

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF  
TAURON POLSKA ENERGIA S.A. WITH ITS REGISTERED OFFICE IN KATOWICE OF  
CONVENING ORDINARY GENERAL MEETING OF THE COMPANY**

The Management Board of TAURON Poland Energia S.A. with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered in the register of entrepreneurs maintained by the District Court Katowice-Wschód in Katowice, VIII Commercial Department of the National Court Register, under KRS: 0000271562, NIP: 9542583988, share capital (paid in full): PLN 8,762,746,970 (**Company**), acting pursuant to Article 395, Article 399 § 1 and Article 402<sup>1</sup> of the Commercial Companies Code (**CCC**) and § 30(1) of the Articles of Association of the Company hereby convenes the Ordinary General Meeting of the Company and, pursuant to Article 402<sup>2</sup> of the CCC, presents the following information:

**1. The agenda takes into account the request received in electronic form on 11 March 2019 from the shareholder, KGHM Polska Miedź S.A., representing 10.39% of the share capital of TAURON Polska Energia S.A., to include in the agenda of the nearest Ordinary General Meeting of the Company an item concerning the adoption of resolutions on changes in the composition of the Supervisory Board of the Company.**

**2. Date, time and venue of the General Meeting and detailed agenda**

The Ordinary General Meeting of TAURON Polska Energia S.A. has been convened for **8 May 2019 at 10.00 a.m., at Novotel Katowice Centrum Hotel in Katowice, al. Różdzieńskiego 16 (conference room - ground floor)**. Registration of Shareholders with the right to participate who arrived at the General Meeting shall be held on the day of the Ordinary General Meeting **from 9:00 a.m.**

The agenda of the Ordinary General Meeting of the Company comprises:

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 activities of the Supervisory Board of TAURON Polska Energia S.A. in the financial year 2018”*, 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 disclosure 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 as well as the assessment of compliance with the criteria of independence by Members of the Supervisory Board,
- 2) *“Report of the Supervisory Board on the evaluation of the Financial statements of TAURON Polska Energia S.A., Consolidated financial statements of TAURON Capital Group, Report of the Management Board on activities of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year ended on 31 December 2018 including justification and the motion of the Management Board concerning the method of covering the net loss for the financial year 2018”.*
  9. Presentation of the *“Report of TAURON Polska Energia S.A. on representation expenses, expenditure on legal services, marketing services, public relations and social communication services as well as advisory services related to management incurred in 2018”*, including the opinion issued by the Supervisory Board.
  10. Examination of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and adoption of the resolution on its approval.
  11. Examination of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and adoption of the resolution on its approval.
  12. Examination of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018”* and adoption of the resolution on its approval.
  13. Adoption of the resolution concerning covering of the net loss for the financial year 2018.
  14. 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 2018.
  15. 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 2018.
  16. Adoption of resolutions concerning changes in the composition of the Company Supervisory Board.
  17. Closing of the session of the Ordinary General Meeting.

### **3. Description of procedures pertaining to participation in the General Meeting and exercising the right to vote.**

#### **a) Shareholder’s right to demand inclusion of specific issues on the agenda of the General Meeting.**

A Shareholder(s) representing minimum one twentieth of the share capital may demand inclusion of specific issues in the agenda of the General Meeting. The demand, including justification or draft resolution pertaining to the proposed agenda item, shall be submitted to the Management Board not later than twenty one days prior to the prescribed date of the General Meeting, i.e. **by 17 April 2019**. The demand may be submitted in electronic form to

the email address: [walnezgromadzenie@tauron.pl](mailto:walnezgromadzenie@tauron.pl) or in writing to the address: *Management Board of TAURON Polska Energia S.A., ul. ks. Piotra Ściegiennego 3, 40-114 Katowice.*

The Shareholder(s) shall annex the aforementioned demand with copies of registered certificates of the ownership of shares deposited on securities account, issued by companies managing securities accounts of the said Shareholders, acknowledging the right to submit the demand of inclusion of specific issues in the agenda of the General Meeting and the identity of the person(s) submitting the demand.

