

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

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

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

§ 1

Mr / Ms [•] is hereby appointed as the Chairperson of the Ordinary General Meeting of the Company.

§ 2

The Resolution shall enter into force as of its adoption date.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: the adoption of the agenda of the Ordinary General Meeting of the Company

The Ordinary 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 Ordinary General Meeting of the Company is hereby adopted:

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 2020”* 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 2020 including its justification and the Management Board’s proposal to cover the net loss for the financial year 2020”*.
9. Consideration of the *“Financial Statements of TAURON Polska Energia S.A. for the year ended 31 December 2020 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 2020 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 2020”* and adoption of a resolution on its approval.
12. Adoption of a resolution on covering the net loss for the financial year 2020.
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 2020.
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 2020.
15. Adoption of a resolution on amendments to the Company’s Articles of Association.
16. Adoption of a resolution on amendments to the *“By-Laws of the General Meeting of TAURON Polska Energia S.A.”*.
17. Adoption of a resolution on the *“Report on the remuneration of members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A. for 2019-2020”*.
18. Adoption of a resolution on determining the number of members of the Company’s Supervisory Board.
19. Supplementary elections to the Supervisory Board of TAURON Polska Energia S.A. and adopting resolutions on the appointment of Members of the Supervisory Board for a VI joint term of office.
20. Closing of the Ordinary General Meeting.

§ 2

The Resolution shall enter into force as of its adoption date.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

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

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

§ 1

The secrecy of the vote on the committees appointed by the Ordinary General Meeting is hereby waived.

§ 2

The Resolution shall enter into force as of its adoption date.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

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

Acting pursuant to § 15(1) of the By-laws of the General Meeting, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice 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.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: the approval of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2020 prepared in accordance with International Financial Reporting Standards approved by the European Union”*

Acting pursuant to Article 53(1) of the Accounting Act of 29 September 1994 and Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified statements, conducted by the Supervisory Board of the Company, the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2020 prepared in accordance with International Financial Reporting Standards approved by the European Union”* are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2020 showing comprehensive income in the amount of PLN (3.685.022) thousand and net loss for the financial year 2020 in the amount of PLN (3.589.655) thousand,
- 2) Statement of financial standing as at 31 December 2020, which indicates the total balance of assets and liabilities in the amount of PLN 28.708.142 thousand,
- 3) Statement of changes in equity for the year ended on 31 December 2020 showing equity decrease of PLN 3.685.022 thousand,
- 4) Statement of cash flows for the year ended on 31 December 2020 showing net cash flow decrease by the amount of PLN 693.864 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

§ 2

The Resolution shall enter into force as of its adoption date.

Substantiation of adopting the above-mentioned resolution:

In accordance with Article 52 of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351) the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2020 prepared in accordance with International Financial Reporting Standards*

approved by the European Union” have been approved by the Company Management Board under resolution No. 84/VI/2021 of 29 March 2021.

Pursuant to resolution No. 24/VI/2021 of 30 March 2021, the Supervisory Board of TAURON Polska Energia S.A. positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The aforementioned financial statements of TAURON Polska Energia S.A. are subject to examination and approval by the General Meeting of the Company pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and Article 53(1) of the Accounting Act and § 35(1)(1) of the Articles of Association of the Company.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: the approval of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2020 prepared in accordance with International Financial Reporting Standards approved by the European Union”*

Acting pursuant to Article 63c(4) of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code and § 35(1)(1) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified statements, conducted by the Supervisory Board of the Company, the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2020 prepared in accordance with International Financial Reporting Standards approved by the European Union”* are approved, which consist of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2020 showing the total income in the amount of PLN (2.675.883) thousand and net loss for the financial year 2020 in the amount of PLN (2.487.877) thousand,
- 2) Consolidated statement of financial standing as at 31 December 2020, which indicates the total balance of assets and liabilities in the amount of PLN 39.411.064 thousand,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2020 showing equity decrease by the amount of PLN 2.680.395 thousand,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2020 showing cash flow increase by the amount of PLN 308.224 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 55(1), Article 63c(4) of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351) the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2020 prepared in accordance with International Financial Reporting Standards approved by the European Union”* have been

approved by the Company Management Board under resolution No. 83/VI/2021 of 29 March 2021.

Pursuant to resolution No. 26/VI/2021 of 30 March 2021 the Supervisory Board of TAURON Polska Energia S.A. positively evaluated the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2020 prepared in accordance with International Financial Reporting Standards approved by the European Union”* as to their conformity with the ledgers and documents as well as actual state and requested its examination and approval by the Ordinary General Meeting.

