



FORM OF INSTRUCTIONS FOR VOTING BY PROXY

The Ordinary General Meeting convened for 24 May 2022 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 2022**

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*

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Objection |
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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 2022**

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. Information concerning presentation to the General Meeting of the *“Report of the Supervisory Board on assessment of the Financial statements of TAURON Polska Energia S.A., Consolidated financial statements of TAURON Capital Group, Report of the Management Board on operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year ended on 31 December 2021 and the Management Board’s motion concerning distribution of profit for the financial year 2021”*.
9. Consideration of the *“Financial Statements of TAURON Polska Energia S.A. for the year ended 31 December 2022 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 2021 compliant with the International Financial Reporting Standards approved by the European Union”* and adoption of a resolution on its approval.
11. Consideration of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Group for the financial year 2021”* and adoption of a resolution on its approval.
12. Adoption of a resolution on distribution of net profit for the financial year 2021.
13. Adoption of a resolution to approve of the *“Report on the activities of the Supervisory Board in the financial year 2021”*.
14. Adoption of a resolution to give opinion on the *“Report on the remuneration of members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A. in 2021”*.
15. 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 2021.
16. 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 2021.

17. Adoption of a resolution concerning the number of members of the Supervisory Board of the Company.
18. Adoption of resolutions on changes to the composition of the Supervisory Board of the Company.
19. Adoption of resolution concerning the principles to be applied when establishing the compensation of Members of the Management Board of TAURON Polska Energia S.A.
20. Adoption of resolution concerning amendment to the "Compensation Policy for Members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A."
21. 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
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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 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 2022**

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*

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Item 6 of the agenda: 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 2022**

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.

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Item 9 of the agenda: The approval of the “Financial statements of TAURON Polska Energia S.A. 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 Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2022**

concerning: the approval of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2021 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 2021 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 2021 showing comprehensive income in the amount of PLN 640 million and net profit for the financial year 2021 in the amount of PLN 260 million,
- 2) Statement of financial standing as at 31 December 2021, which indicates the total balance of assets and liabilities in the amount of PLN 31,480 million,

- 3) Statement of changes in equity for the year ended on 31 December 2021 showing equity increase of PLN 640 million,
- 4) Statement of cash flows for the year ended on 31 December 2021 showing net cash flow decrease by the amount of PLN 1,420 million,
- 5) Accounting principles (policy) and additional explanatory notes.

§ 2

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

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

Item 10 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 Ordinary General Meeting
 of the Company operating under the enterprise name: TAURON Polska Energia S.A.
 of 2022**

concerning: 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”*

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 2021 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 2021 showing the total income in the amount of PLN 385 million and net profit for the financial year 2021 in the amount of PLN 385 million,
- 2) Consolidated statement of financial standing as at 31 December 2021, which indicates the total balance of assets and liabilities in the amount of PLN 40,075 million,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2021 showing equity decrease by the amount of PLN 203 million,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2021 showing cash flow decrease by the amount of PLN 104 million,
- 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: 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 2021”

Proposed draft resolution:

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

of 2022

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 2021”*

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 2021”* covering the period from 1 January 2021 to 31 December 2021 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: distribution of net profit for the financial year 2021

Proposed draft resolution:

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

concerning: distribution of net profit for the financial year 2021.

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 distribute net profit of TAURON Polska Energia S.A. for the financial year 2021 covering the period from 1 January 2021 to 31 December 2021 in the amount of PLN 259,887,168.39 (in words: two hundred fifty nine million eight hundred eighty seven thousand one hundred sixty eight zlotys 39/100) by allocating it in full to the Company's supplementary capital.

§ 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 13 of the agenda: Adopting the resolution concerning the approval of the “Report on the activities of the Supervisory Board in the financial year 2021”

Proposed draft resolution:

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

concerning: approval of the “Report on the activities of the Supervisory Board in the financial year 2021”

Acting pursuant to § 35 (1)(21) of the Company's Articles of Association the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The “Report on the activities of the Supervisory Board in the financial year 2021” adopted by Resolution No. 23/VI/2022 of the Supervisory Board of TAURON Polska Energia S.A. of 30 March 2022 is hereby approved of.

§ 2

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

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Item 14 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 the year 2021”

Proposed draft resolution:

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

concerning: opinion on the “Report on the remuneration of Members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A. for 2021”

Acting pursuant to § 35 (1)(20) of the Company’s Articles of Association the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice 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 2021” adopted by Resolution No. 31/VI/2022 of the Supervisory Board of TAURON Polska Energia S.A. of 30 March 2022.

§ 2

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

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Item 15 of the agenda: Adopting the resolutions concerning: granting the discharge from fulfilment of duties by all the Management Board Members for 2021

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary 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 the Vice President of the Management Board, acting President of the Management Board, Artur Michałowski for 2021

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. Artur Michałowski is discharged from fulfilment of his duties as the Vice President of the Management Board for Trading and as the President of the Management Board of TAURON Polska Energia S.A. performed from 5 August 2021 to 31 December 2021.