The Management Board of the TAURON Polska Energia S.A. shall immediately, not later than eighteen days prior to the established date of the General Meeting, i.e. **by 20 April 2019**, announce changes to the agenda made upon the Shareholders' request in the manner relevant for convening of the General Meeting, i.e. by publishing them on the Company website under the tab: [Investor Relations / Ordinary General Meeting](#) and in accordance with the procedure defined for disclosing current information in compliance with the regulations on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies.

**b) Shareholder's right to submit draft resolutions pertaining to the issues included in the agenda of the General Meeting or issues to be included in the agenda prior to the date of the General Meeting.**

A Shareholder(s) representing minimum one twentieth of the share capital may, prior to the date of the General Meeting, file draft resolutions pertaining to the issues included in the agenda of the General Meeting or issues to be included in it. The demand may be submitted in electronic form to the email address: [walnezgromadzenie@tauron.pl](mailto:walnezgromadzenie@tauron.pl) or in writing to the address: *Management Board of TAURON Polska Energia S.A., ul. ks. Piotra Ściegiennego 3, 40-114 Katowice.* The Company shall immediately announce draft resolutions on the Company's website under the tab: [Investor Relations / General Meeting](#).

The Shareholder(s) filing draft resolutions shall attach copies of registered deposit certificates issued by companies managing securities accounts of the said Shareholders, confirming the right to submit the aforementioned draft resolutions and the identity of the person(s) filing draft resolution.

**c) Shareholder's right to submit draft resolutions pertaining to the issues included in the agenda during the General Meeting.**

Each Shareholder may, during the General Meeting, submit draft resolutions pertaining to the issues included in the agenda. The drafts shall be presented in Polish.

**d) Information on the manner of exercising the right of vote by a proxy, including in particular forms to be used by the representative when voting, and the manner of notifying the Company by electronic means of the appointment of a proxy.**

A Shareholder may participate in the General Meeting and exercise its right of vote in person or through a proxy. Individuals jointly entitled under the securities may participate in the General Meeting and exercise their right of vote solely through their joint proxy.

Representatives of Shareholders being corporate bodies or business units without legal status, granted legal capacity under the act, shall provide the Company with valid excerpts from relevant registers, stating persons authorised to represent the Shareholders. Should there have occurred a change of persons authorised to represent a specific Shareholder and the change is yet to be disclosed in a relevant register, representatives of the Shareholder shall also provide relevant resolutions or statements of will from bodies or entities authorised to appoint and dismiss persons representing the Shareholder, acknowledging such change. If the Shareholder is not subject to the obligation to be entered in the register, their representatives shall provide another document acknowledging existence of the grantor and the rules of representation. Statutory representative and the so-called representatives appointed publicly (bankruptcy trustee, court supervisor, executor of a will, administrator *durante absentia*) shall produce documents indicating their authorization to act on behalf of the Shareholder.

The authorisation to participate in the General Meeting and exercise the right of vote shall be granted in a written form or in electronic format. The Shareholder may revoke their statement with respect to the appointment of a representative in the manner provided for in the preceding sentence. Granting the authorisation in electronic format does not need to be confirmed by electronic signature verified through a valid qualified certificate.

The proxy shall exercise all the Shareholder's rights during the General Meeting unless stipulated otherwise in the power of attorney. Should a member of the Supervisory Board or of the Management Board of TAURON Polska Energia S.A., an employee of the Company, a member of the bodies of or an employee of a subsidiary company of TAURON Polska Energia S.A. be the Shareholder's proxy during the General Meeting, the power of attorney may authorise representation of the Shareholder only during one General Meeting. The proxy referred to in the preceding sentence shall vote in accordance with the instructions given by the Shareholder. The foregoing provisions shall be applied accordingly if the Shareholder's proxy is another Shareholder and the agenda of the General Meeting includes adoption of a resolution with respect to the proxy's liability towards the Company, inclusive of granting them a vote of acceptance confirming discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company.

