

**Ordinary General Meeting
of TAURON Polska Energia S.A.
convened for 8 May 2019**

PROXY FORM

I (We) the undersigned, acting as a shareholder / representing the shareholder** of the company TAURON Polska Energia S.A. with its registered office in Katowice **(the "Company")**, hereby represent that:

.....**(the "Shareholder")**
(name and surname / company and registered address of the Shareholder)

holds..... shares of the Company
(number)

and I/we hereby authorise*:

Ms./Mr., holding an ID Card / passport / other official document confirming identity**, number, issued by

(the "Proxy") to act in accordance with the instructions on the voting procedure presented below / at the discretion of the Proxy**, in the scope described below.

or

..... (name / company) with the registered address: **(the "Proxy")** to act in accordance with the instructions on the voting procedure presented below / at the discretion of the Proxy**, in the scope described below.

The Proxy is authorised to grant further proxies Yes No

Pursuant to Article 412² § 3 and Article 413 § 2 of the Commercial Companies Code, if the proxy at the general meeting of a public company is:

- a) *a member of the management board, a member of the supervisory board, a liquidator, an employee of a public company or a member of governing bodies, or an employee of the company or a cooperative of the company subsidiary, or*
 - b) *other Shareholder, and the agenda of the General Meeting includes the adoption of a resolution concerning the proxy's liability towards the Company, inclusive of granting them a discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company,*
- the proxy may authorise to representation at only one general meeting.*

*The Proxy referred to in the preceding sentence shall be bound to disclose the circumstances indicating the existence or a possibility of occurrence of the conflict of interest to the Shareholder granting the proxy. **In such a case, granting of further proxies shall be excluded.***

Scope of empowerment: The Proxy shall be authorised to represent the Shareholder at the Ordinary General Meeting of the Company convened for 8 May 2019 at 10:00 a.m. at Novotel Katowice Centrum Hotel in Katowice, al. Roździeńskiego 16 (conference room - ground floor) (**“General Meeting”**), in particular, to take part and speak at the General Meeting in the scope of all items on the agenda / items on the agenda related to

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******, to sign the list of participants, to exercise the voting right on behalf and for the Shareholders, arising from shares held by it in the scope of all items on the agenda / items on the agenda related to

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.....
.....

****** and to perform any other activities associated with the General Meeting.

Does this proxy comprise all shares held by the Shareholder*?

Yes No

This proxy comprises shares held by the Shareholder***

Data of the Shareholder / persons authorised to represent the Shareholder:

Name and surname:.....

Name and surname:.....

Company (name) ****:.....

Company (name) ****:.....

Function ****:.....

Function ****:.....

Address:

Address:

Signature:

Signature:

Place:

Place:.....

Date:.....

Date:.....

* Check the relevant box.

** Delete as appropriate.*** Fill in only if this proxy does not comprise the overall shares held by the Shareholder.

**** Fill in only if the proxy is a legal person or an entity without legal personality.