



Enclosure No. 35  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Ordinary General Meeting of the Company

**TAURON Polska Energia S.A.  
Ordinary General Meeting  
convened for 29 May 2017**

**PROXY FORM**

I (we), the undersigned, being a shareholder/representing a shareholder\*\* of TAURON Polska Energia S.A. with its registered office in Katowice ("**Company**") hereby represent that:

..... ("**Shareholder**")  
(full name /company and address of the Shareholder)

holds..... shares of the Company  
(number)

**and I (we) hereby authorize\*:**

Mrs. / Mr. ...., holder of ID/ passport/ other official identification document\*\* No. ...., issued by ..... ("**Proxy**") to act in accordance with the following voting instruction /at the Proxy's discretion\*\*, to the extent specified below.

**Or:**

..... (name / company) with its registered office in ..... , address: ..... ("**Proxy**") to act in accordance with the following voting instruction/ at the Proxy's discretion\*\*, to the extent specified below.

Is the Proxy authorized to grant further proxies?  Yes  No

*Pursuant to Art. 412<sup>2</sup> § 3 and Art. 413 § 2 of the Commercial Companies Code, if a proxy representing a shareholder at a general meeting of a public company is:*

- a) a management board member, a supervisory board member, a liquidator, an employee of a public company or a member of authorities or an employee of a company or cooperative subsidiary to such a company, or
- b) another Shareholder, and the agenda of the General Meeting includes the adoption of a resolution on the liability of such a proxy towards the Company, including the vote of approval, the shareholder's exemption from liability towards the Company or a dispute between the shareholder and the Company,

*then the proxy may authorize to representation only at a single general meeting. The proxy referred to in the previous sentence must reveal circumstances showing that there is or may be a conflict of interest to the Shareholder. **Then, granting any further proxy is forbidden.***

Scope of authorisation: The Proxy is authorised to represent the Shareholder at the Ordinary General Meeting of the Company to be held on 8 June 2016, 11.00 a.m. at Hotel Novotel Katowice Centrum in Katowice, at al. Roździeńskiego 16 (Conference room, ground floor)

("General Meeting") and, in particular, attend and vote at the General Meeting with regard to all items of the agenda/ items of the agenda concerning

.....  
.....  
.....

.....\*\* ,  
sign an attendance list, exercise the right of vote on behalf and to the benefit of the Shareholder on the basis of shares owned by that Shareholder with regard to all items of the agenda/ items of the agenda concerning .....

.....  
.....  
.....\*\*

and take up any other necessary activities connected with the General Meeting.

Does this proxy cover all shares held by the Shareholder \*?

Yes     No

This proxy covers ..... (number) of shares held by the Shareholder \*\*\*.

**Details of the Shareholder/ persons authorized to represent the Shareholder:**

First name and surname: .....

First name and surname:.....

Company's name \*\*\*\*: .....

Company's name \*\*\*\*: .....

Position \*\*\*\*: .....

Position \*\*\*\*: .....

Address: .....

Address: .....

Signature: .....

Signature: .....

Place: .....

Place:.....

Date:.....

Date:.....

\* Mark if applicable

\*\* Delete if not applicable

\*\*\* Fill only if the proxy does not cover all shares held by the Shareholder.

\*\*\*\* Fill only if the proxy is a legal entity or an unincorporated business unit.