The aforementioned consolidated financial statements of TAURON Capital Group are subject to examination and approval by the General Meeting of the Company pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63(c)(4) of the Accounting Act and § 35(1)(1) of the Company Articles of Association.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: the approval of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2020”*

Acting pursuant to Article 393 item 1), Article 395(2)(1) and Article 395(5), as well as Article 63c(4) in connection with Article 55(2a) of the Accounting Act of 29 September 1994 and § 35(1)(1) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the hereunder report, conducted by the Supervisory Board of the Company, the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2020”* covering the period from 1 January 2020 to 31 December 2020 is approved.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

In accordance with Article 55(2a) of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351), the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2020”* has been approved by the Company Management Board under resolution No. 85/VI/2021 of 29 March 2021.

Pursuant to resolution No. 27/VI/2021 of 30 March 2021, the Supervisory Board of TAURON Polska Energia S.A. positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The aforementioned Management Board report on the operations of TAURON Polska Energia S.A. Capital Group is subject to examination and approval by the General Meeting of the Company pursuant to Article 393(1), Article 395(2)(1) and Article 395(5), as well as Article 63c(4) in conjunction with Article 55(2a) of the Accounting Act and § 35(1)(1) of the Articles of Association of the Company.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: covering of the net loss for the financial year 2020.

Acting pursuant to Article 395 § 2(2) of the Commercial Companies Code and § 35(1)(3) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

It is hereby decided to cover the net loss of TAURON Polska Energia S.A. for the financial year 2020 covering the period from 1 January 2020 to 31 December 2020 in the amount of PLN (3.589.655.351,89) (in words: three billion five hundred eighty nine million six hundred fifty five thousand three hundred fifty one zloty 89/100) from the Company supplementary capital.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The financial statements of TAURON Polska Energia S.A. drawn up for the financial year ended on 31 December 2020 indicated the net loss in the amount of PLN (3 589 655 351,89).

The main reasons influencing the financial result were the following events:

- recognition of an impairment loss on fixed assets classified as held for sale, including mainly shares in TAURON Ciepło Sp. z o.o. in the amount of PLN 1,394,167 thousand. The need to create a write-down is related to the fact that the estimated fair value of the company based on information collected in the course of the market process of sale of shares in TAURON Ciepło Sp. z o.o., reduced by selling costs, is lower than the current book value of the involvement in respect of shares and loans granted,
- recognition of an impairment loss on shares and stocks in TAURON Wytwarzanie S.A. companies in the amount of PLN 194 467 thousand and TAURON Ekoenergia Sp. z o.o. in the amount of PLN 376,106 thousand, which is the result of the conducted impairment tests, indicating the impairment of the carrying value of the stocks and shares of the above-mentioned companies,
- recognition of the net cost of revaluation of loans in the amount of PLN 1,453,476 thousand, which was mainly influenced by the valuation of loans granted to TAURON Wydobywanie S.A. PLN 1 159 739 thousand and Elektrociepłownia Stalowa Wola S.A. in the amount of PLN 222 361 thousand. The recognition of the above cost is the result of the analyses carried out as at 31 December 2020, which showed the legitimacy of reducing the carrying amount of loans

granted by TAURON Polska Energia S.A. for TAURON Wydobycie S.A. and for Elektrociepłownia Stalowa Wola S.A. Moreover, the costs were affected by the recognition, in accordance with IFRS 9 Financial Instruments, of a loss on modification of financial instruments in the amount of PLN 62,131 thousand, due to the change in the contractual provisions of intra-group loans.

- recognition of the cost of the provision for an onerous contract, i.e. a long-term purchase contract by TAURON Polska Energia S.A. electricity generated in the 910 MW unit in Jaworzno ("Agreement") in the amount of PLN 1,109,897 thousand. The conclusion of the Agreement was related to the transaction about which TAURON Polska Energia S.A. informed in current reports No. 11/2018 of March 28, 2018 and No. 24/2018 of 26 July 2018. The conducted analyses showed that the provision was justified in the company's separate financial statements for 2020.

- recognition of dividend income for the total amount of PLN 1,082,031 thousand.

Taking into account Art. 395 and 396 of the Commercial Companies Code, pursuant to which the supplementary capital is created to cover losses, and its use is decided by the General Meeting of the Company, it is reasonable for the Management Board to apply to the Annual General Meeting of TAURON Polska Energia S.A. with a motion to cover the net loss in the amount of PLN (3 589 655 351.89) disclosed in the Company's financial statements from the supplementary capital.

