

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

The Management Board of TAURON Polska Energia S.A. with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for Katowice - Wschód in Katowice, 8th Commercial Division of the National Court Register, under KRS No.: 0000271562, NIP: 9542583988, share capital (fully paid up): PLN 8,762,746,970 (**Company**), acting pursuant to Article 395, Article 399 § 1 and Article 402¹ of the Commercial Companies Code (**CCC**) and § 30(1) of the Company's Articles of Association, hereby convenes the Ordinary General Meeting of the Company and, in accordance with Article 402² of the CCC, presents the following information:

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

The Ordinary General Meeting of TAURON Polska Energia S.A. shall be convened for **15 July 2020 at 10:00 a.m., at Novotel Katowice Centrum Hotel in Katowice at al. Roździeńskiego 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 am**.

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

1. Opening of the Ordinary General Meeting.
2. Election of the Chairperson of the Ordinary General Meeting.
3. Acknowledgement that the Ordinary General Meeting has been duly convened and that it is capable of adopting binding resolutions.
4. Adoption of the agenda of the Ordinary General Meeting.
5. Adoption of a resolution on revoking the secrecy of voting on the election of committees appointed by the Ordinary General Meeting.
6. Election of the Ballot-Counting Committee of the Ordinary General Meeting.
7. Presentation of financial results of the Company and the TAURON Polska Energia S.A. Group.
8. Presentation of the following reports of the Supervisory Board:
 - 1) *“Report on the activities of the Supervisory Board in the financial year 2019”* containing among others: assessment of the Company's situation, including assessment of internal control systems, risk management, compliance and the internal audit function, covering all significant control mechanisms, including in particular those relating to financial reporting and operating activities, assessment of the manner in which the Company fulfils its information obligations concerning the

application of corporate governance principles, assessment of the rationality of the Company's policy in the field of sponsoring, charity or other similar activities, and assessment of compliance with independence criteria by Members of the Supervisory Board,

- 2) *"Report of the Supervisory Board on the assessment of the Financial Statements of TAURON Polska Energia S.A., the Consolidated Financial Statements of the TAURON Group, the Management Report on the operations of TAURON Polska Energia S.A. and the TAURON Group for the financial year ended 31 December 2019 including its justification and the Management Board's proposal to cover the net loss for the financial year 2019"*.
9. Consideration of the *"Financial Statements of TAURON Polska Energia S.A. for the year ended 31 December 2019 compliant with the International Financial Reporting Standards approved by the European Union"* and adoption of a resolution on its approval.
10. Consideration of the *"Consolidated Financial Statements of the TAURON Polska Energia S.A. Group for the year ended on 31 December 2019 compliant with the International Financial Reporting Standards approved by the European Union"* and adoption of a resolution on its approval.
11. Consideration of the *"Management Report on the operations of TAURON Polska Energia S.A. and the TAURON Group for the financial year 2019"* and adoption of a resolution on its approval.
12. Adoption of a resolution on covering the net loss for the financial year 2019.
13. Adoption of resolutions on the acknowledgement of the fulfilment of duties for all Members of the Company's Management Board who performed their functions in the financial year 2019.
14. Adoption of resolutions on the acknowledgement of the fulfilment of duties for all Members of the Company's Supervisory Board who performed their functions in the financial year 2019.
15. Adoption of a resolution on amendments to the Company's Articles of Association.
16. Adoption of a resolution on the "Remuneration Policy for Members of the Management Board and the Supervisory Board at TAURON Polska Energia S.A."
17. Adoption of a resolution on determining the number of members of the Company's Supervisory Board.
18. Election to the Supervisory Board of TAURON Polska Energia S.A. for the 6th common term of office and adoption of resolutions on appointing members of the Supervisory Board for the 6th common term of office.
19. Closing of the Ordinary General Meeting.

2. Description of the procedures concerning participation in the General Meeting and the exercise of voting rights.

a) Shareholder's right to request that certain items be placed on the agenda of the General Meeting.

A Shareholder(s) representing at least one twentieth of the share capital may request that certain items be placed on the agenda of the General Meeting. This request, including a justification or a draft resolution concerning the proposed item on the agenda, should be submitted to the Management Board not later than twenty-one days before the scheduled date of the General Meeting, i.e. **by 24 June 2020**. The request may be submitted in electronic form to the e-mail address: 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.*

A Shareholder(s) shall attach to the aforementioned request copies of registered certificates of deposit issued by entities maintaining securities accounts of those Shareholders, confirming the right to request the inclusion of certain items on the agenda of the General Meeting and the identity of the person or persons submitting the request.

