

DRAFT

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

**concerning: amending resolution no. 5 of the Extraordinary General Meeting
of December 15, 2016**

§ 1

§ 3, section 2 of resolution no. 5 of the Extraordinary General Meeting of December 15, 2016 shall be amended and given the following wording:

"2. The following general catalogue of Management Targets for the Management Board shall be defined:

- a) achieving the EBITDA at the level approved in the Assets and Financial Plan for the given financial year,
- b) achieving the Net Debt to EBITDA ratio at the level approved in the Assets and Financial Plan for the given financial year,
- c) maintaining the rating of TAURON Polska Energia SA. at the investment grade level,
- d) achieving the effects of the restructuring programs or programs aimed at improving the Capital Group's operational efficiency underway,
- e) implementing the Capital Group's strategy, investment projects in accordance with the optimal, from the point of view of the profitability of the projects and the Capital Group's standing, schedule and budget,
- f) implementing the investment projects that are key for the security of electricity supply, in particular in the electricity generation and distribution lines of business, including, in 2020-2021, the investment projects related to BAT,
- g) selling the new products (selling products that include energy and products that are synergic with electricity and gas),
- h) improving quality indicators related to customer service or other operational metrics,
- i) expanding the Capital Group's innovations by carrying out research and development works, pilot projects as well as implementations, taking into account efficient utilization of the funds allocated for that purpose".

§ 2

The resolution shall come into force as of its adoption date.