The Supervisory Board of TAURON Polska Energia SA, by resolution No. 25/VI/2021 of 30 March 2021, positively assessed the request of the Management Board to the Ordinary General Meeting of the Company expressed in resolution No. 86/VI/2021 of 29 March 2021 regarding loss coverage net incurred by the Company for the financial year 2020, from the Company's supplementary capital.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning granting the discharge from fulfilment of duties for the Vice President of the Management Board, Marek Wadowski for 2020

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Marek Wadowski is discharged from fulfilment of his duties as the Vice President of the Management Board for Finance of TAURON Polska Energia S.A. performed from 1 January 2020 to 31 December 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 29/VI/2021 of 30 March 2021 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Marek Wadowski from fulfilment of his duties as the Vice-President of the Management Board for Finance of TAURON Polska Energia S.A. performed from 1 January 2020 to 31 December 2020.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by the Vice President of the Management Board, Jerzy Topolski for 2020

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jerzy Topolski is discharged from fulfilment of his duties as the Vice President of the Management Board for Asset Management of TAURON Polska Energia S.A. performed from 15 July 2020 to 31 December 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 30/VI/2021 of 30 March 2021 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Jerzy Topolski from fulfilment of his duties as the Vice President of the Management Board for Asset Management of TAURON Polska Energia S.A. performed from 15 July 2020 to 31 December 2020.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by Mr. Wojciech Ignacok for 2020

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Wojciech Ignacok is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 15 July 2020 to 31 December 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and the report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 31/VI/2021 of 30 March 2021 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Wojciech Ignacok from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 15 July 2020 to 31 December 2020.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by Mr. Filip Grzegorzczuk for 2020

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Filip Grzegorzczuk is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 14 July 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and the report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 32/VI/2021 of 30 March 2021 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Filip Grzegorzczuk from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 14 July 2020.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by Mr. Jarosław Broda for 2020

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jarosław Broda is discharged from fulfilment of his duties as the Vice President of the Management Board for Asset Management and Development of TAURON Polska Energia S.A. performed from 1 January 2019 to 14 July 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

The Supervisory Board did not adopt a resolution on asking the General Meeting of the Company to discharge Mr. Jarosław Broda from the fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed in the period from 1 January 2020 to 14 July 2020.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Mr. Andrzej Kania for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Andrzej Kania is discharged from fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 22 May 2020 to 31 December 2020 including duties as the Chair of the Supervisory Board of TAURON Polska Energia S.A.

§ 2

The Resolution shall enter into force as of its adoption date.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

In the financial year 2020 the Supervisory Board of TAURON Polska Energia S.A. performed their tasks in line with the generally applicable provisions of law, including Commercial Companies Code, as well as the Articles of Association of the Company and Best Practice of WSE Listed Companies.

The Supervisory Board of TAURON Polska Energia S.A., pursuant to resolution No. 22/VI/2021 of 30 March 2021 adopted the *"Report on the activities of the Supervisory Board of TAURON Polska Energia S.A. in the financial year 2020"* comprising, among others:

- 1) 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,
- 2) the assessment of the method of fulfilment of information obligations by the Company, in relation to the application of corporate governance principles defined in the Rules of

- the Exchange and provisions related to current and periodical information submitted by issuers of securities,
- 3) the assessment of the rationality of the policy of sponsorship, charity or other similar activities carried out by the Company,
 - 4) the assessment of compliance with the criteria of independence by members of the Supervisory Board.

and submitted a motion to the Ordinary General Meeting to acknowledge the fulfilment of duties by Members of the Supervisory Board from duties performed by them in the financial year 2020.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by the Vice Chair of the Supervisory Board, Ms. Teresa Famulska for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Teresa Famulska is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed in the period from 1 January 2020 to 15 July 2020 and from 3 August 2020 to 31 December 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by the Secretary of the Supervisory Board, Ms. Katarzyna Taczanowska for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Katarzyna Taczanowska is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 31 December 2020, including fulfilment of her duties as the Secretary of the Supervisory Board of TAURON Polska Energia S.A.

§ 2

The Resolution shall enter into force as of its adoption date.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

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**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Mr. Ryszard Madziar for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Ryszard Madziar is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 15 July 2020 to 31 December 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Mr. Grzegorz Peczkis for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Grzegorz Peczkis is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 31 December 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board Ms. Barbara Piontek for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Barbara Piontek is discharged from the fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 5 June 2020 to 31 December 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by Ms. Beata Chłodzińska for 2020

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Beata Chłodzińska is discharged from the fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 27 April 2020 including fulfilment of her duties as the Chair of the Supervisory Board of TAURON Polska Energia S.A.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by Mr. Jacek Szyke for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jacek Szyke is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 20 April 2020 including fulfilment of his duties as the Secretary of the Supervisory Board of TAURON Polska Energia S.A.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties for Ms. Barbara Łasak-Jarszak for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Barbara Łasak-Jarszak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 15 July 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by Mr. Jan Płudowski for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jan Płudowski is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 5 June 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties by Mr. Marcin Szlenk for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Marcin Szlenk is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 20 April 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties for Mr. Andrzej Śliwka for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Andrzej Śliwka is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 24 March 2020 to 16 June 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: granting the discharge from fulfilment of duties for Ms. Agnieszka Woźniak for 2020.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Agnieszka Woźniak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2020 to 24 March 2020.

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2020 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Andrzej Kania for 2020.

DRAFT

**RESOLUTION NO [·]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: amendments to “The Articles of Association of the Company of TAURON Polska Energia S.A.”

Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, acting pursuant to art. 430 § 1 of the Code of Commercial Companies and § 35(1) item 18) of the Company Articles of Association, resolves as follows:

§ 1

The following changes are made to “The Articles of Association of TAURON Polska Energia S.A.”:

1) existing § 8 of the Company’s Articles of Association shall be given the following wording:

1. Company’s shares are ordinary bearer shares and ordinary registered shares.
2. Bearer shares may not be converted into registered shares.
3. Registered shares may be converted into bearer shares in accordance with the rules and procedures set out in the Commercial Companies Code.

2) existing § 9, clause 3 shall be given the following wording:

3. General Meeting’s resolution, authorizing the Management Board to undertake actions aimed at buying shares that are to be redeemed, defines the conditions of buying shares by the Company, ensuring respect for the rights of all shareholders.

3) in § 15, the existing numbering from clause 1 to clause 4 shall be given the numbering from clause 1 to clause 5.

4) in the existing § 15 clause 5 with the following wording shall be added:

5. The Management Board drafts, at least every four years, the compensation policy for the members of the Management Board and the Supervisory Board of the Company in accordance with the Act of July 29, 2005, on the public offering and conditions governing the introduction of financial instruments to organized trading, and on public companies, and submits it to the General Meeting for approval and is responsible for the information contained therein.

5) existing § 18, clause 1 shall be given the following wording:

1. The General Meeting adopts, at least every four years, a compensation policy for

the members of the Management Board and the Supervisory Board of the Company, taking into account the requirements of the Act of July 29, 2005, on the public offering and conditions governing the introduction of financial instruments to organized trading, and on public companies.

6) existing § 20, clause 1, item 4) shall be given the following wording:

- 4) drafting once a year and presenting to the General Meeting for approval, a report on the activities of the Supervisory Board, containing at least:
 - a) information on the composition (membership) of the Supervisory Board and the Committees thereof, including an indication which Members of the Supervisory Board meet the independence criteria defined in the Act of May 11, 2017, on certified auditors, audit firms and public oversight, and which of them do not have the actual and material ties to a shareholder holding at least 5% of the total number of votes in the Company, as well as the information on the composition (membership) of the Supervisory Board in the context of the diversity thereof,
 - b) summary of the activities of the Supervisory Board and the Committees thereof,
 - c) assessment of the Company's standing on a consolidated basis, including the assessment of the internal control systems, risk management, compliance and the internal audit functions, along with the information on the actions undertaken by the Supervisory Board in order to perform such an assessment, taking into account all relevant control mechanisms, including, in particular, the mechanisms related to the reporting and operating activities,
 - d) assessment of the application by the Company of the corporate governance rules and the manner of ensuring compliance with the disclosure obligations related to the application thereof defined in the Warsaw Stock Exchange Rules and in the provisions related to the current reports (regulatory filings) and the periodic reports disclosed by the issuers of securities, along with the information on the actions undertaken by the Supervisory Board in order to perform such an assessment,
 - e) assessment of the legitimacy of the expenses incurred by the Company and the group thereof for supporting culture, sports, charities, media, social organizations, trade unions, etc.,
 - f) information on the degree of implementation of the diversity policy with respect to the Management Board and the Supervisory Board, including the implementation of the diversity objectives and criteria, among others, in such areas as gender, education background, specialist knowledge, age and professional experience.

7) in the existing § 20, clause 1 item number 19) with the following wording shall be added:

19) drafting, once a year, a report on the compensation for the Members of the Management Board and the Supervisory Board in accordance with requirements defined in the Act of July 29, 2005, on the public offering and conditions governing the introduction of financial instruments to organized trading, and on public companies.

8) in the existing § 20, clause 1 item number 20) with the following wording shall be added:

20) providing opinions on the draft resolutions placed by the Management Board on the agenda of the General Meeting.

9) in the existing § 20, clause 2 item 8) shall be deleted.

10) in § 20, clause 2, the existing items numbered from 1) to 14) shall be given the numbering from item 1) to item 13)

11) in the existing § 20 clause 3 shall be deleted.

12) in § 20, the existing numbering from clause 1 to clause 6 shall be given the numbering from clause 1 to clause 5.

13) existing § 23, clause 2 shall be given the following wording:

2. At least two members of the Supervisory Board should meet the independence criteria defined in the Act of May 11, 2017, on certified auditors, audit firms and public oversight, and also they should not have the actual and material ties to a shareholder holding at least 5% of the total number of votes in the Company.

14) in the existing § 27 clause 3 shall be given the following wording:

3. The Supervisory Board adopts resolutions in an open ballot, subject to the provisions of the generally applicable law.

15) in the existing § 27 clause 4 shall be given the following wording:

4. A member of the Supervisory Board voting against a resolution may, and in case the decision taken is in contravention of the interests of the Company, should submit a dissenting opinion to be recorded in the minutes of the meeting.

