

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2022**

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

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 section 1 of the By-laws of the General Meeting, the Extraordinary 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 Extraordinary General Meeting of the Company.

§ 2

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

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2022**

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

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

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

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

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2022**

concerning: revoking the secrecy of voting on the election of committees appointed by the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2022**

concerning: election of the Ballot-Counting Committee of the Extraordinary General Meeting

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

§ 1

The Ballot-Counting 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 Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2022**

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

Acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 35 section 1 item 18) of the Company’s Articles of Association the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The following amendments are introduced 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 the 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 the function.”

§ 2

1. The resolution shall enter into force as of its adoption date and shall become applicable as of the date of registration of amendments in the register of entrepreneurs maintained by the National Court Register.
2. Amendments to the „Articles of Association of TAURON Polska Energia S.A.” referred to in § 1 relate to mandates and terms of office of members of the Management Board and the Supervisory Board that last on the adoption date of this resolution. Therefore the

current, sixth term of office of members of the Management Board and the Supervisory Board shall end on 31 December 2023.

Substantiation of adopting the above-mentioned resolution:

The purpose of the proposed amendments to the Articles of Association of TAURON Polska Energia S.A. (further: "Company") is to precisely define the manner of calculating the term of office of members of the Management Board and the Supervisory Board of the Company by specifying that the term of office should be calculated in full financial years.

The above manner of calculating the term of office is in line with Article 369 §1 of the Commercial Companies Code which will enter into force as of 13 October 2022 and which says that the terms of office is calculated in full financial years unless stated otherwise in the Articles of Association.

The proposed amendments regarding the expiry of the mandate of a member of the Management Board or the Supervisory Board stipulate that the mandate should expire not later than on the date of holding the general meeting that approves the financial statements for the last full financial year in which the member of the Management Board or the Supervisory Board held the function.

Taking the above into account it is justified to clarify the provisions of the Articles of Association related to the term of office of the bodies of the Company and the term of expiry of mandates related to the end of the term of office.

In the case of adopting the resolution of the General Meeting concerning amendments to the Articles of Association of TAURON Polska Energia S.A. it is justified to apply the adopted amendments to mandates and terms of office of the Management Board and the Supervisory Board running on the date of registration of subject amendments in the register of entrepreneurs maintained by the National Court Register, as a result of which the current, sixth term of office of the Management Board and the Supervisory Board shall end on 31 December 2023 and mandates shall expire on the date of holding the Ordinary General Meeting of TAURON Polska Energia S.A. approving the financial statements for the financial year 2023.

The above manner of defining the terms of transition is in line with Article 23 of the Act of 9 February 2022 on amending the act Commercial Companies Code and other acts which says that in relation to mandates and terms of office of members of bodies running on the date of entry into force of the abovementioned act, the provisions of the act shall apply in line with the wording given by the act.

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**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2022**

concerning: granting the discharge from fulfilment of duties for Mr. Kamil Kamiński for 2019

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

§ 1

Mr. Kamil Kamiński is discharged from fulfilment of his duties as the Vice President of the Management Board for Customer and Corporate Support of TAURON Polska Energia S.A. performed from 1 January 2019 to 21 September 2019.

§ 2

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

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 393 § 1) of the Commercial Companies Code granting discharge from fulfilment of duties to the members of the Company's governing bodies requires resolution of the General Meeting.

The Supervisory Board, having reanalysed and re-evaluated the tasks and duties executed by Mr. Kamil Kamiński in 2019 as Vice President of the Management Board, through resolution No. 60/VI/2022 of 13 May 2022 requests that the Company's General Meeting grant Mr. Kamil Kamiński discharge from fulfilment of duties as Vice President of the Management Board for Customer and Corporate Support of TAURON Polska Energia S.A. performed in the period from 1 January 2019 to 21 September 2019. By taking the above resolution the Supervisory Board decided that new circumstances appeared that justify granting Mr. Kamil Kamiński discharge from fulfilment of duties as Vice President of the Management Board for Customer and Corporate Support by the Company's Supervisory Board.

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2022**

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

Acting pursuant to Article 393(1) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Extraordinary 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 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:

Pursuant to Article 393 § 1) of the Commercial Companies Code granting discharge from fulfilment of duties to the members of the Company's governing bodies requires resolution of the General Meeting.

The Supervisory Board, having reanalysed and re-evaluated the tasks and duties executed by Mr. Jarosław Broda in 2020 as Vice President of the Management Board, through resolution No. 61/VI/2022 of 13 May 2022 requests that the Company's General Meeting grant Mr. Jarosław Broda discharge from fulfilment of duties as Vice President of the Management Board for Asset Management and Development of TAURON Polska Energia S.A. performed in the period from 1 January 2020 to 15 July 2020. By taking the above resolution the Supervisory Board decided that it is justified to grant Mr. Jarosław Broda discharge from fulfilment of duties as Vice President of the Management Board for Asset Management and Development by the Company's Supervisory Board.