The Management Board of TAURON Polska Energia S.A. shall immediately, however, not later than eighteen days prior to the scheduled date of the General Meeting, i.e. **by 27 June 2020**, announce the changes to the agenda introduced at the request of the Shareholders in the manner appropriate for convening the General Meeting, i.e. by placing them on the Company's website under the tab: [Investor Relations/ General Meeting](#) and in the manner prescribed for the provision of current information in accordance with the regulations on public offerings and the conditions for introducing financial instruments to the organised trading system and on public companies.

b) Shareholder's right to submit draft resolutions concerning the items placed on the agenda of the General Meeting or the items to be placed on the agenda before the date of the General Meeting.

A Shareholder(s) representing at least one-twentieth of the share capital may, before the date of the General Meeting, submit draft resolutions concerning the items placed on the agenda of the General Meeting or the items to be placed on the agenda. The request may be submitted in electronic form to the e-mail address: 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) submitting draft resolutions shall attach copies of registered certificates of deposit issued by entities maintaining securities accounts of those Shareholders, confirming the right to submit the aforementioned draft resolutions and the identity of the person or persons proposing draft resolutions.

c) Shareholder's right to submit draft resolutions concerning the items placed on the agenda during the General Meeting.

Each Shareholder may, during the General Meeting, submit draft resolutions concerning the items placed on the agenda. The drafts shall be presented in Polish.

d) Information on the manner of exercising the voting right by a proxy, including in particular the forms used during voting by the proxy, and the manner of notifying the Company by electronic means of communication of the appointment of the proxy.

A Shareholder may participate in the General Meeting and exercise their voting right in person or by a proxy. Beneficiaries of rights attached to shares may participate in the General Meeting and exercise their voting rights only through a joint proxy.

Representatives of Shareholders who are legal persons or organisational units without legal personality, granted legal capacity by law, shall provide the Company with valid excerpts from relevant registers, listing the persons authorised to represent the Shareholders. If there has been a change in the persons authorised to represent a specific Shareholder and the change has not yet been disclosed in the relevant register, representatives of the Shareholder shall also provide relevant resolutions or declarations of will of authorities or entities authorised to appoint and dismiss persons representing the Shareholder, confirming such change. If the Shareholder is not subject to the obligation to be entered in the register, their representatives shall provide another document confirming the existence of the principal and the rules of representation. Statutory representatives and so-called representatives appointed publicly (bankruptcy trustee, court supervisor, executor of the will, administrator *durante absentia*) shall produce documents showing their authorisation to act on behalf of the Shareholder.

A proxy to participate in the General Meeting and exercise the voting right must be granted in writing or in electronic form. The Shareholder may revoke their statement on the appointment of a proxy in the manner referred to in the previous sentence. Granting a proxy in electronic form does not require a secure electronic signature verified with a valid qualified certificate.

The proxy shall exercise all rights of the Shareholder at the General Meeting unless the proxy document provides otherwise. Should a member of the Supervisory Board or of the Management Board of TAURON Polska Energia S.A., an employee of the Company or a member of the bodies of or an employee of a subsidiary of TAURON Polska Energia S.A. be the Shareholder's proxy at the General Meeting, a proxy document may authorise representation of the Shareholder only at 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 apply *mutatis mutandis* 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 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 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, they shall disclose to the Shareholder any circumstances indicating existence or possibility of a possible or actual conflict of interests. It is recommended that a proxy granted by a 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 a proxy granted to a member of the bodies or an employee of a subsidiary of the Company, contain the proxy's explicit statement indicating the aforementioned fact.

The proxy may grant further proxies if so provided for in the proxy document, except 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 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 a substitute proxy shall be excluded. A substitute proxy shall provide the Company with all documents indicating their authorisation, including the proxy granted by the Shareholder to the proxy who has appointed the substitute proxy, and the documents indicated in § 8(3) of the By-Laws of the General Meeting of TAURON Polska Energia S.A. if the proxy has been granted by a Shareholder who is a legal person or an organisational unit without legal personality, granted legal capacity by law. The aforementioned By-Laws of the General Meeting of TAURON Polska Energia S.A. are available on the Company's website under the tab: [Investor Relations / Our Company / Corporate documents](#).

The proxy may represent more than one Shareholder and cast different votes from the shares held by each Shareholder.

A Shareholder holding the shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each of the accounts.