§ 2

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

Votes*

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Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary 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, Patryk Demski for 2021

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. Patryk Demski is discharged from fulfilment of his duties as the Vice President of the Management Board of TAURON Polska Energia S.A. for Strategy and Development performed from 5 August 2021 to 31 December 2021.

§ 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 2022**

concerning: granting the discharge from fulfilment of duties by the Vice President of the Management Board, Krzysztof Surma for 2021

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. Krzysztof Surma is discharged from fulfilment of his duties as the Vice President of the Management Board of TAURON Polska Energia S.A. for Finance performed from 2 August 2021 to 31 December 2021.

§ 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 2022**

concerning: granting the discharge from fulfilment of duties by the Vice President of the Management Board, Jerzy Topolski for 2021

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 of TAURON Polska Energia S.A. for Asset Management performed from 1 January 2021 to 31 December 2021.

§ 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 2022**

concerning: granting the discharge from fulfilment of duties by Mr. Wojciech Ignacok for 2021

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. Wpojciech Ignacok is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2021 to 28 February 2021.

§ 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 2022**

concerning: granting the discharge from fulfilment of duties by Mr. Marek Wadowski for 2021

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 of TAURON Polska Energia S.A. for Finance performed from 1 January 2021 to 17 May 2021.

§ 2

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

Votes*

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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 2022**

concerning: granting the discharge from fulfilment of duties by Mr. Paweł Strączyński for 2021

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. Paweł Strączyński is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 April 2021 to 4 August 2021.

§ 2

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

Votes*

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the Proxy | <input type="checkbox"/> Raising
Objection |
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Item 16 of the agenda: Adopting the resolutions concerning: granting the discharge from fulfilment of duties by all the Supervisory Board Members for 2021

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary 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 Chair of the Supervisory Board, Mr. Piotr Tutak for 2021.

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. Piotr Tutak is discharged from fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 16 November 2021 to 31 December 2021 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*

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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 2022**

concerning: granting the discharge from fulfilment of duties by the Vice Chair of the Supervisory Board, Ms. Teresa Famulska for 2021.

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 2021 to 31 December 2021 including 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
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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 2022**

concerning: granting the discharge from fulfilment of duties by the Secretary of the Supervisory Board, Ms. Katarzyna Taczanowska for 2021.

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 2021 to 31 December 2021, 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 2022**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Mr. Stanisław Borkowski for 2021.

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. Stanisław Borkowski is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 24 May 2021 to 31 December 2021.

§ 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 2022**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Mr. Leszek Koziowski for 2021.

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. Leszek Koziowski is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 24 May 2021 to 31 December 2021.

§ 2

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

Votes*

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

shares)**

shares)**

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 2022**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board Mr. Ryszard Madziar for 2021.

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 the fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2021 to 31 December 2021.

§ 2

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

Votes*

For
(voting

by.....
shares)**

Against
(voting

by.....
shares)**

Abstained
(voting

by.....
shares)**

At discretion of
the Proxy

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 2022**

concerning: granting the discharge from fulfilment of duties by Mr. Grzegorz Peczkis for 2021

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 the fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2021 to 31 December 2021.

§ 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 2022**

concerning: granting the discharge from fulfilment of duties by Mr. Marcin Wawrzyniak for 2021.

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 Wawrzyniak is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 6 April 2021 to 31 December 2021.

§ 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 2022**

concerning: granting the discharge from fulfilment of duties for Mr. Andrzej Kania for 2021.

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 her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2021 to 18 November 2021 includint duties as the Chairperson 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 2022**

concerning: granting the discharge from fulfilment of duties by Ms. Barbara Piontek for 2021.

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 fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2021 to 28 February 2021.

§ 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 17 of the agenda: Adopting a resolution concerning 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 2022**

concerning: establishing 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) of the Articles of Association of the Company and § 24(7) of 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

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

§ 2

The resolution No. 31 of 24 May 2021 of the Ordinary General Meeting of TAURON Polska Energia S.A. loses its binding force.

§ 3

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 ***:

Item 18 of the agenda: Adopting resolutions concerning changes to the composition 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 2022**

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

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 35(1)(4) of the Articles of Association and § 24(1) of By-Laws of the General Meeting of TAURON Polska Energia S.A. resolves as follows:

§ 1

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

§ 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 19 of the agenda: Adopting resolution concerning the principles to be applied when establishing the compensation of Members of the Management Board 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 2022**

concerning: the principles to be applied when establishing the compensation of Members of the Management Board of TAURON Polska Energia S.A.