16) in the existing § 35, clause 1 item number 20) with the following wording shall be added:

20) providing an opinion on the report on the compensation of the Members of the Management Board and the Supervisory Board, referred to in § 20, clause 1, item 19).

17) in the existing § 35, clause 1 item number 21) with the following wording shall be added:

21) approval of the report on the activities of the Supervisory Board referred to in § 20, clause 1, item 4).

18) existing § 40, clause 4 shall be given the following wording:

4. The dividend date of record and the dividend payout date shall be determined by the Ordinary General Meeting. The Ordinary General Meeting sets the dividend date of record not earlier than on the date falling five days, and not later than on the date falling three months, from the date of adopting the resolution on the distribution of the profit. If the resolution of the Ordinary General Meeting does not specify the dividend date of record, the dividend date of record shall be the date falling five days from the date of adopting the resolution on the distribution of the profit. If the resolution of the General Meeting does not specify the dividend payout date, the dividend shall be paid out on the date specified by the Supervisory Board. The dividend payout date shall be set within three months running from the dividend date of record. If neither the General Meeting, nor the Supervisory Board specifies the dividend payout date, the dividend should be paid out immediately after the dividend date of record.

§ 2

In connection with the amendments to the "Articles of Association of TAURON Polska Energia S.A." referred to in § 1, the following editorial changes are made to the above-mentioned Articles of Association and the Supervisory Board is authorized to introduce other editorial changes:

1) in the existing § 14 clause 2 item 8) the phrase: "subject to the provisions of § 20 clause 2 items 12 and 13" shall be given the following wording:

"Subject to the provisions of § 20 clause 2 items 11 and 12",

2) in the existing § 14 clause 2 item 12) the phrase: "subject to the provisions of § 20 clause 4 items 9 and 10" shall be given the following wording:

"Subject to the provisions of § 20 clause 3 items 9 and 10",

3) in the existing § 20 clause 2 item 1) the phrase: "subject to the provisions of clause 6" is given the following wording:

"Subject to the provisions of clause 5",

4) in the existing § 20 clause 2 item 9) the phrase: "referred to in item 9)" is given the following wording:

"Referred to in item 8)",

5) in the existing § 20 clause 3 item 10) letter. i) the phrase: “referred to in clause 6 of this paragraph” shall be given the following wording:

"referred to in clause 5 of this paragraph",

6) in the existing § 20 clause 4 the phrase: “in the matters referred to in clause 2 and clause 4 items 7 and 8” shall be given the following wording:

"In the matters listed in clause 2 and clause 3 items 7 and 8",

7) in the existing § 20 clause 5 the words: “and in clause 4 item 10 letter i)” is replaced by the following:

"And in clause 3 item 10 letter i)",

8) in the existing § 27 clause 6, the phrase: “also in the cases referred to in clause 4” is deleted.

9) in the existing § 38¹ clause 2 item 6) the phrase: “referred to in § 20 clause 6 “shall be given the following wording:

"Referred to in § 20 clause 5".

§ 3

The resolution enters into force on the day it is adopted with effect from the date of entering the changes in the Register of Entrepreneurs of the National Court Register.

Substantiation of adopting the aforementioned resolution:

The purpose of amending the Company Articles of Association is to adjust its provisions to the amended regulations of the Code of Commercial Companies (CCC) and the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies as well as to the principles of Best Practice for WSE Listed Companies 2021, adopted by Resolution No. 13/1834/2021 of the Supervisory Board of Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange) of 29 March 2021, effective from 1 July 2021.

The adjustment of the provisions of the Articles of Association to the amendments to the CCC is determined by repealing, as of 1 March 2021, of Article 336 of the CCC, pursuant to which §8(3) operated in the Articles of Association which, among others,

contains the instruction that registered shares should be issued to shareholders in return for contributions in kind. In addition, it is reasonable to specify that registered shares are ordinary shares for maintaining the consistency with the provisions of §7 of the Articles of Association.

The change in the wording of §40(4) of the Articles of Association is aimed at adjusting the provisions to the amended Article 348 of the CCC, pursuant to which the ordinary general meeting determines the dividend date as a date falling not earlier than five days and not later than three months after the date of adopting the resolution on profit distribution. If the resolution of the ordinary general meeting does not specify the dividend day, the dividend day shall be the day five days after adopting the resolution on profit distribution.

The adjustment of the provisions of the Articles of Association to the requirements of the amended Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies refers to the obligation imposed on the Supervisory Board to draw up an annual report on the remuneration of Members of the Management Board and the Supervisory Board and to present it to the Ordinary General Meeting with a view to issuing its opinion in the form of a resolution. The said report shall be subject to assessment by the statutory auditor in terms of its completeness. In addition, the General Meeting should adopt the remuneration policy for Members of the Management Board and the Supervisory Board at least every four years.

Further proposed amendments are justified by the adjustment of the provisions of the Articles of Association to the Best Practice for WSE Listed Companies 2021 which will apply from 1 July 2021.

