



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

The Management Board of TAURON Polska Energia S.A. with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for Katowice - Wschód in Katowice, 8th Commercial Division of the National Court Register, under KRS No.: 0000271562, NIP: 9542583988, share capital (fully paid up): PLN 8,762,746,970 (**Company**), acting pursuant to Article 399 § 1, Article 401, and Article 402¹ of the Commercial Companies Code and § 30(1) of the Company's Articles of Association, hereby convenes the Extraordinary General Meeting of the Company and, in accordance with Article 402² of the Commercial Companies Code, presents the following information:

The agenda includes the request to include the following item on the agenda of the next Extraordinary General Meeting of the Company received on 1 June 2022 from the shareholder State Treasury, on behalf of whom the rights from shares are executed by the Minister of State Assets:

- adoption of a resolution to grant discharge from fulfilment of duties to Members of the Company's Management Board who held functions in the year 2019 or 2020 and in relation to whom such resolutions have not been adopted by Ordinary General Meetings.

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

The Extraordinary General Meeting of TAURON Polska Energia S.A. shall be convened for **13 July 2022 at 12:00 p.m., in Novotel Katowice Centrum Hotel in Katowice at al. Roździeńskiego 16 (conference room - ground floor).**

Registration of Shareholders with the right to participate who arrived at the General Meeting shall be held on the day of the Extraordinary General Meeting **from 11:00 am.**

The company provides publicly available real-time broadcast of the General Meeting. The link to the broadcast will be available on the Company's website www.en.tauron.pl in the tab: [Investor Relations/ General Meetings.](#)

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

1. Opening of the Extraordinary General Meeting.

2. Adoption of a resolution to elect the Chairperson of the Company's Extraordinary General Meeting.
 3. Acknowledgement that the Extraordinary General Meeting has been duly convened and that it is capable of adopting binding resolutions.
 4. Adoption of the agenda of the Extraordinary General Meeting.
 5. Adoption of a resolution on revoking the secrecy of voting on the election of committees appointed by the Extraordinary General Meeting.
 6. Election of the Ballot-Counting Committee of the Extraordinary General Meeting.
 7. Adoption of a resolution on amendments to the "Articles of Association of TAURON Polska Energia S.A."
 8. Adoption of a resolution to grant discharge from fulfilment of duties to Members of the Company's Management Board who held functions in the year 2019 or 2020 and in relation to whom such resolutions have not been adopted by Ordinary General Meetings.
 9. Closing of the Extraordinary General Meeting.
- 2. Description of the procedures concerning participation in the General Meeting and the exercise of voting rights.**

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

Shareholder(s) representing at least one twentieth of the share capital may request that certain items be placed on the agenda of the General Meeting. This request, including a justification or a draft resolution concerning the proposed item on the agenda, should be submitted to the Management Board not later than twenty-one days before the scheduled date of the General Meeting, i.e. **by 22 June 2022**. The request may be submitted in electronic form to the e-mail address: walnezgromadzenie@tauron.pl or in writing to the address: *Zarząd TAURON Polska Energia S.A., ul. ks. Piotra Ściegiennego 3, 40-114 Katowice*.

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

The Management Board of TAURON Polska Energia S.A. shall immediately, however, not later than eighteen days prior to the scheduled date of the General Meeting, i.e. **by 25 June 2022**, announce the changes to the agenda introduced at the request of the Shareholders in the manner appropriate for convening the General Meeting, i.e. by placing them on the Company's website under the tab: [Investor Relations/ General Meetings](#) and in the manner prescribed for publication of current information in accordance with the regulations on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies.

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

A Shareholder(s) representing at least one-twentieth of the share capital may, before the date of the General Meeting, submit draft resolutions concerning the items placed on the

agenda of the General Meeting or the items to be placed on the agenda. The request may be submitted in electronic form to the e-mail address: walnezgromadzenie@tauron.pl or in writing to the address: *Zarząd TAURON Polska Energia S.A., ul. ks. Piotra Ściegiennego 3, 40-114 Katowice*. Draft resolutions of the General Meeting to the items placed on the agenda of the General Meeting should be submitted by Shareholders not later than 3 days before the General Meeting. The Company shall immediately announce draft resolutions on the Company's website under the tab: [Investor Relations/ General Meetings](#).

