

**Resolutions adopted by the Ordinary General Meeting of
TAURON Polska Energia S.A. on 29 May 2017**

**RESOLUTION NO. 1
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning: the appointment of the Chairperson of the Ordinary General Meeting of the Company

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 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

Ms Beata Chłodzińska is hereby appointed as the Chairperson of the Ordinary General Meeting of the Company.

§ 2

The Resolution shall enter into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 617,911,389 (35.257%);

Total number of valid votes: 617,911,389

Votes "*for*": 617,911,389

Votes "*against*": 0

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 2
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning: the adoption of the agenda of the Ordinary General Meeting of the Company

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

§ 1

The Ordinary General Meeting of the Company 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 on waiving 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. Presentation of financial results of the Company and TAURON Polska Energia S.A. Capital Group.
8. Presentation of the following Supervisory Board Reports:
 - 1) *“Report on the Supervisory Board activities in the financial year 2016”*, containing, among others, the assessment of the Company standing including the assessment of internal control, risk management and compliance systems and the internal audit function, the assessment of the Company compliance with the disclosure obligations concerning the application of the corporate governance principles, the assessment of the rationality of the Company policy of sponsoring, charity or other similar activities, containing, among others, an assessment of the Company’s standing including an assessment of internal control, risk management and compliance systems and the internal audit function, assessment of the Company’s compliance with the disclosure obligations concerning compliance with the corporate governance principles, assessment of the rationality of the Company’s policy of sponsoring, charity or other similar activities and assessment of fulfilment of the criteria of independence by members of the Supervisory Board,
 - 2) *“Supervisory Board Report 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. Capital Group for the year ended 31 December 2016, and the Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016”*,
 - 3) *“Supervisory Board Report on evaluation of the Financial Statements of TAURON Polska Energia S.A. and the Report of the Management Board on the operations of TAURON Polska Energia S.A. for the year ended 31 December 2016 and the motion of the Management Board concerning covering of the net loss for the financial year 2016”*.

9. Examination of the “*Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union*” and the “*Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016*” and adoption of the resolution on their approval.
10. Examination of the “*Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2016*” and adoption of the resolution on its approval.
11. Examination of the “*Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union*” and adoption of the resolution on its approval.
12. Examination of the “*Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2016*” and adoption of the resolution on its approval.
13. Adoption of the resolution concerning covering of the net loss for the financial year 2016.
14. Adoption of resolutions to acknowledge the fulfilment of duties by all members of the Company Management Board who served in the financial year 2016.
15. Adoption of resolutions to acknowledge the fulfilment of duties by all members of the Company Supervisory Board who served in the financial year 2016.
16. Adoption of the resolution on determining the number of members of the Supervisory Board.
17. Elections to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office and adoption of the resolutions concerning the appointment of Members of the Supervisory Board for the fifth joint term of office.
18. Adoption of the resolution concerning the amendment to Resolution no. 5 of the Extraordinary General Meeting of 15 December 2016 concerning the principles for determining remuneration of the Management Board members.
19. Adoption of the resolution concerning the amendments to the “Articles of Association of TAURON Polska Energia S.A.”
20. Adoption of the resolutions on the following issues:
 - 1) disposal of components of fixed assets,
 - 2) rules of procedure while concluding agreements for legal services, marketing services, PR services and social communication, and advisory services associated with management as well as amendments to such agreements,
 - 3) rules of procedure while concluding agreements on donations, discharge of debt or other agreements with similar implications by the Company,
 - 4) principles and procedure for disposal of fixed assets,
 - 5) the obligation to submit a report on representation expenses, expenses incurred for legal services, marketing services, PR services and social communication, and advisory services associated with management,
 - 6) determining the requirements for a candidate for a member of the Company Management Board,
 - 7) concerning the fulfilment of the obligations arising from Article 17(7), Article 18(2), Article 20 and Article 23 of the Act on principles of state assets management.
21. Closing of the session of the Ordinary General Meeting.

§ 2

The Resolution shall enter into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,759,773

Votes "*against*": 0

"*Abstaining*" votes: 0

The resolution was adopted in an open ballot.

RESOLUTION NO. 3
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning: 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(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 hereby waived.

§ 2

The Resolution shall enter into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,759,773

Votes "*against*": 0

"*Abstaining*" votes: 0

The resolution was adopted in an open ballot.

