



## FORM OF INSTRUCTIONS FOR VOTING BY PROXY

**The Ordinary General Meeting convened for 24 May 2021 at 10.00 a.m., at Novotel Katowice Centrum Hotel in Katowice, al. Roździeńskiego 16 (conference room - ground floor).**

### **Reservations:**

1. This form shall not serve for the verification of the method of voting by Proxy on behalf of the Shareholder. The Proxies shall not submit a copy of these instructions to the Company.
2. This form shall not replace the Power of Attorney granted to the Proxy by the Shareholder.
3. Use of the form made available by the Company is not mandatory on the Shareholder and is not a prerequisite for submitting of a vote by the Proxy.
4. The method of exercising the vote by the Proxy depends on the provisions of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders are authorised to submit their own draft resolutions as well as amendments to drafts provided by the Management Board or Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, therefore the text of the resolution finally submitted for voting may differ from the text of the resolution originally published on the Company website. Moreover, on issues related to election within the same agenda, as a rule, several resolutions related to individual candidates will be subject to voting.

**Item 2 of the agenda: Adopting the resolution concerning: the appointment of the Chairperson of the Ordinary General Meeting**

**Proposed draft resolution:**

**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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 4 of the agenda: Adopting the resolution concerning: the adoption of the agenda of the Ordinary General Meeting of the Company**

**Proposed draft resolution:**

**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.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

**Item 5 of the agenda: Adopting the resolution concerning: waiving the secrecy of the vote on the committees appointed by the Ordinary General Meeting.**

**Proposed draft resolution:**

**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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 6 of the agenda: Adopting the resolution concerning: the appointment of the Returning Committee of the Ordinary General Meeting**

**Proposed draft resolution:**

**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.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

**Item 9 of the agenda: Adopting the resolution 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”**

**Proposed draft resolution:**

**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.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 10 of the agenda: Adopting the resolution 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”**

**Proposed draft resolution:**

**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.

#### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 11 of the agenda: Adopting the resolution 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”**

**Proposed draft resolution:**

**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(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 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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 12 of the agenda: Adopting the resolution concerning: covering of the net loss for the financial year 2020**

**Proposed draft resolution:**

**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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 13 of the agenda: Adopting the resolutions concerning: granting the discharge from fulfilment of duties by all the Management Board Members for 2020**

**Proposed draft resolution:**

**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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**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 Grzegorzczak 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 Grzegorzczak 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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**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.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 14 of the agenda: Adopting the resolutions concerning: granting the discharge from fulfilment of duties by all the Supervisory Board Members for 2020**

**Proposed draft resolution:**

**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.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
| Provided that ***:  | Provided that ***:  | Provided that ***:  |  |   |

**Proposed draft resolution:**

**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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
| Provided that ***:  | Provided that ***:  | Provided that ***:  |  |   |

**Proposed draft resolution:**

**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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
---	---	---	--	---

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**RESOLUTION NO [•]  
of the Ordinary General Meeting  
of the Company operating under the enterprise name: TAURON Polska Energia S.A.  
of ..... 2020**

concerning: granting the discharge from fulfilment of duties fby 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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
---	---	---	--	---

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**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.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
---	---	---	--	---

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

### Proposed draft resolution:

**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.

### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

**Proposed draft resolution:**

**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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

**Proposed draft resolution:**

**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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Proposed draft resolution:**

**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.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
| Provided that ***:  | Provided that ***:  | Provided that ***:  |  |   |

### Proposed draft resolution:

**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.

### Votes\*

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
| Provided that ***:  | Provided that ***:  | Provided that ***:  |  |   |

**Item 15 of the agenda: Adopting the resolutions concerning: amendments to “The Articles of Association of the Company of TAURON Polska Energia S.A.”**

**Proposed draft resolution:**

**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 changes 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 § 38<sup>1</sup> 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.

#### Votes\*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 16 of the agenda: Adopting the resolutions concerning amendments to the “By-Laws of General Meeting of TAURON Polska Energia S.A.”.**

**Proposed draft resolution:**

**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) clause 6 in § 4 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 justification 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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 17 of the agenda: Adopting the resolutions concerning: adoption of the “Report on the remuneration of members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A. for 2019-2020”**

**Proposed draft resolution:**

**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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|



Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 18 of the agenda: Adopting the resolutions concerning: determining the number of members of the Supervisory Board of the Company**

**Proposed draft resolution:**

**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.

**Votes\***

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 19 of the agenda: Adopting the resolutions concerning: the appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the sixth joint term of office.**

**Proposed draft resolution:**

**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.

**Votes\***

- |   |   |   |  |   |
|---|---|---|--|---|
| <input type="checkbox"/> For<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Against<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> Abstained<br>(voting<br>by.....<br>shares)** | <input type="checkbox"/> At discretion of<br>the Proxy | <input type="checkbox"/> Raising<br>Objection |
|---|---|---|--|---|

Provided that \*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

\* Tick the appropriate box.

\*\* A shareholder may vote differently from each of the shares held by him.

\*\*\* A shareholder may make the voting method of the proxy dependent on the fulfillment of certain conditions specified in the power of attorney.