The Shareholder(s) submitting draft resolutions shall attach copies of registered certificates of deposit issued by entities maintaining securities accounts of those Shareholders, confirming the right to submit the aforementioned draft resolutions and the identity of the person or persons proposing draft resolutions.

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

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

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

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

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

A proxy to participate in the General Meeting and exercise the voting right must be granted in writing or in electronic form. The Shareholder may revoke their statement on the appointment of a proxy in the manner referred to in the previous sentence.

The proxy shall exercise all rights of the Shareholder at the General Meeting unless the proxy document provides otherwise. Should a member of the Supervisory Board or of the Management Board of TAURON Polska Energia S.A., an employee of the Company

or a member of the bodies of or an employee of a subsidiary of TAURON Polska Energia S.A. be the Shareholder's proxy at the General Meeting, a proxy document may authorise representation of the Shareholder only at one General Meeting. The proxy referred to in the preceding sentence shall vote in accordance with the instructions given by the Shareholder. The foregoing provisions shall apply mutatis mutandis if the Shareholder's proxy is another Shareholder, and the agenda of the General Meeting includes adoption of a resolution with respect to the proxy's liability towards the Company, inclusive of granting them a vote of acceptance confirming discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company.

If a proxy is a member of the Management Board, an employee of the Company, a member of the bodies of or an employee of a subsidiary of the Company as well as if a Shareholder represents another Shareholder and the agenda of the General Meeting includes adoption of a resolution with respect to the proxy's liability towards the Company, inclusive of granting them a vote of acceptance confirming discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company, they shall disclose to the Shareholder any circumstances indicating existence or possibility of a possible or actual conflict of interests. It is recommended that a proxy granted by a Shareholder to a member of the Management Board or an employee of the Company other than a member of the Management Board, as well as a proxy granted to a member of the bodies or an employee of a subsidiary of the Company, contain the proxy's explicit statement indicating the aforementioned fact.

The proxy may grant further proxies if so provided for in the proxy document, except that if the Shareholder's proxy is a member of the Supervisory Board or of the Management Board of the Company, an employee of the Company or a member of the bodies of or an employee of a subsidiary of the Company, or another Shareholder, and the agenda of the General Meeting includes adoption of a resolution with respect to the proxy's liability towards the Company, inclusive of granting them a vote of acceptance confirming discharge of their duties, discharging them from liability towards the Company, or a dispute between them and the Company, granting a substitute proxy shall be excluded. A substitute proxy shall provide the Company with all documents indicating their authorisation, including the proxy granted by the Shareholder to the proxy who has appointed the substitute proxy, and the documents indicated in § 8(3) of the By-Laws of the General Meeting of TAURON Polska Energia S.A. if the proxy has been granted by a Shareholder who is a legal person or an organisational unit without legal personality, granted legal capacity by law. The aforementioned By-Laws of the General Meeting of TAURON Polska Energia S.A. are available on the Company's website under the tab: [Investor Relations / Our Company / Corporate documents](#).

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

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

As of the publication date of this announcement on the Company's website under the tab: [Investor Relations/ General Meetings](#), the Company shall make available for

download a form containing a model proxy and forms used during voting by the proxy. The Shareholder shall notify TAURON Polska Energia S.A. of granting the proxy in electronic form to the e-mail address: walnezgromadzenie@tauron.pl. Along with the notification of granting the proxy in electronic form, the Shareholder shall send a scan of the granted proxy, a scan of the identity card, passport or other document enabling identification of the Shareholder as the principal and the appointed proxy and an e-mail address through which the Company will be able to communicate with the Shareholder and their proxy. If the proxy is granted by a legal person or an organisational unit without legal personality, the Shareholder, as the principal, shall additionally send a scan of the relevant documents referred to in § 8(3) of the By-Laws of the General Meeting of TAURON Polska Energia S.A. If the proxy is a legal person or an organisational unit without legal personality, the Shareholder, as the principal, shall additionally send a scan of an extract from the register in which the proxy is registered. If any document produced as proof of the proxy is drawn up in a language other than Polish, it shall be accompanied by a sworn translation into Polish. The Company may undertake reasonable measures aimed at identifying the Shareholder and the proxy. The verification may in particular involve inquiry by telephone or by e-mail, to be answered by the Shareholder and the proxy, in order to confirm that the proxy has been granted.

