

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 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

Mr / Ms [•] 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.

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

§ 2

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

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

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.

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

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. [•]
2. [•]
3. [•]

§ 2

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

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 approval 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*”

Acting pursuant to Article 63(4) of the Accounting Act of 29 September 1994 and Article 395 § 5 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

1. “*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*” consisting of:
 - 1) Consolidated statement of comprehensive income for the year ended on 31 December 2017 showing comprehensive income in the amount of PLN 1,389,312 thousand and net profit for the financial year 2017 in the amount of PLN 1,382,946 thousand,
 - 2) Consolidated statement of financial standing as at 31 December 2017, which indicates the total balance of assets and liabilities in the amount of PLN 35,792,021 thousand,
 - 3) Consolidated statement of changes in equity for the year ended on 31 December 2017 showing equity increase by the amount of PLN 1,388,495 thousand,
 - 4) Consolidated statement of cash flows for the year ended on 31 December 2017 showing cash flow increase by the amount of PLN 446,620 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 2017*”.

§ 2

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

Rationale:

Pursuant to Article 55(1), Article 63c(4) and Article 63g(1) and (2) of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2018, item 395) 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” have been approved by the Company Management Board under resolution No. 73/V/2018 of 12 March 2018.

Pursuant to resolution No. 14/V/2018 of 12 March 2018, the Supervisory Board of TAURON Polska Energia S.A. positively evaluated 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*” as to their conformity with the ledgers and documents as well as actual state; furthermore, the Supervisory Board positively evaluated the “*Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2017*”.

The aforementioned consolidated financial statements of TAURON Capital Group are subject to examination and approval by the General Meeting of the Company pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63(c)(4) of the Accounting Act of 29 September 1994 and § 35(1)(1) of the Company Articles of Association. Simultaneously, the approval of the Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments jointly with the consolidated financial statements of TAURON Capital Group is justified.

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 approval of the "*Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2017*"

Acting pursuant to Article 63(c)(4) in conjunction with Article 55(2) of the Accounting Act of 29 September 1994 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. Capital Group for the financial year 2017*" covering the period from 1 January 2017 to 31 December 2017 is approved.

§ 2

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

Rationale:

In accordance with Article 55(2a) of the Accounting Act of 29 September 1994 (i.e. Journal of Laws 2018, item 395), the "*Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2017*" has been approved by the Company Management Board under resolution No.74/V/2018 of 12 March 2018.

Pursuant to resolution No. 15/V/2018 of 12 March 2018, the Supervisory Board of TAURON Polska Energia S.A. positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The aforementioned Management Board report on the operations of TAURON Polska Energia S.A. Capital Group is subject to examination and approval by the General Meeting of the Company pursuant to Article 63(c)(4) in conjunction with Article 55(2) of the Accounting Act and § 35(1)(1) of the Company Articles of Association .

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

concerning the approval 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*”

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 2017*” are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2017 showing comprehensive income in the amount of PLN 847,638 thousand and net profit for the financial year 2017 in the amount of PLN 854,351 thousand,
- 2) Statement of financial standing as at 31 December 2017, which indicates the total balance of assets and liabilities in the amount of PLN 30,273,092 thousand,
- 3) Statement of changes in equity for the year ended on 31 December 2017 showing equity increase by the amount of PLN 847,638 thousand,
- 4) Statement of cash flows for the year ended on 31 December 2017 showing net cash flow decrease of by the amount of PLN 513,791 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

§ 2

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

Rationale:

In accordance with Article 52 of the Accounting Act of 29 September 1994 (Journal of Laws of 2018, item 395) the “*Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31*

December 2017' have been approved by the Company Management Board under resolution No. 75/V/2018 of 12 March 2018.

Pursuant to resolution No. 16/V/2018 of 12 March 2018, the Supervisory Board of TAURON Polska Energia S.A. positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The aforementioned financial statements are subject to examination and approval by the General Meeting of the Company pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and Article 53(1) of the Accounting Act and § 35(1)(1) of the Company Articles of Association.

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

concerning the approval of the "*Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2017*"

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 2017*" covering the period from 01 January 2017 to 31 December 2017 is approved.

§ 2

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

Rationale:

In accordance with Article 49(1) of the Accounting Act of 29 September 1994 (Journal of Laws 2018, item 395), the "*Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2017*" has been approved by the Company Management Board under resolution No.76/V/2018 of 12 March 2018.