The remaining amendments to the Company Articles of Association are of editorial nature and are related to the amendments to the Company Articles of Association referred to above.

The Supervisory Board of TAURON Polska Energia S.A., by its resolution no. 46/VI/2021 of 26 April 2021 issued a positive opinion on the motion of the Management Board submitted to the General Meeting to introduce amendments to the Articles of Association of TAURON Polska Energia S.A. expressed in the Resolution of the Management Board no. 104/VI/2021 of 14 April 2021.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: the amendment to the “By-Laws of the General Meeting of TAURON Polska Energia S.A.”

Acting pursuant to §28(3) of the By-Laws of the General Meeting of TAURON Polska Energia S.A., the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments to the “By-Laws of the General Meeting of TAURON Polska Energia S.A.” are introduced:

1) In the existing § 4, clauses from no. 3 to no. 7 shall be given the numbering from no. 4 to no. 8.

2) in § 4, clause 3 shall be added which shall read as follows:

“3. In order to facilitate voting on resolutions with due awareness by Shareholders participating in the General Meeting, draft resolutions of the General Meeting concerning matters and decisions other than those of an orderly nature should include a justification, unless such justification stems from the documentation presented to the General Meeting. Draft resolutions included by the Management Board in the agenda of the General Meeting shall be submitted for the opinion of the Supervisory Board.

3) in § 4 clause 6 shall be given the following wording:

“6. Unless the Management Board is the authority convening the General Meeting, it shall be bound to notify the Supervisory Board or the Shareholder or Shareholders convening the General Meeting immediately of the request to include certain matters on the agenda of the General Meeting notified by the Shareholder or Shareholders referred to in clause 4.”

4) in § 4, clause 9 shall be added which shall be given the following wording:

“9. Draft resolutions of the General Meeting on matters included on the agenda of the General Meeting should be submitted by Shareholders no later than 3 days before the General Meeting.”

5) the existing § 6 shall be given the following wording:

“1. General Meetings take place either in the registered office of the Company or in Warsaw.

2. The Company shall determine the place and date as well as the form of the General Meeting in the manner enabling the participation of the highest possible number of Shareholders in the meeting.

3. The Company ensures commonly available real-time broadcasting of the General Meeting session.”

6) clause 1 in the existing § 7 shall be given the following wording:

“1. The list of Shareholders constituting the list of Shareholders authorised to participate in the General Meeting shall be prepared and signed by the Management Board, on the basis of the list prepared and made available to the Company by the entity maintaining the securities depository.”

7) clause 2, item 2 in the existing § 7 shall be given the following wording:

“2) the place of their residence or registered office, whereby the individual may provide an address for service or an address for electronic service instead of place of residence,”

8) clause 5 in the existing § 7 shall be given the following wording:

“5. A Shareholder may request that a list of Shareholders is sent to it free of charge to the electronic address for service or by electronic mail, stating the address to which the list should be sent. This request may be submitted in electronic form to the Company e-mail address referred to in §3(2).”

9) Section 6 shall be added in § 19 which shall be given the following wording:

“6. The resolution on the new issue of shares with the exclusion of pre-emptive rights, which at the same time grants the pre-emptive right to subscribe for the new issue shares to selected Shareholders or other entities, may be adopted if at least the following premises are fulfilled:

- 1) the Company has a reasonable, economically justified need to raise capital urgently or the issue of shares is associated with reasonable, economically justifiable transactions, such as, but not limited to, a merger with or the acquisition of another company or the shares are to be subscribed under an incentive scheme adopted by the Company,
- 2) persons to whom the pre-emptive right will be granted will be indicated according to objective general criteria,
- 3) the subscription price will remain in reasonable relation to the current quotations of the Company shares or will be determined as a result of a market-based process of building the order book.”

10) clause 2 in the existing § 24 shall be given the following wording:

“2. Shareholders intending to propose candidates for members of the Supervisory Board should make available to the Company the justifications for the candidates, including the professional CVs of the candidates and a set of materials relating to them within a timeframe enabling other Shareholders to become acquainted with them before the General Meeting is held and a decision on the election of a member of the Supervisory Board is taken with due awareness, but no later than 3 days before the General Meeting. The information received from Shareholders shall be made available by the Company without delay to the other Shareholders in the manner specified in the notice of the General Meeting for the release of documentation and draft resolutions to be presented to the General Meeting.”

11) in clause 3 of the existing § 24, the sentence “The shareholder proposing, according to the procedure referred to in clause 2, candidates for members of the Supervisory Board shall submit to the Company a statement of the candidate concerning:” shall be given the following wording:

"3. The shareholder proposing, according to the procedure referred to in clause 2, candidates for members of the Supervisory Board shall submit to the Company, together with the su of the candidate, the statement of the candidate concerning:"

12) clause 3, item 1) in the existing § 24 shall be given the following wording:

"1) whether or not this candidate meets the independence criteria listed in the Act of 11 May 2017 on auditors, audit firms and public supervision as well as the existence or non-existence of real and significant links between this candidate and a Shareholder holding at least 5% of the total number of votes in the Company."

