

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2019**

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

The Extraordinary 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 Extraordinary General Meeting of the Company is hereby adopted:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Determination as to whether the Extraordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on waiving the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.
6. Appointment of the Returning Committee of the Extraordinary General Meeting.
7. Adoption of the resolution concerning the principles of determining remuneration of Management Board members and waiving resolution No. 5 of the Extraordinary General Meeting of the Company under the name: TAURON Polska Energia S.A. of 15 December 2016 on the principles of determining the remuneration of Management Board members and waiving resolution No. 36 of the Ordinary General Meeting of the Company under the name: TAURON Polska Energia S.A. of 29 May 2017 regarding the amendment of resolution No. 5 of the Extraordinary General Meeting of 15 December 2016 regarding the principles of determining the remuneration of Management Board members and waiving resolution No. 26 of the Ordinary General Meeting of the Company under the name: TAURON Polska Energia S.A. of 8 May 2019 on the amendment of resolution No. 5 of the Extraordinary General Meeting of 15 December 2016 on the principles of determining the remuneration of Management Board members.
8. Adoption of the resolution concerning amendment of resolution No. 6 of the Extraordinary General Meeting of the Company under the name: TAURON Polska Energia S.A. of 15 December 2016 on the principles of determining the remuneration of Supervisory Board members.
9. Adoption of resolutions concerning changes in the composition of the Company's Supervisory Board.
10. Closing of the session of the Extraordinary General Meeting.

§ 2

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