RESOLUTION NO. 4
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning: the appointment of the Returning Committee of the Ordinary General Meeting

Acting pursuant to § 15(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. **Andrzej Prucnal,**
2. **Romana Kaczmarek,**
3. **Maciej Sierpiński.**

§ 2

The Resolution shall enter into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,759,773

Votes "*against*": 0

"*Abstaining*" votes: 0

The resolution was adopted in an open ballot.

RESOLUTION NO. 5

**of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the approval of the “*Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union*” and the “*Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016*”

Acting pursuant to Article 63(c)(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

1. “*Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union*” consisting of:
 - 1) Consolidated statement of comprehensive income for the year ended on 31 December 2016 showing comprehensive income in the amount of PLN 647,885 thousand and net profit for the financial year 2016 in the amount of PLN 370,137 thousand,
 - 2) Consolidated statement of financial standing as at 31 December 2016, which indicates the total balance of assets and liabilities in the amount of PLN 33,456,894,
 - 3) Consolidated statement of changes in equity for the year ended on 31 December 2016 showing equity decrease of PLN 631,161 thousand,
 - 4) Consolidated statement of cash flows for the year ended on 31 December 2016 showing net cash flow increase of PLN 27,018 thousand,
 - 5) Accounting principles (policy) and additional explanatory notes.
2. “*Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016*”.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes “*for*”: 1.144.751.773

Votes “*against*”: 0

“*Abstaining*” votes: 8.000

The resolution was adopted in an open ballot.

RESOLUTION NO. 6

**of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the approval of the *"Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2016"*

Acting pursuant to Article 63(c)(4) in conjunction with Article 55(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 hereunder report, conducted by the Supervisory Board of the Company, the *"Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2016"* covering the period from 1 January 2016 to 31 December 2016 is approved.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes *"for"*: 1,144,751,773

Votes *"against"*: 0

"Abstaining" votes: 8,000

The resolution was adopted in an open ballot.

RESOLUTION NO. 7

**of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the approval of the "*Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union*"

Acting pursuant to Article 53(1) of the Accounting Act of 29 September 1994 and Article 395(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) of the Company 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 "*Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2016*" are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2016 showing comprehensive negative income in the amount of PLN 62,229 thousand and net loss for the financial year 2016 in the amount of PLN 166,253 thousand,
- 2) Statement of financial standing as at 31 December 2016, which indicates the total balance of assets and liabilities in the amount of PLN 27,672,376,
- 3) Statement of changes in equity for the year ended on 31 December 2016 showing equity decrease of PLN 62,229 thousand,
- 4) Statement of cash flows for the year ended on 31 December 2016 showing net cash flow decrease of PLN 366,266 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,751,773

Votes "*against*": 0

"*Abstaining*" votes: 8,000

The resolution was adopted in an open ballot.

RESOLUTION NO. 8

**of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the approval of the *"Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2016"*

Acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) of the Company 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 hereunder report, conducted by the Supervisory Board of the Company, the *"Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2016"* covering the period from 1 January 2016 to 31 December 2016 is approved.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes *"for"*: 1,144,751,773

Votes *"against"*: 0

"Abstaining" votes: 8,000

The resolution was adopted in an open ballot.

RESOLUTION NO. 9

**of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning covering of the net loss for the financial year 2016

Acting pursuant to Article 395 § 2(2) of the Commercial Companies Code and § 35(1)(3) of the Company 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 cover the net loss of the Company for the financial year 2016 covering the period from 1 January 2016 to 31 December 2016 in the amount of PLN 166,252,898.52 (say one hundred sixty six million two hundred fifty two thousand eight hundred ninety eight and 52/100) from the Company reserve capital.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,759,773

Votes "*against*": 0

"*Abstaining*" votes: 0

The resolution was adopted in an open ballot.

RESOLUTION NO. 10

**of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the acknowledgement of fulfilment of duties by the President of the Management Board, Filip Grzegorzczak for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr Filip Grzegorzczak is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 15 November 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,325,201

Votes "*against*": 434,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 11
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by the Vice-President of the Management Board, Jarosław Broda for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr Jarosław Broda is discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,325,201

Votes "*against*": 434,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 12
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by the Vice-President of the Management Board, Kamil Kamiński for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr Kamil Kamiński is discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 434,572

"*Abstaining*" votes: 8,000

The resolution was adopted in a secret ballot.

