

FORM OF INSTRUCTIONS FOR VOTING BY PROXY

The Extraordinary General Meeting convened for 21 November 2019 at 10.00 a.m., at Novotel Katowice Centrum 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 mandatory 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 Extraordinary General Meeting

Proposed draft resolution:

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

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

The Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 of the By-laws of the General Meeting, resolves as follows:

§ 1

Mr / Ms [•] is hereby appointed as the Chairperson of the Extraordinary 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 Extraordinary General Meeting

Proposed draft resolution:

**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 regarding 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.

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 ***:

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

Proposed draft resolution:

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

concerning: waiving the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.

The Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting pursuant to Article 420 § 3 of the Commercial Companies Code and § 15(9) of the By-laws of the General Meeting, resolves as follows:

§ 1

The secrecy of the vote on the committees appointed by the Extraordinary 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 Extraordinary General Meeting

Proposed draft resolution:

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

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

The Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice acting pursuant to § 15(1) of the By-laws of the General Meeting, 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 ***:

* 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.