

FORM OF INSTRUCTIONS FOR VOTING BY PROXY

The Ordinary General Meeting convened on 16 April 2018 at 11.00 a.m., at Novotel Hotel in Katowice, al. Roździeńskiego 16 (conference room - ground floor).

Reservations:

1. This form shall not serve for the verification of the method of voting by Proxy on behalf of the Shareholder. The Proxies shall not submit a copy of these instructions to the Company.
2. This form shall not replace the Power of Attorney granted to the Proxy by the Shareholder.
3. Use of the form made available by the Company is not binding on the Shareholder and is not a prerequisite for submitting of a vote by the Proxy.
4. The method of exercising the vote by the Proxy depends on the provisions of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders are authorised to submit their own draft resolutions as well as amendments to drafts provided by the Management Board or Supervisory Board of TAURON Polska Energia S.A. Or other Shareholders, therefore the text of the resolution finally submitted for voting may differ from the text of the resolution originally published on the Company website. Moreover, on issues related to election within the same agenda, as a rule, several resolutions related to individual candidates will be subject to voting.

Item 2 of the agenda: Adopting the resolution concerning: the appointment of the Chairperson of the Ordinary General Meeting of the Company.

Proposed draft resolution:

**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.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Item 4 of the agenda: Adopting the resolution concerning: the adoption of the agenda of the Ordinary General Meeting of the Company.

Proposed draft resolution:

**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.

Votes*

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the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

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

Proposed draft resolution:

**RESOLUTION NO [·]
of the Ordinary General Meeting
of 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.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Item 6 of the agenda: Adopting the resolution concerning: the appointment of the Returning Committee of the Ordinary General Meeting

Proposed draft resolution:

**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.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Item 9 of the agenda: 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.

Proposed draft resolution:

**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.

Votes*

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the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Item 10 of the agenda: 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.

Proposed draft resolution:

**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 01 January 2017 to 31 December 2017 is approved.

§ 2

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

Votes*

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shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Item 11 of the agenda: 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.

Proposed draft resolution:

**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.

Votes*

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shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Item 12 of the agenda: 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.

Proposed draft resolution:

**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.

Votes*

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the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Item 13 of the agenda: Adoption of the resolution concerning covering of the net loss for the financial year 2017.

Proposed draft resolution:

**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.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Item 14 of the agenda: 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.

Proposed draft resolution:

**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 Grzegorzczak 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 Grzegorzczak 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.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**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.

Votes*

- For
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shares)**
- Against
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shares)**
- Abstained
(voting
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shares)**
- At discretion of
the Proxy
- Raising
Objection

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

Proposed draft resolution:

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.

Votes*

- For
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shares)**
- Against
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shares)**
- Abstained
(voting
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shares)**
- At discretion of
the Proxy
- Raising
Objection

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

Proposed draft resolution:

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 1 January 2017 to 31 December 2017.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**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.

Votes*

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the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Item 15 of the agenda: 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.

Proposed draft resolution:

**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.

Votes*

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shares)** | <input type="checkbox"/> Against
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shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**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 Vice-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.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**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.

Votes*

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the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**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.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

Proposed draft resolution:

**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.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

Proposed draft resolution:

**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.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

Proposed draft resolution:

**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.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

Proposed draft resolution:

**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.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**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.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

Proposed draft resolution:

**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.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

Proposed draft resolution:

**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 Koziowski 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 Koziowski 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.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

Proposed draft resolution:

**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 01 January 2017 to 26 May 2017.

§ 2

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

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

Proposed draft resolution:

**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 01 January 2017 to 29 May 2017.

§ 2

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

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

* Check the relevant box.

** The Shareholder may submit a different vote in a different way from each of the shares held.

*** The Shareholder may determine the method of voting by proxy depending on the fulfilment of specific conditions indicated in the text of the power of attorney.