RESOLUTION NO. 13
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by the Vice-President of the Management Board, Marek Wadowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 Wadowski is discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 29 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,143,854,808

Votes "*against*": 434,572

"*Abstaining*" votes: 470,393

The resolution was adopted in a secret ballot.

RESOLUTION NO. 14
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by Mr Piotr Zawistowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr Piotr Zawistowski is discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,316,891

Votes "*against*": 434,882

"*Abstaining*" votes: 8,000

The resolution was adopted in a secret ballot.

RESOLUTION NO. 15
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by Mr Remigiusz Nowakowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr Remigiusz Nowakowski is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 14 November 2016,

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,143,846,808

Votes "*against*": 442,572

"*Abstaining*" votes: 470,393

The resolution was adopted in a secret ballot.

RESOLUTION NO. 16
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by Ms Anna Striżyk for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms Anna Striżyk is discharged from fulfilment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 8 January 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,316,891

Votes "*against*": 434,882

"*Abstaining*" votes: 8,000

The resolution was adopted in a secret ballot.

RESOLUTION NO. 17
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Beata Chłodzińska for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms Beata Chłodzińska is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,325,201

Votes "*against*": 434,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 18
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Ms Anna Mańk for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms Anna Mańk is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,325,201

Votes "*against*": 434,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 19
of the Ordinary General Meeting

**of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Jacek Szyke for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 442,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

**RESOLUTION NO. 20
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.**

of 29 May 2017

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Stanisław Bortkiewicz for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 Bortkiewicz is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 30 December 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 442,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

**RESOLUTION NO. 21
of the Ordinary General Meeting**

**of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Leszek Kozirowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 Kozirowski is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 442,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 22

**of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Jan Płudowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr Jan Płudowski is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 30 December 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 442,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 23
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Jacek Rawecki for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 Rawecki is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 8 June 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 442,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 24
of the Ordinary General Meeting

**of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Stefan Świątkowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr Stefan Świątkowski is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 8 June 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 442,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

**RESOLUTION NO. 25
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Agnieszka Woźniak for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms Agnieszka Woźniak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 16 December 2016 to 31 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 434,572

"*Abstaining*" votes: 8,000

The resolution was adopted in a secret ballot.

RESOLUTION NO. 26
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.

of 29 May 2017

concerning the acknowledgement of fulfilment of duties by Ms Anna Biesialska for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms Anna Biesialska is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 30 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,316,891

Votes "*against*": 442,572

"*Abstaining*" votes: 310

The resolution was adopted in a secret ballot.

RESOLUTION NO. 27
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.

of 29 May 2017

concerning the acknowledgement of fulfilment of duties by Mr Michał Czarnik for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 Czarnik is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 30 December 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 442,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 28
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by Mr Wojciech Myślecki for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr Wojciech Myślecki is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 14 November 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,317,201

Votes "*against*": 442,572

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 29
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Renata Wiernik-Gizicka for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms Renata Wiernik-Gizicka is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 6 June 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,316,891

Votes "*against*": 442,882

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 30
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.

of 29 May 2017

concerning the acknowledgement of fulfilment of duties by Mr Maciej Koński for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 6 June 2016.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,144,316,891

Votes "*against*": 442,882

"*Abstaining*" votes: 0

The resolution was adopted in a secret ballot.

RESOLUTION NO. 31
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning determining the number of members of the Supervisory Board

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

§ 1

It is hereby determined that the Supervisory Board of TAURON Polska Energia S.A. shall consist of 9 (in words: nine) Members of the Supervisory Board.

§ 2

The effective resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. No. 46 of 8 June 2016 is repealed.

§ 3

The Resolution shall enter into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 1,051,450,008

Votes "*against*": 434,572

"*Abstaining*" votes: 92,875,193

The resolution was adopted in an open ballot.

**RESOLUTION NO. 32
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

on: appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office

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

§ 1

Mr Radosław Domagalski - Łabędzki is hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office.

§ 2

The Resolution shall enter into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 617,911,389 (35.257%);

Total number of valid votes: 617,911,389

Votes "*for*": 407,139,150

Votes "*against*": 187,161,031

"*Abstaining*" votes: 23,611,208

The resolution was adopted in a secret ballot.