As of the publication date of this announcement on the Company's website under the tab: [Investor Relations / General Meeting](#), the Company shall make available for download a form containing a model proxy and forms used during voting by the proxy. The Shareholder shall notify TAURON Polska Energia S.A. of granting the proxy in electronic form to the e-mail address: walnezgromadzenie@tauron.pl. Along with the notification of granting the proxy in electronic form, the Shareholder shall send a scan of the granted proxy, a scan of the identity card, passport or other document enabling identification of the Shareholder as the principal and the appointed proxy and an e-mail address through which the Company will be able to communicate with the Shareholder and their proxy. If the proxy is granted by a legal person or an organisational unit without legal personality, the Shareholder, as the principal, shall additionally send a scan of the relevant documents referred to in § 8(3) of the By-Laws of the General Meeting of TAURON Polska Energia S.A. If the proxy is a legal person or an organisational unit without legal personality, the Shareholder, as the principal, shall additionally send a scan of an extract from the register in which the proxy is registered. If any document produced as proof of the proxy is drawn up in a language other than Polish, it shall be accompanied by a 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, in order to confirm that the proxy has been granted.

The rules concerning notification of the proxy and identification of the proxy and the principal shall apply accordingly to the notification to the Company of revoking the proxy granted. The notification of granting and revoking a proxy without observing the requirements specified above shall have no legal effect on the Company.

The choice of the method of appointing a proxy shall rest with the Shareholder and the Company shall not be liable for any errors in filling in the proxy form or for actions of persons using the proxy. The fact of sending the aforementioned documents by

electronic mail shall not release the proxy from the obligation to present the documents used for their identification when signing the attendance list at the General Meeting. If they are not presented, the Shareholder's proxy may not be allowed to participate in the General Meeting.

If the proxy is instructed to exercise the voting right, the Company shall not verify whether the proxy exercises the voting right in accordance with the instructions received from the principal.

The notification of granting or revoking a proxy in electronic form shall be sent to TAURON Polska Energia S.A. **by 2:00 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 Company's Articles of Association 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 voting rights by means of correspondence or by electronic means of communication.

Due to the fact that the Company's Articles of Association do not permit the exercise of voting rights 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 provide for the exercise of voting rights 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.

3. Date of registration of participation in the General Meeting.

The registration day shall be **29 June 2020**, i.e. sixteen days before the date of the General Meeting.

The date of registration of participation in the General Meeting shall be the same for holders of bearer shares and registered shares.

4. Information on the right to participate in the General Meeting.

Only persons who are Shareholders of the Company on the date of registration of participation in the General Meeting specified in section 3 shall have the right to participate in the General Meeting. In order to participate in the General Meeting:

- 1) Holders of dematerialised bearer shares shall submit to the entity maintaining the securities account a request to issue a registered certificate of the right to participate in the General Meeting, not earlier than after the announcement of convening the General Meeting and not later than on the first business day after the date of registration of participation in the General Meeting.
- 2) Holders of registered shares with the right to vote shall be entitled to participate in the General Meeting of the Company if they are entered in the Register of Shares on the date 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 Company's registered office in Katowice, at ul. ks. Piotra Ściegiennego 3*, three business days before the date of the General Meeting from **9:00 a.m. to 3:00 p.m. in Room No. 942**. A Shareholder may request that the list of Shareholders be sent to them by e-mail free of charge, stating the address to which the list should be sent. The request may be submitted in electronic form to the e-mail address: walnezgromadzenie@tauron.pl.

5. Access to documentation related to the General Meeting.

The documentation to be presented to the General Meeting, including draft resolutions, shall be available on the Company's website under the tab [Investor Relations / General Meeting](#) from the date of convening the General Meeting. If no resolutions are expected to be adopted, the comments of the Management Board or the Supervisory Board of TAURON Polska Energia S.A. concerning items included in the agenda of the General Meeting or items which are to be included in the agenda before the date of the Meeting shall be available on the Company's website immediately after they are drawn up.

A Shareholder shall have the right to request that the copies of motions concerning the items on the agenda be issued to them one week before the General Meeting. Copies of the Management Report on the operations of the Company and the Financial Statements including a copy of the Supervisory Board's report and the auditor's opinion shall be issued to the Shareholders at their request, at the latest fifteen days before the General Meeting *in the Company's registered office in Katowice, at ul. ks. Piotra Ściegiennego 3*.

6. Proposed amendments to the Articles of Association of TAURON Polska Energia Spółka Akcyjna with its registered office in Katowice

Pursuant to Article 402 § 2 of the Commercial Companies Code, the proposed amendments to the Articles of Association of TAURON Polska Energia Spółka Akcyjna with its registered office in Katowice are presented below:

- 1) **in § 13, sub-paragraph 5 and sub-paragraph 6 shall be added reading as follows:**

„5. The Management Board meeting may also be attended by means of direct remote communication.