13) in the existing § 24, clauses from no. 5 to no. 10 shall be given the numbering from no. 7 to no. 12

14) in the existing § 24, clause 5 shall be added which shall be given the following wording:

"5. Persons deciding on the election of members of the Supervisory Board should ensure the versatility of the body by electing to its composition persons who ensure diversity, making it possible, among others, to achieve the target ratio of minimum minority participation determined at a level which is not lower than 30%, in accordance with the objectives set out in the diversity policy adopted in the Company."

15) in § 24, clause 6 shall be added which shall be given the following wording:

"6. When electing members of the Supervisory Board, the General Meeting should ensure that at least two members of the Supervisory Board fulfilled the independence criteria specified in the Act of 11 May 2017 on statutory auditors, audit firms and public supervision and had no real and significant links with a Shareholder holding at least 5% of the total number of votes in the Company."

16) in § 24, clause 9 shall be given the following wording:

"9. Elections to the Supervisory Board are held in a secret ballot by putting to a vote a resolution on the selection of each of the proposed candidates as a member of the Supervisory Board separately. These resolutions are put to voting in the order indicated in clause 8".

17) in the existing § 28, clause 1 shall be given the following wording:

"1. In matters other than regulated in these By-Laws, the relevant provisions of law, the provisions of the Articles of Association and the principles adopted for application by the Company under the Best Practice shall apply."

§ 2

General Meeting of TAURON Polska Energia S.A. adopts the uniform text of the Regulations of the General Meeting of TAURON Polska Energia S.A., taking into account the changes referred to in § 1, constituting an appendix to this resolution.

§ 3

The Resolution shall enter into force as of the day of its adoption with effect from the next General Meeting of TAURON Polska Energia S.A.

Substantiation of adopting the aforementioned resolution:

The Supervisory Board of Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange) by its Resolution No. 13/1834/2021 of 29 March 2021, adopted the “Best Practice for WSE Listed Companies 2021” (hereinafter: Best Practice), constituting corporate governance rules for joint-stock companies that are issuers of shares, convertible bonds or bonds with priority rights which are admitted to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange). The aforementioned Best Practice shall enter into force as of 1 July 2021. The purpose of the Best Practice is to enhance the quality and increase the transparency of the Polish capital market.

The Best Practice includes, among others, principles relating to climate protection, sustainable development, diversity in the composition of company governing bodies and equality of wages. The new rules also cover such topics as the method of profit distribution, the issue of shares excluding the pre-emptive rights and the repurchase of own shares. Some of the principles of the Best Practice refer to the supervisory board or its members or to the general meeting or directly to the shareholders.

Therefore, the amendment to the Regulations of the General Meeting of TAURON Polska Energia S.A. is justified by the adjustment of its provisions to the principles of the Best Practice referring to the General Meeting and to the Company shareholders.

The proposed amendments to the Regulations of the General Meeting relate to the following principles of the Best Practice or the provisions of the Code of Commercial Companies:

- 1) the addition of clause 3 in the existing §4 is aimed to ensure the application of principles 4.6. and 4.7. of the Best Practice, stipulating the inclusion of the justification in draft resolutions of the General Meeting concerning issues and decisions other than those of procedural nature and on issuing an opinion by the Supervisory Board on draft resolutions included on the agenda by the Management Board,
- 2) the addition of clause 9 in the existing §4 is aimed to ensure the application of principle 4.8. of the Best Practice, which stipulates that shareholders should submit draft resolutions concerning issues included on the agenda no later than 3 days before the General Meeting,
- 3) the addition of clauses 2 and 3 in the existing §6 is aimed to ensure the application of principles 4.2. and 4.3. of the Best Practice aimed at determining the place and time limit as well as the form of the general meeting in such a way as to enable the largest possible number of shareholders to participate in the meeting and providing for generally available real-time broadcast of the general meeting,
- 4) the amendment to §7 is aimed at adjusting the wording of the Regulations to the content of the amended §1 in Article 407 of the CCC, to enter into force on 1 July 2021 and pursuant to which the list of shareholders authorised to participate in the General Meeting is prepared and signed by the Management Board, on the basis

of a list prepared and made available by the entity maintaining the securities depository,