**RESOLUTION NO. 33
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

on: appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office

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

§ 1

Mr Paweł Konieczny is hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office.

§ 2

The Resolution shall enter into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 617,911,389 (35.257%);

Total number of valid votes: 617,911,389

Votes "*for*": 31,353,211

Votes "*against*": 336,203,031

"*Abstaining*" votes: 250,355,147

The resolution was not adopted.

**RESOLUTION NO. 34
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

on: appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office

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

§ 1

Mr Paweł Pampuszko is hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office.

§ 2

The Resolution shall enter into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 617,911,389 (35.257%);

Total number of valid votes: 617,911,389

Votes "*for*": 355,650,150

Votes "*against*": 194,688,188

"*Abstaining*" votes: 67,573,051

The resolution was adopted in a secret ballot.

**RESOLUTION NO. 35
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

on: appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22(1) of the Company 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 hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office.

§ 2

The Resolution shall enter into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 617,911,389 (35.257%);

Total number of valid votes: 617,911,389

Votes "*for*": 407,131,150

Votes "*against*": 187,169,031

"*Abstaining*" votes: 23,611,208

The resolution was adopted in a secret ballot.

**RESOLUTION NO. 36
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the amendment to Resolution no. 5 of the Extraordinary General Meeting of 15 December 2016

§ 1

§ 3(3) of Resolution no. 5 of the Extraordinary General meeting of 15 December 2016 is hereby amended and it shall read as follows:

“3. Additional Management Objectives are determined as prerequisites of a possibility to receive a floating part of the remuneration in the form of:

- a) implementation of remuneration principles for management and supervisory bodies' members, compliant with the provisions of the Act in all companies of the Capital Group by 30 June 2017,*
- b) development of supervisory board composition in all companies of the Capital Group, so that their members hold mandate to participate in supervisory boards, confirmed by passed exam for candidates for supervisory board members, or hold statutory powers waiving the obligation to pass the exam, in particular, have a scientific degree of PhD in economics or law, or are entered in the list of solicitors, attorneys, statutory auditors or investment advisers, by 31 December 2017,*
- c) implementation of the obligations referred to in Articles 17-20, Article 22 and Article 23 of the Act of 16 December 2016 on principles of state assets management, by 31 December 2017. “.*

§ 2

The Resolution shall enter into force as of the day of its adoption.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes “for”: 900,178,434

Votes “against”: 191,924,616

“Abstaining” votes: 52,656,723

The resolution was adopted in an open ballot.

RESOLUTION NO. 37
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the amendment to § 5 of “TAURON Polska Energia S.A. Articles of Association.”

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35(1)(18) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the “*TAURON Polska Energia S.A. Articles of Association*” are introduced:

A new section 4 shall be added to §5, which shall read as follows:

“4. The Company implements tasks related to provision of energy security of the Republic of Poland”.

§ 2

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes “*for*”: 723,004,012

Votes “*against*”: 304,729,723

“*Abstaining*” votes: 117,026,038

The resolution was not adopted.

**RESOLUTION NO. 38
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the amendment to § 10 of “TAURON Polska Energia S.A. Articles of Association.”

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35(1)(18) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the "*TAURON Polska Energia S.A. Articles of Association*" are introduced:

§ 10 section 8 shall read as follows:

"8. Each shareholder who is going to take part in the General Meeting, in person or through a proxy is obliged to, without a separate notice stipulated in item 9 below, notify the Management Board or the Chairperson of the General Meeting that she/he holds, directly or indirectly, more than 10 % (ten per cent) of the total number of votes in the Company." . The above obligation shall not apply to the State Treasury."

§ 2

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,140,314,203 (65.066%);

Total number of valid votes: 1,140,314,203

Votes "*for*": 763,703,702

Votes "*against*": 300,584,463

"*Abstaining*" votes: 76,026,038

The resolution was not adopted.

**RESOLUTION NO. 39
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017**

concerning the amendment to § 15 of "TAURON Polska Energia S.A. Articles of Association."