If a proxy is a member of the Management Board, an employee of the Company, a member of the bodies of or an employee of a subsidiary company of the Company as well as if a Shareholder represents another Shareholder and the agenda of the General Meeting includes adoption of a resolution with respect to the representative's liability towards the Company, inclusive of granting them a vote of acceptance confirming discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company, they shall disclose to the Shareholder any circumstances indicating existence or possibility of a possible or actual conflict of interests. It is recommended that the authorisation granted by the Shareholder to a member of the Management Board or an employee of the Company other than a member of the Management Board, as well as authorisation granted to a member of the bodies of or an employee of a subsidiary company of the Company contain the proxy's explicit statement indicating the aforementioned fact.

The representative may grant further power of attorney if so provided for in the content of the power of attorney on condition that if the Shareholder's proxy is a member of the Supervisory Board or of the Management Board of the Company, an employee of the Company or a member of the bodies of or an employee of a subsidiary company of the

Company, or another Shareholder, and the agenda of the General Meeting includes adoption of a resolution with respect to the proxy's liability towards the Company, inclusive of granting them a vote of acceptance confirming discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company, granting substitutionary power of attorney shall be excluded. The substitutionary proxy shall provide the Company with all documents indicating their authorisation, inclusive of the authorisation granted by the Shareholder to the proxy who has appointed the substitutionary proxy, and the documents provided for in § 8 (3) of the By-laws of the General Meeting of TAURON Polska Energia S.A. if the authorisation has been granted by a Shareholder being a corporate entity or a business unit without legal status, granted legal capacity under the Act. The above mentioned By-laws of the General Meeting of TAURON Polska Energia S.A. are available on the Company's website: [Investor relations / Our company / Corporate documents.](#)

The proxy may represent more than one Shareholder and vote differently on behalf of each Shareholder.

A Shareholder holding shares at more than one securities account may appoint separate proxy to exercise their rights under the shares at each of the accounts.

As of publication date of this announcement on the Company's website under the tab: [Investor Relations / General Meeting](#) the Company shall make available a form containing a template power of attorney and forms to be used by the proxy when voting. The Shareholder shall notify TAURON Polska Energia S.A. of granting authorisation in electronic format to the email address: [walnezgromadzenie@tauron.pl](mailto:walnezgromadzenie@tauron.pl). Along the notification of granting authorisation in the electronic format, the Shareholder shall send scanned power of attorney, scanned identity cards, passports or other documents enabling identification of the Shareholder as the grantor and of the appointed representative as well as the e-mail address via which the Company can communicate with the Shareholder and their proxy. In the event that the authorisation is granted by a corporate entity or a business unit, the Shareholder as the grantor shall in addition send scans of relevant documents provided for in § 8 section 3 of the By-laws of the General Meeting of TAURON Polska Energia S.A. Should the proxy be a corporate entity or a business unit, the Shareholder, as the grantor, shall in addition send scanned excerpts from the register in which the proxy has been registered. In the event that any document produced as evidence of granting authority has been developed in a language other than Polish, it shall be accompanied by its sworn translation into Polish. The Company may undertake reasonable measures aimed at identifying the Shareholder and the proxy. The verification may in particular involve inquiry by telephone or by e-mail, to be answered by the Shareholder and the proxy, aimed at ascertaining the fact of granting authority and the scope of it.

Rules pertaining to the notification of the power of attorney and identification of the proxy and of the grantor shall apply accordingly to the notification to the Company of revoking the power of attorney granted. The notification of granting and revoking the power of attorney without observing the aforementioned requirements shall not result in any legal consequences for the Company.