Pursuant to resolution No. 17/V/2018 of 12 March 2018, the Supervisory Board of TAURON Polska Energia S.A. positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The aforementioned Management Board report on the operations of TAURON Polska Energia S.A. is subject to examination and approval by the General Meeting of the Company 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 .

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

concerning the distribution of net profit for the financial year 2017.

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 decision is hereby taken to distribute net profit of the Company for the financial year 2017, covering the period from 1 January 2017 to 31 December 2017 in the amount of PLN 854,350,522.56 (in words: eight hundred fifty four million three hundred fifty thousand five hundred twenty two zlotys 56/100), through its full allocation for supplying the supplementary capital of the Company.

§ 2

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

Rationale:

In accordance with the TAURON Group Strategy adopted in 2016 and the approved (related thereto) and announced dividend policy, the aim of TAURON Polska Energia S.A. ("TAURON", the "Company") is to disburse, in a long-term perspective, the dividend to shareholders at a level of 40% of consolidated net profit.

Nevertheless, while recommending the method of distributing the generated profit to the General Meeting, the Management Board also takes into account:

- Group's liquidity position,
- market situation,
- implementation of the investment policy,
- cost and ability to raise financing,
- legal requirements and provisions of the financing agreements, in particular related to not breaching the defined value of the leverage ratio,
- need to maintain investment grade rating.

The consolidated financial statements of TAURON Group drawn up for the financial year ended on 31 December 2017 indicated the net result at a level of PLN 1,382,946 thousand. Nevertheless, taking into account the aforementioned factors, in particular the current development plan of TAURON Group comprising the implementation of the adopted investment programme requiring substantial financial resources exceeding the capacity to generate cash at an operating level of the Group, the Management Board of TAURON recommends to the General Meeting to distribute the financial result of TAURON through its

full allocation for supplying the supplementary capital of the Company. The aforementioned decision is consistent with the current report no. 35/2016, in which the Company has indicated that while assuming maintaining of the current financial forecasts, the first dividend will be recommended for disbursement in 2020.

TAURON Group is currently implementing a multiannual investment programme which requires substantial expenditure, the return from which is accomplished within a long timeframe. The time gap arising from various dates of incurring expenditure and gaining the return is partly financed by funds generated from operating activity, which are not disbursed in the form of dividend, whereas its remaining part is supplemented by long-term external financing. Raising funding is associated with the necessity to comply with covenants imposed on TAURON by financial institutions, including among others, in the scope of non-exceeding of the specific level of the net financial debt/ EBITDA ratio and maintaining of the investment rating by TAURON. In order to comply with the aforementioned covenants (including maintaining the rating at the investment level) and simultaneously implement the intensive investment programme, the Company is required to reach for more and more sophisticated and expensive financial instruments which would enable to cover the demand for cash without simultaneous charging of the debt ratio. At this point it should be mentioned that the central financing model operates in TAURON Group, where the Company is responsible for acquiring funding for other companies of the Group. Both funds acquired internally (from companies of the Group generating operating financial surpluses) and externally (from the financial market), are subsequently transferred to companies of TAURON Group, mainly for investment purposes.

The implementation of TAURON Group's investment programme within the consecutive ten years requires raising the expenditure in the amount of approximately PLN 30 billion, where the largest part, exceeding PLN 19 billion falls to the distribution segment. However, in the nearest period, expenditure on new generation capacity is equally important, therefore, in 2018-2021 capital expenditure is planned at an average level of approximately PLN 4 billion per year. The biggest investment in the generation segment is the construction of a power unit for supercritical parameters with the capacity of approximately 910 MW on the premises of Elektrownia Jaworzno III. The new unit will demonstrate high efficiency and dispatching capacity as well as low levels of emissions of NO_x, SO₂, CO₂ and particulate matter. By the end of 2017, the Group incurred expenditure of approximately PLN 3.4 billion for this project. Full expenditure was estimated at a level of over PLN 6 billion to be incurred even by 2019. Due to the insufficient level of own funds, covering of this expenditure requires further increase of debt, significantly affecting the rise in the net financial debt/ EBITDA ratio, the forecast level of which in the subsequent years shall increase to the threshold level determined in the covenants, which poses risk of its exceeding under the circumstances of worse financial results than planned and, as a consequence, the risk of partial suspension or postponing of planned investment.

The funds left in the Company may be not only allocated directly for the implementation of the investment but they will simultaneously reduce the demand for further financing and, at the same time, limit the growth in the debt factor, allowing for compliance with financial covenants imposed by financial institutions in the subsequent years (including the rating at an investment level) and enabling the implementation of intended investment plans.