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35(1)(18) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the “*TAURON Polska Energia S.A. Articles of Association*” are introduced:

§ 15 shall read as follows:

- “1. The preparation of plans referred to in § 14(2)(6) and their submission to the Supervisory Board for approval is the obligation of the Management Board.*
- 2. The Management Board shall submit a report, drawn up at least on an annual basis, concerning representation expenses, expenses incurred on legal services, marketing services, PR services and social communication, as well as advisory services associated with management, to the General Meeting, including the opinion of the Supervisory Board.*
- 3. The Management Board shall draw up, at least on an annual basis, a report on the oversight of implementation of investment projects and submit it to the Supervisory Board for its approval.*
- 4. In companies towards which the Company is a parent entity within the meaning of Article 4(3) of the Act of 16 February 2007 on the protection of competition and consumers, in conjunction with Article 17 (7), Article 18 (2), Article 20 and Article 23 of the Act on the principles of state assets management, the Management Board shall be bound to introduce the principles specified in the Act on management of state assets”.*

§ 2

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes “*for*”: 923,235,012

Votes “*against*”: 196,987,723

“*Abstaining*” votes: 24,537,038

The resolution was adopted in an open ballot.

RESOLUTION NO. 40
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the amendment to § 16 of “TAURON Polska Energia S.A. Articles of Association.”

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35(1)(18) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the “*TAURON Polska Energia S.A. Articles of Association*” are introduced:

Sections 3 and 4 shall be added to §16, which shall read as follows:

“3. A person meeting jointly the following conditions may be the candidate for a member of the Management Board of the Company:

- 1) holds a university degree or a university degree acquired abroad, recognised in the Republic of Poland pursuant to separate provisions,*
- 2) has at least 5-year employment period under the employment contract, election, appointment, cooperative employment contract or provision of services under other agreement, or performing the economic activity on own account,*
- 3) has at least 3-year experience on managerial or independent positions, or arising from performing the economic activity on own account,*
- 4) fulfils other requirements than specified in sections 1-3, defined in separate provisions, in particular, does not infringe restrictions or prohibitions related to holding the position of a member of the management body in commercial companies.*

4. A member of the Management Board of the Company must not be a person who:

- 1) acts as a social co-worker or is employed in the MP's office, senator's office, MP and senator office or the office of a Member of the European Parliament under the employment contract, or provides work under a contract for mandate, or other agreement of similar nature,*
- 2) is a member of the body of the political party representing the political party outside and authorised to incur liabilities,*
- 3) is employed by the political party under the employment contract, or provides work under a contract for mandate, or other agreement of similar nature,*
- 4) fulfils a function having been elected to the company trade union organisation or the trade union organisation of a company from the capital group,*
- 5) his/her social activity or professional activity generates a conflict of interest towards the activity of the company”.*

§ 2

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes “for”: 923,235,012

Votes “against”: 196,987,723

“Abstaining” votes: 24,537,038

The resolution was adopted in an open ballot.

RESOLUTION NO. 41
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the amendment to § 17 of "TAURON Polska Energia S.A. Articles of Association."

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35(1)(18) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the "TAURON Polska Energia S.A. Articles of Association" are introduced:

Section 4 shall be added to §17, which shall read as follows:

"4. The Supervisory Board shall appoint a Member of the Management Board after conducting of the selection procedure aimed at checking and assessment of candidates' qualifications and electing of the best candidate for a Member of the Management Board.

- 1) The Supervisory Board conducts the qualification procedure in the case of occurrence of circumstances justifying the appointment of the Member of the Management Board,*
- 2) While commencing the qualification procedure for the position of a Member of the Management Board, the Supervisory Board defines, by means of a resolution, detailed rules and terms of the procedure, including, in particular: the position subject to the procedure, deadline and venue of accepting the applications, date and venue of the interview, scope of issues being subject to the interview, requirements and methods of candidate's assessment.*
- 3) The candidate for a Member of the Management Board must meet the requirements defined in §16(3) and (4),*
- 4) The announcement on the qualification procedure is published on the website of the Company and in the Public Information Bulletin of the Ministry of Energy,*
- 5) The deadline for accepting the applications must not be shorter than 14 days following the day of publication of the announcement on the qualification procedure,*
- 6) The Supervisory Board shall notify shareholders of the results of the qualification procedure and makes the report of the qualification procedure available".*

§ 2

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register. Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 923,235,012

Votes "*against*": 196,987,723

"*Abstaining*" votes: 24,537,038

The resolution was adopted in an open ballot.

