

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2018**

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 following agenda of the meeting of the Ordinary General Meeting of the Company is hereby adopted:

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 2017”*, containing, among others, the evaluation of the Company standing, including the assessment of the internal control, risk management systems, compliance and internal audit functions, comprising all significant control mechanisms, including, in particular those related to financial reporting and operational activity, the assessment of the method of fulfilment of information obligations by the Company, in relation to the application of corporate governance principles, the assessment of the rationality of the policy of sponsorship, charity or other similar activities, the assessment of compliance with 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 2017, and the Consolidated Report of TAURON Polska*

Energia S.A. Capital Group on payments to governments for the year ended 31 December 2017”,

- 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 2017 and the motion of the Management Board concerning the method of distributing net profit for the financial year 2017”.*
9. Presentation of the *“Report of TAURON Polska Energia S.A. on entertainment expenditure, expenses incurred for legal services, marketing services, public relations and social communication services as well as for advisory services related to management drawn up for the year ended on 31 December 2017”*, including the opinion of the Supervisory Board.
10. Examination of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2017 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 2017”* and adoption of the resolution on their approval.
11. Examination of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2017”* and adoption of the resolution on its approval.
12. Examination of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2017 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and adoption of the resolution on its approval.
13. Examination of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2017”* and adoption of the resolution on its approval.
14. Adoption of the resolution concerning distribution of net profit for the financial year 2017.
15. Adoption of resolutions to grant the discharge from fulfilment of duties to all members of the Company Management Board who fulfilled their functions in the financial year 2017.
16. Adoption of resolutions to grant the discharge from fulfilment of duties to all Members of the Company Supervisory Board who served in the financial year 2017.
17. Adoption of the resolution concerning the amendments to the *“Articles of Association of TAURON Polska Energia S.A.”*
18. Adoption of the resolution on determining the number of members of the Supervisory Board.
19. Adoption of resolutions concerning changes in the composition of the Company Supervisory Board.

20. Closing of the session of the Ordinary General Meeting.

§ 2

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