- 5) the addition of clause 6 in the existing §19 is aimed to ensure the application of principle 4.13. of the Best Practice determining the premises which should occur in the case of adopting the resolution on the new issue of shares with the exclusion of the pre-emptive right, which simultaneously grants the priority right to subscribe for new issue shares to selected shareholders or other entities,
- 6) the amendment to clause 3(1) in §24 is aimed at ensuring the application of rule 4.9 of the Best Practice regarding the submission of candidates for members of the supervisory board no later than 3 days before the general meeting and stipulating that a candidate for a member of the supervisory board should submit a declaration regarding the compliance with the requirements for members of the audit committee set out in the Act of 11 May 2017 on statutory auditors, audit firms and public supervision as well as in the scope of the existence of real and significant links between the candidate and a shareholder holding at least 5% of the total number of votes in the company,
- 7) the addition of clauses 5 and 6 to §24 is aimed at complementing the provisions of the Regulations with the instructions included in principle 2.2 of the Best Practice concerning the assurance of the versatility of the supervisory board by means of election to its composition of persons ensuring diversity, allowing among others for the achievement of the target ratio of the minimum minority shareholding set at the level of not less than 30%, in accordance with the objectives set out in the diversity policy adopted in the company and included in principle 2.3 of the Best Practice providing that the general meeting, while electing members of the supervisory board, should ensure that at least two members of the supervisory board meet the criteria of independence.

The Supervisory Board of TAURON Polska Energia S.A., by its resolution no. 47/VI/2021 of 26 April 2021 issued a positive opinion on the motion of the Management Board submitted to the General Meeting to introduce amendments to the Regulations of the General Meeting of TAURON Polska Energia S.A. expressed in the Resolution of the Management Board no. 106/VI/2021 of 20 April 2021.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: the opinion on the “Report on the remuneration of Members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A. for 2019-2020”

Acting pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the Ordinary General Meeting of TAURON Polska Energia S.A., after reading the opinion of the statutory auditor, resolves as follows:

§ 1

A positive opinion is hereby issued on the “Report on the remuneration of Members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A. for 2019-2020” adopted by Resolution No. 23 / VI / 2021 of the Supervisory Board of TAURON Polska Energia S.A. of 30 March 2021

§ 2

The Resolution shall enter into force as of the day of its adoption.

Substantiation of adopting the aforementioned resolution:

In accordance with Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (hereinafter: “the Act”), the General Meeting of the company adopts the resolution issuing the opinion on the Remuneration Report, which is of advisory nature.

The subject of the Report on the remuneration of Members of the Management Board and Supervisory Board of TAURON Polska Energia S.A. for the years 2019 - 2020 (Remuneration report) are the rules for determining and structure of remuneration for Members of the Management Board and Supervisory Board of the Company in the above-mentioned financial years, with particular emphasis on the amount of total remuneration of individual Members of the Management Board, broken down into fixed and variable remuneration depending on the fulfillment of specific management goals. The remuneration report also included the value of additional cash and non-cash benefits granted to the Management Board Members and the value of the benefits received by the Management Board Members in connection with the termination of the contract for the provision of management services and compliance with the non-competition clause.

The remuneration report was prepared after the Supervisory Board reviewed the remuneration, including all benefits due and received by individual Members of the Management Board and Supervisory Board in the financial years 2019 - 2020.

The remuneration report was assessed by the statutory auditor in terms of including the required information pursuant to Art. 90g clauses 1-5 and 8 of the Act on Public Offering. In the issued report, the statutory auditor stated that the remuneration report, in all material respects, contains all the elements listed in art. 90 g of clauses 1-5 and 8 of the Act.

After the conclusion of the Ordinary General Meeting, the remuneration report will be published on TAURON's website, where it will be made available free of charge for at least 10 years.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: determining the number of members of the Supervisory Board of the Company.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22(1) and § 24(1) and (5) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

It is established that the Supervisory Board of TAURON Polska Energia S.A. will consist of [•] (say: [•]) Members of the Supervisory Board.

§ 2

The resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. No. 27 of 15 July 2020 loses its binding force.

§ 3

The Resolution shall enter into force as of its adoption date.

Substantiation of adopting the above-mentioned resolution:

Pursuant to the provisions of § 22(1) of the Company's Articles of Association, the Supervisory Board of TAURON Polska Energia S.A. consists of 5 to 9 members.

By a resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. 27 of 15 July 2020 it has been established that the Supervisory Board of TAURON Polska Energia S.A. will consist of 9 members of the Supervisory Board.

Pursuant to § 24(5) of the By-Laws of the General Meeting of TAURON Polska Energia S.A. before the election of the Supervisory Board, the General Meeting determines the number of members of the Supervisory Board.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2021**

concerning: the appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the sixth joint term of office.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 35(1)(4) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr/ Ms [•] is hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. of the sixth joint term of office.

§ 2

The Resolution shall enter into force as of its adoption date.

Substantiation of adopting the above-mentioned resolution:

Ordinary General Meeting of TAURON Polska Energia S.A. on 15 July 2020, adopted a resolution No. 27 on the number of members of the Supervisory Board of the Company, establishing that the Supervisory Board of TAURON Polska Energia S.A. will consist of 9 members of the Supervisory Board. The above-mentioned General Meeting, based on the elections, appointed only 2 members of the Supervisory Board. Therefore, it is justified to conduct supplementary elections to appoint another 2 members of the Supervisory Board.