RESOLUTION NO. 42
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the amendment to § 18 of "TAURON Polska Energia S.A. Articles of Association."

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35(1)(18) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the "*TAURON Polska Energia S.A. Articles of Association*" are introduced:

The existing §18 shall read as follows:

"The principles for determining remuneration of Management Board members are defined by the General Meeting, taking into account the provisions of the Act of 9 June 2016 concerning principles for determining remuneration of persons managing certain companies".

§ 2

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes "*for*": 871,754,012

Votes "*against*": 196,979,723

"*Abstaining*" votes: 76,026.038

The resolution was adopted in an open ballot.

RESOLUTION NO. 43
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the amendment to § 20 of "TAURON Polska Energia S.A. Articles of Association."

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35(1)(18) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the "TAURON Polska Energia S.A. Articles of Association" are introduced:

1. The existing § 20(1)(7) shall read as follows:

"7) the selection of the statutory auditor to carry out the examination and review of the Company financial statements and consolidated financial statements of the Capital Group,"

2. In § 20(1) in item 15, the full stop is replaced by a comma and items 16, 17 and 18 are added which shall read as follows:

"16) issuing opinions on Management Board reports on representation expenses, expenses incurred for legal services, marketing services, PR services and social communication, and advisory services associated with management,

17) issuing opinions on the change of principles of disposal of fixed assets defined in § 38¹,

18) approval of the remuneration policy for the capital group".

3. In § 20(2) in item 9, the full stop is replaced by a comma and items 10-14 are added which shall read as follows:

"10) concluding the agreement for legal services, marketing services, PR services and social communication, and advisory services associated with management, if the level of the remuneration foreseen jointly for the services provided exceeds PLN 500,000 net on an annual basis,

11) amendment to the agreement for legal services, marketing services, PR services and social communication, and advisory services associated with management, raising the remuneration above the amount referred to in item 10,

12) concluding agreements for legal services, marketing services, PR services and social communication, and advisory services associated with management, where the maximum level of the remuneration is not foreseen,

13) concluding a donation agreement or other agreement with a similar effect, with the value exceeding PLN 20,000 or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements,

14) discharge of debt or other agreement with a similar effect, with the value exceeding PLN 50,000 or 0.1% of the total assets within the meaning of the Accounting Act of 29 September

1994, determined on the basis of the last approved financial statements”.

4. The existing § 20(4)(2) shall read as follows:

“2) establishing the rules of remuneration and the level of remuneration for the Members of the Management Board, subject to § 18”,

5. In § 20(4), in item 4) the full stop is replaced by a comma.

6. In § 20(4), in item 9) letter b) the full stop is replaced by a comma and item 10) is added which shall read as follows:

„10) determining the manner of exercising the voting right by a representative of TAURON Polska Energia S.A. at the General Meeting of companies towards which the Company is a parent entity within the meaning of Article 4(3) of the Act of 16 February 2007 on the protection of competition and consumers (Journal of Laws of 2017 item 229), in relation to the following issues:

- a) establishment of other company by the company,
- b) amendment to the articles of association or the company deed and the scope of the company operations,
- c) merger, transformation, demerger, winding-up and liquidation of the company,
- d) increasing and decreasing the share capital of the company,
- e) disposal and lease of the company enterprise or its organised part as well as establishing a limited proprietary right thereon,
- f) redemption of stocks or shares,
- g) determining remuneration of members of Management Board and supervisory boards,
- h) provisions concerning claims to repair damage caused at establishing of the company or delivering the management or supervision function,
- i) in relation to matters referred to in Article 17 of the Act of 16 December 2016 on the principles of state assets management (Journal of Laws of 2016 items 2259), subject to §15(4).

§ 2

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register. Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes “for”: 871,746,012

Votes “against”: 196,987,723

“Abstaining” votes: 76,026,038

The resolution was adopted in an open ballot.

RESOLUTION NO. 44
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 29 May 2017

concerning the amendment to "TAURON Polska Energia S.A. Articles of Association."