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

The choice of the method of appointing a proxy shall rest with the Shareholder and the Company shall not be liable for any errors in filling in the proxy form or for actions of persons using the proxy. The fact of sending the aforementioned documents by electronic mail shall not release the proxy from the obligation to present the documents used for their identification when signing the attendance list at the General Meeting. If they are not presented, the Shareholder's proxy may not be allowed to participate in the General Meeting.

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

The notification of granting or revoking a proxy in electronic form shall be sent to TAURON Polska Energia S.A. **by 2:00 p.m.** on the business day immediately preceding the day of the General Meeting.

e) Participation in the General Meeting by means of electronic communication.

The Management Board of TAURON Polska Energia S.A. does not provide for the possibility of participating in the General Meeting with the use of means of electronic communication.

f) Expressing opinions during the General Meeting by means of electronic communication.

The Management Board of TAURON Polska Energia S.A. does not allow for expressing opinions during the General Meeting by means of electronic communication.

g) Exercising voting rights by means of correspondence or by electronic means of communication.

The Management Board of TAURON Polska Energia S.A. does not provide for the possibility of exercising voting rights with the use of means of electronic communication.

Due to the fact that the By-Laws of the General Meeting of TAURON Polska Energia S.A. do not provide for the exercise of voting rights by means of correspondence, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of voting shall not be possible.

h) Shareholder's right to ask questions regarding matters on the agenda of the General Meeting.

During the General Meeting, each shareholder has the right to ask questions regarding the matters on the agenda of the General Meeting. The procedure for asking questions and answering them is specified in the By-Laws of the General Meeting of TAURON Polska Energia S.A., available on the Company's website www.en.tauron.pl in the tab: [Investor Relations / Information about the Company / Company documents](#).

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

The registration day shall be **27 June 2022**, i.e. sixteen days before the date of the General Meeting.

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

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

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

In order to participate in the General Meeting holders of dematerialised bearer shares and registered shares shall submit to the entity maintaining the securities account a request to issue a registered certificate of the right to participate in the General Meeting, not earlier than after the announcement of convening the General Meeting and not later than on the first business day after the date of registration of participation in the General Meeting.

The list of Shareholders entitled to participate in the General Meeting shall be made available for review *at the Company's registered office in Katowice, at ul. ks. Piotra Ściegiennego 3*, three business days before the date of the General Meeting from **9:00 a.m. to 3:00 p.m. in Room No. 942**. A Shareholder may request that the list of Shareholders be sent to them by e-mail free of charge, stating the address to which the

list should be sent. The request may be submitted in electronic form to the e-mail address: walnezgromadzenie@tauron.pl.

5. Access to documentation related to the General Meeting.

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

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

6. Proposed amendments to the "Articles of Association of TAURON Polska Energia S.A."

Pursuant to Article 402 § 2 of Commercial Companies Code, below are presented proposed amendments to "Articles of Association of TAURON Polska Energia S.A.":

1) the existing § 16 section 2 of the Articles of Association:

"2. Members of the Management Board are appointed for the period of joint term of office which lasts for three years, except for the first term of office which lasts two years."

shall be amended as follows:

"2. Members of the Management Board are appointed for the period of joint term of office which lasts three full financial years, except for the first term of office which lasts two years. Mandate of a member of the Management Board expires at the latest as of the date of holding the General Meeting that approves the financial statement for the last full financial year in which the member of the Management Board held their function."

2) The existing § 22 section 2 of the Articles of Association:

"2. Members of the Supervisory Board are appointed for a joint term of office which lasts three years, except for the first term of office which lasts one year."

shall be amended as follows:

"2. Members of the Supervisory Board are appointed for a joint term of office which lasts three full financial years, except for the first term of office which lasts one year. Mandate of a member of the Supervisory Board expires at the latest as of the date of holding the General Meeting that approves the financial statements for the last full financial year in which the member of the Supervisory Board held their function."

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

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