The Supervisory Board of TAURON Polska Energia S.A. expressed in its resolution No. 18/V/2018 of 12 March 2018 positive assessment of the Management Board motion to the Ordinary General meeting of the Company concerning the distribution of net profit for the financial year 2017 through its full allocation for supplying the supplementary capital of the Company what was expressed in the resolution No. 78/V/2018 of 12 March 2018.

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

concerning granting the discharge from fulfilment of duties by the President of the Management Board, Filip Grzegorzczuk for 2017

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 Grzegorzczuk is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 31 December 2017.

§ 2

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

Rationale:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 22/V/2018 of 12 March 2018 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr Filip Grzegorzczuk from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 31 December 2017.

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

concerning granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Jarosław Broda for 2017

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 2017 to 31 December 2017.

§ 2

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

Rationale:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 23/V/2018 of 12 March 2018 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr Jarosław Broda from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 31 December 2017.

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

concerning granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Kamil Kamiński for 2017

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 2017 to 31 December 2017.

§ 2

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

Rationale:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 24/V/2018 of 12 March 2018 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr Kamil Kamiński from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 31 December 2017.

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

concerning granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Marek Wadowski for 2017

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 01 January 2017 to 31 December 2017.

§ 2

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

Rationale:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 25/V/2018 of 12 March 2018 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr Marek Wadowski from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 31 December 2017.

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

concerning granting the discharge from fulfilment of duties by Mr Piotr Zawistowski for 2017

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 2017 to 15 March 2017.

§ 2

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

Rationale:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 26/V/2018 of 12 March 2018 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr Piotr Zawistowski from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 15 March 2017.

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

concerning granting the discharge from fulfilment of duties by the Chairperson of the Supervisory Board, Beata Chłodzińska for 2017

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 Chairperson of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 31 December 2017.

§ 2

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

Rationale:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

In the financial year 2017 the Supervisory Board of TAURON Polska Energia S.A. performed their tasks in line with the generally applicable provisions of law, including Commercial Companies Code, as well as the Company Articles of Association and Best Practice of WSE Listed Companies.

The Supervisory Board of TAURON Polska Energia S.A., pursuant to resolution No. 21/V/2017 of 12 March 2018, adopted the "*Report on the Supervisory Board activities in the financial year 2016*" comprising, among others:

- 1) 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,

- 2) the assessment of the method of fulfilment of information obligations by the Company, in relation to the application of corporate governance principles defined in the Rules of the Exchange and provisions related to current and periodical information submitted by issuers of securities,
- 3) the assessment of the rationality of the policy of sponsorship, charity or other similar activities carried out by the Company,
- 4) the assessment of compliance with the criteria of independence by members of the Supervisory Board.

and submitted a motion to the Ordinary General Meeting to acknowledge the fulfilment of duties by Members of the Supervisory Board from duties performed by them in the financial year 2017.

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

concerning granting the discharge from fulfilment of duties by the Vice-Chairperson of the Supervisory Board, Teresa Famulska for 2017

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 Teresa Famulska is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 29 May 2017 to 19 June 2017 and her duties as the Chairperson of the Supervisory Board of TAURON Polska Energia S.A. performed from 20 June 2017 to 31 December 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by the Secretary of the Supervisory Board, Jacek Szyke for 2017

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 Secretary of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 31 December 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Radosław Domagalski-Łabędzki for 2017

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 Radosław Domagalski-Łabędzki is discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 29 May 2017 to 31 December 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Barbara Łasak-Jarszak for 2017

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 Barbara Łasak-Jarszak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 29 May 2017 to 31 December 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Paweł Pampuszko for 2017

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 Paweł Pampuszko is discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 29 May 2017 to 31 December 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Jan Płudowski for 2017

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 the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 31 December 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Agnieszka Woźniak for 2017

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 1 January 2017 to 31 December 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by Ms Anna Mańk for 2017

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 Vice-Chairperson of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 29 May 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by Mr Stanisław Bortkiewicz for 2017

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 the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 29 May 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by Mr Leszek Koziorowski for 2017

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 Koziorowski is discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 29 May 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by Mr Jacek Rawecki for 2017

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 the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 26 May 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.

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

concerning granting the discharge from fulfilment of duties by Mr Stefan Świątkowski for 2017

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 the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2017 to 29 May 2017.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2017 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2017 by the Member of the Supervisory Board, Beata Chłodzińska.