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35(1)(18) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the "TAURON Polska Energia S.A. Articles of Association" are introduced:

§38¹ is added which shall read as follows:

"1. Disposal of items of fixed assets by the Company within the meaning of the Accounting Act of 29 September 1994, with the value above 0.1% of the total assets, determined on the basis of the last approved financial statements takes place under the tendering procedure, unless the value of the item disposed of does not exceed PLN 20,000.

2. The Company may dispose of items of fixed assets without performing the tendering procedure in the case if:

- 1) the object of the agreement covers shares/stocks or other components of financial fixed assets or licenses, patents or other industrial property rights or know-how, if the terms and conditions and the mode of sales other than public procurement procedure are defined under the resolution of the Supervisory Board,*
- 2) the disposal shall take place under a liquidation procedure pursuant to the rules defined under the resolution of the Supervisory Board, maintaining the effectiveness of separate provisions,*
- 3) the object of the agreement covers housing premises constituting the property of the company and the sales takes place at a price which is not lower than 50% of their market value, in favour of the tenant or a close person permanently living with the tenant, within the meaning of Article 4(13) of the Act of 21 August 1997 on the real estate management; the price shall be determined taking into account the fact that the object of sales are occupied premises; the value of improvements shall count towards the price of the premises,*
- 4) in other justified cases, on request of the Management Board, at a price and pursuant to the rules determined under the resolution of the Supervisory Board,*
- 5) the disposal takes place in favour of subsidiaries,*
- 6) the object of disposal covers CO2 emission allowances and their equivalents.*

3. The following procedure for disposal of fixed assets is determined:

- 1) The call for tender shall be published in the Public Information Bulletin on the website of the Company, in a visible place accessible to the public, on the premises of the Company and in other places customarily accepted for placing announcements,*
- 2) The tendering procedure may take place, at the earliest, after the lapse of 14 days following the day of announcement of the call for tender.*
- 3) The following persons must not participate in the tender as tenderers:*

- a) *Members of the Management Board and the Supervisory Board of the Company,*
 - b) *an economic operator conducting the tender as well as Members of its Management Board and Supervisory Board,*
 - c) *persons entrusted with the performance of activities associated with conducting of the tender,*
 - d) *a spouse, children, parents and siblings of persons referred to in items a-c,*
 - e) *persons remaining in such a legal or factual relationship with the entity conducting the tender which may raise justified doubts as to the impartiality of the person conducting the tender,*
- 4) *The prerequisite to participate in the tender is the submission of a bid bond at a level of minimum 5% of the starting price of a sold item of fixed assets. The regulations referred to in section 8 may stipulate a higher value of the bid bond,*
 - 5) *Prior to commencing the tender, the Company shall determine a starting price which must not be lower than the market value determined by valuers; if such a value cannot be determined, this price must not be lower than the net carrying amount,*
 - 6) *The Company may derogate from the valuation of the sold item of fixed assets by a valuator, if:*
 - a) *the cost of its valuation obviously exceeds the market value,*
 - b) *the item of fixed assets has a determined market price,*
 - 7) *The tender shall be performed in the following forms:*
 - a) *oral tender,*
 - b) *Written tender,*
 - 8) *The regulations defining the procedure and terms of performing the tender, the content of the announcement on the call for tender, the form of tender and the conditions of the tender shall be defined by the Company.*
 - 9) *The organiser of the tender shall be entitled to close the tender without selecting any of the offers, without stating the reasons.*
 - 10) *The tenderer to offer the highest price will win the tender”.*

§ 2

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes “*for*”: 871,746,012

Votes “*against*”: 196,987,723

“*Abstaining*” votes: 76,026,038

The resolution was adopted in an open ballot.

RESOLUTION NO. 45
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.

of 29 May 2017

concerning the amendment to “TAURON Polska Energia S.A. Articles of Association.”

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35(1)(18) of the Company Articles of Association, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the “*TAURON Polska Energia S.A. Articles of Association*” are introduced:

Chapter IX “TRANSITIONAL PROVISIONS” shall be deleted.

§ 2

The Resolution shall enter into force as of the day of adoption, with effectiveness as of the day of entry of the amendments in the register of entrepreneurs of the National Court Register.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 1,144,759,773 (65.319%);

Total number of valid votes: 1,144,759,773

Votes “for”: 871,754,012

Votes “against”: 196,979,723

“Abstaining” votes: 76,026,038

The resolution was adopted in an open ballot.