Selection of the procedure for appointing a proxy shall rest with the Shareholder and the Company shall not be held accountable for errors in completing the power of attorney form or for actions of persons exercising the proxy. Submission of the aforementioned documents

by electronic mail shall not release the proxy from the obligation to present documents identifying them when signing the list of attendance at the General Meeting. In the event of a failure to produce them, the Shareholder's proxy may not be permitted to participate in the General Meeting.

In the event of providing the proxy with instructions as to the exercise of the right of vote, the Company shall not verify whether the proxy exercises the right of vote in accordance with the instructions which they have received from the grantor.

The notice of granting or revoking a power of attorney in electronic form should be sent to TAURON Polska Energia S.A. **by 2 p.m.** on the business day immediately preceding the day of the General Meeting.

**e) Participation in the General Meeting by means of electronic communication.**

Due to the fact that the Articles of Association of the Company do not permit participation in the General Meeting by means of electronic communication, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of participation shall not be possible.

**f) Expressing opinions during the General Meeting by means of electronic communication.**

The Management Board of TAURON Polska Energia S.A. does not allow for expressing opinions during the General Meeting by means of electronic communication.

**g) Exercising the right of vote by means of correspondence or by means of electronic communication.**

Due to the fact that the Articles of Association of the Company do not permit to exercise the right of vote by means of electronic communication, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of voting shall not be possible.

Due to the fact that the By-laws of the General Meeting of TAURON Polska Energia S.A. do not permit to exercise the right of vote by means of correspondence, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of voting shall not be possible.

**4. Day of registration of participation in the General Meeting.**

The registration day shall be **22 April 2019**, i.e. sixteen days prior to the date of the General Meeting.

The registration day of participation in the General Meeting shall be the same for those granted upon registered shares and bearer shares.

**5. Information on the right to participate in the General Meeting.**

The right to participate in a General Meeting of the Company shall solely be due to persons being the Shareholders in the day of registration of participation in the General Meeting indicated in section 4. In order to participate in the proceedings of the General Meeting:

- 1) The Shareholders of dematerialised bearer shares, granted with a right to vote shall provide the company managing their securities account with a demand to be issued a registered certificate of the right to participate in the General Meeting.
- 2) The demand shall be filed not earlier than following announcement of convening a General Meeting and not later than on the first business day following the day of registration of participation in the General Meeting.

The list of Shareholders entitled to participate in the General Meeting shall be made available for review *at the office of the Company in Katowice, ul. Ks. Piotra Ściegiennego 3*, three business days prior to holding the General Meeting, **from 09.00 a.m. to 3.00 p.m. in Room No. 942**. A Shareholder may demand being sent a list of Shareholders free of charge by electronic mail, stating the address to which the list shall be sent. The demand may be submitted in electronic format to the email address: [walnezgromadzenie@tauron.pl](mailto:walnezgromadzenie@tauron.pl).

#### **6. Access to documentation related to the General Meeting.**

Documentation to be presented to the General Meeting, inclusive of draft resolutions, has been made available on the Company's website under the tab [Investor Relations / General Meeting](#), as of the day of convening the General Meeting. In the event that adoption of resolutions has not been planned, comments of the Management Board or the Supervisory Board of TAURON Polska Energia S.A. pertaining to issues included in the agenda of the General Meeting or issues to be included in the agenda prior to the day of it being held shall be made available on the Company's website immediately after their development.

The Shareholder may demand a copy of motions covered by the agenda one week before the General Meeting. Copies of the Report of the Management Board on the Company operations, together with the financial statements and a copy of the Supervisory Board report, and the statutory auditor's report shall be issued to the Shareholders on their request fifteen days prior the General Meeting at the latest, *at the registered office of the Company at ul.ks. Piotra Ściegiennego 3*.

#### **7. Address of the website where information pertaining to the General Meeting shall be made available.**

Information on the General Meeting is available on the following website [www.tauron.pl](http://www.tauron.pl) under the tab [Investor Relations / General Meeting](#).

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