**

**RESOLUTION NO. [-]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Andrzej Gorgol

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. Andrzej Gorgol is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 15 May 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Proposed draft resolution:**

**RESOLUTION NO. [-]**  
**of the Ordinary General Meeting of**  
**TAURON Polska Energia S.A.**  
**of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Maciej Koński

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. Maciej Koński is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 September 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [-]**  
**of the Ordinary General Meeting of**  
**TAURON Polska Energia S.A.**  
**of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member 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 Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 September 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:



**Proposed draft resolution:**

**RESOLUTION NO. [-]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 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 the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 15 May 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [-]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 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 the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Proposed draft resolution:**

**RESOLUTION NO. [-]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Maciej Tybura

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. Maciej Tybura is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 September 2014 and 31 December 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member of the Supervisory Board, Aleksander Grad

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. Aleksander Grad is released from fulfillment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 11 February 2014 and 16 March 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 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 the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 15 May 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [-]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 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 the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 15 May 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [-]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 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 his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 15 May 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO. [-]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 2015**

on: acknowledgement of fulfillment of duties in the financial year 2014 by the Member 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 his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2014 and 22 January 2014.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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\* Mark if applicable

\*\* Shareholder may vote differently under each of the shares they hold

\*\*\* Shareholder may give different voting instructions to the power of attorney, depending on fulfilment of specific conditions indicated in the power of attorney form.