6. *The Management Board may pass resolutions in writing or by means of direct remote communication.*”

2) § 17(4)(4) of the Company’s Articles of Association reading as follows:

“4) The announcement on the qualification procedure is published on the website of the Company and in the Public Information Bulletin of the Ministry of Energy,”

shall be read as follows:

“4) The announcement on the qualification procedure is published on the website of the Company and in the Public Information Bulletin of the minister responsible for exercising the rights attached to State Treasury shares,”

3) § 18 of the Company’s Articles of Association reading as follows:

“The principles for determining remuneration of Management Board members are defined by the General Meeting, taking into account the provisions of the Act of 9 June 2016 concerning principles for determining remuneration of persons managing certain companies.”

shall be read as follows:

„1. The General Meeting shall adopt the remuneration policy for members of the Management Board and the Supervisory Board of the Company, taking into account the requirements of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies.

2. The principles for determining remuneration of Management Board members are defined by the General Meeting, taking into account the provisions of the Act of 9 June 2016 concerning principles for determining remuneration of persons managing certain companies.”

4) in § 20(2) of the Company’s Articles of Association, item 14) shall be added reading as follows:

“14) conclude a material transaction with a related entity within the meaning of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies.”

5) § 23(1)(2) of the Company’s Articles of Association reading as follows:

“2) in the period, in which the State Treasury, together with State Treasury subsidiaries in the meaning of § 10 section 5 of the Articles of Association, has a number of Company’s shares entitling to perform under 25% (twenty five percent) of the total votes in the Company, the State Treasury, represented by the minister responsible for the issues of the State Treasury is authorized to appoint and dismiss one member of the Supervisory Board.”

shall be read as follows:

”2) in the period, in which the State Treasury, together with State Treasury subsidiaries in the meaning of § 10 section 5 of the Articles of Association, has a number of the Company’s shares entitling to exercise under 25% (twenty five percent) of the total voting rights in the Company, the State Treasury, represented by the minister responsible for exercising the rights attached to the State Treasury shares is authorised to appoint and dismiss one member of the Supervisory Board.”

6) § 27 of the Company's Articles of Association reading as follows:

- “1. The Supervisory Board shall pass resolutions, if at the meeting at least half of its members are present, and all its members have been invited.
2. The Supervisory Board shall pass resolutions in an open ballot.
3. Secret ballot is ordered upon a motion of the Supervisory Board's member as well as in personnel-related issues. In the case of ordering a secret ballot, stipulations of sections 4 shall not apply.
4. The Supervisory Board may pass resolutions in a written mode or by using means of direct distance communication, subject to art. 388 § 4 of the Code of Commercial Companies. Passing a resolution in this way requires prior submission of a draft of the resolution to all members of the Supervisory Board.
5. Resolutions passed in the mode defined in section 4 shall be presented on the next coming meeting of the Supervisory Board together with the results of the voting.

shall be read as follows:

- „1. The Supervisory Board shall pass resolutions, if at the meeting at least half of its members are present, and all its members have been invited.*
- 2. The Supervisory Board meeting may also be attended by means of direct remote communication.*
- 3. The Supervisory Board shall pass resolutions in an open ballot.*
- 4. A secret ballot is ordered upon a motion of the Supervisory Board's member as well as in personnel-related issues.*
- 5. The Supervisory Board may pass resolutions in writing or by means of direct remote communication. A resolution shall be valid when all members of the Board have been notified of the content of the draft resolution and at least half of the members of the Board have participated in adopting the resolution.*
- 6. The Supervisory Board may adopt resolutions in the manner referred to in sub-paragraph 5 also on the matters referred to in sub-paragraph 4, unless any member of the Board objects.*
- 7. Resolutions adopted in the manner referred to in sub-paragraph 5 shall be presented at the next meeting of the Supervisory Board together with the results of the voting.”*

7) § 38¹(3)(1) of the Company's Articles of Association reading as follows:

- “1) The call for tender or auction shall be published in the Public Information Bulletin on the website of the Minister of Energy, on the website of the Company, in a visible place accessible to the public, on the premises of the Company and in other places customarily accepted for placing announcements,”

shall be read as follows:

- “1) The call for tender or auction shall be published in the Public Information Bulletin of the minister responsible for exercising the rights attached to the State Treasury shares, on the website of the Company, in a visible place accessible to the public, on the premises of the Company and in other places customarily accepted for placing announcements.”*

7. Address of the website where information concerning the General Meeting shall be made available.

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