



FORM OF INSTRUCTIONS FOR VOTING BY PROXY

The Extraordinary General Meeting convened for 13 July 2022 at 12.00 a.m., in Novotel Katowice Centrum Hotel in Katowice, al. Różdzieńskiego 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 Extraordinary General Meeting

Proposed draft resolution:

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

concerning: the 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 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.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
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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 4 of the agenda: Adopting the resolution concerning: the adoption of the agenda of the Extraordinary General Meeting of the Company

Proposed draft resolution:

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

concerning: the 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.

Votes*

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| <input type="checkbox"/> For
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shares)** | <input type="checkbox"/> Against
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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 5 of the agenda: Adopting the resolution concerning: waiving the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.

Proposed draft resolution:

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

concerning: waiving the secrecy of the vote on the 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.

Votes*

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shares)** | <input type="checkbox"/> Against
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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: Election of the Ballot-Counting Committee of the Extraordinary General Meeting

Proposed draft resolution:

**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.

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 7 of the agenda: Adoption of a resolution on amendments to the “Articles of Association of TAURON Polska Energia S.A.”.

Proposed draft resolution:

**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.

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 8 of the agenda: The approval of the “Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2021 prepared in accordance with International Financial Reporting Standards approved by the European Union”

Proposed draft resolution:

**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.

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 ***:

**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.

Votes*

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| <input type="checkbox"/> For
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by.....
shares)** | <input type="checkbox"/> Against
(voting
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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 ***:

* 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.