Acting pursuant to art. 2, clause 2, sub-clause 1, art. 4, art. 5, art. 6, art. 7 and art. 8 of the Act of June 9, 2016, on the principles to be applied when establishing the compensation of persons managing certain companies the Ordinary General Meeting of the company TAURON Polska Energia S.A. resolves as follows:

§ 1

1. An agreement on the provision of management services shall be concluded with a

Member of the Management Board of the Company for the time the given person performs such function (Agreement), including an obligation to provide the services in person, irrespective of the fact whether the given person is acting as part of the business operations conducted.

2. The content of the Agreement shall be defined by the Supervisory Board based on the terms specified in the Act of June 9, 2016, on the principles to be applied when establishing the compensation of persons managing certain companies (Act) and in accordance with the provisions of this resolution.

§ 2

1. The total compensation of a Member of the Management Board of the Company shall be made up of a fixed part, constituting a base monthly compensation (Fixed Compensation) and a variable part, constituting a complementary compensation for the Company's financial year (Variable Compensation).
2. The amount of the monthly Fixed Compensation of the Members of the Management Board shall be determined by the Supervisory Board, subject to a proviso:
 - a) Fixed Compensation of the President of the Management Board shall be set in the amount within the range between 7 and 15 times the assessment basis referred to in art. 1, clause 3, sub-clause 11 of the Act of June 9, 2016, on the principles to be applied when establishing the compensation of persons managing certain companies, subject to the applicable detailed legal regulations related to the way its amount is to be set,
 - b) Fixed Compensation of the other Members of the Management Board shall be set in the amount within the range between 7 and 15 times the assessment basis mentioned in art. 1, clause 3, sub-clause 11 of the Act of June 9, 2016, on the principles to be applied when establishing the compensation of persons managing certain companies, subject to the applicable detailed legal regulations related to the way its amount is to be set.

§ 3

1. Variable Compensation shall be dependent on the degree of achieving the Management Targets and shall not exceed 100 % of the Fixed Compensation of the Member of the Management Board in the preceding financial year.
2. Management Targets shall be established as, in particular:
 - a) achieving EBITDA at the level approved in the Material and Financial Plan for the given financial year,
 - b) achieving the Net Debt to EBITDA ratio at the level approved in the Material and Financial Plan for the given financial year,
 - c) maintaining the rating of TAURON Polska Energia SA at the investment grade level,
 - d) achieving the effects of the implemented restructuring programs or the Capital Group's operational efficiency improvement programs,
 - e) implementing the Capital Group's strategy, the investment projects in accordance with the schedule and budget that is optimal from the projects' profitability and the Capital Group's financial standing point of view,
 - f) implementing the investment projects that are key for the security of electricity supply,

- in particular in the electricity generation and distribution lines of business,
- g) sales of the new products (sales of the products that include electricity and the products that are synergic to electricity and gas),
 - h) improving customer service related quality indicators (metrics) or other operational indicators (metrics),
 - i) increasing the Capital Group's innovations by carrying out research and development works, pilot projects and implementations (deployments), taking into account efficient utilization of the resources allocated for that purpose.
3. Additional Management Targets to be achieved shall be established, with the option of receiving the variable part of the compensation contingent upon their accomplishment, including:
- a) developing and applying the principles of compensating members of the management and supervisory authorities (bodies) of subsidiary entities (subsidiaries) that are in line with the principles defined in the Act,
 - b) performing the obligations referred to in art. 17 - 20, art. 22 and art. 23, subject to art. 18a and art. 23a of the Act of December 16, 2016, on the principles of state assets management.
4. Supervisory Board shall be authorized to set the detailed Management Targets, including specifying the weights of such targets, as well as the objective and measurable criteria for the accomplishment and verification (accountability) thereof (KPI – Key Performance Indicators), taking into account the following assumptions:
- a) Variable Compensation shall be due to the given Member of the Management Board following the approval of the Management Board's report on the company's operations and the company's financial statements for the preceding financial year as well as the acknowledgement of the fulfilment of duties thereby (absolving of liability, granting a discharge from liabilities) by the General Meeting,
 - b) payout of a portion of the Variable Compensation may be deferred for a period not longer than 36 months, depending on the fulfilment, by a specified deadline, of the conditions in accordance with the Management Targets set, then such a part of the Variable Compensation may be paid out in whole or in part at the end of the settlement period,
 - c) Variable Compensation shall be calculated pro rata; the proportionality shall be dependent on the number of days the given Members of the Management Board were providing the services in the given financial year,
 - d) fulfilment of the preconditions for the payout of the Variable Compensation to the individual Members of the Management Board for whom the Management Targets were set for the given financial year and who were performing their functions in the financial year under review, shall be determined (evaluated) by the Supervisory Board by specifying the amount due, based on the financial statements audited by the certified (statutory) auditors and other documents depending on the Targets set.
5. Expiration of the mandate of the Member of the Management Board being evaluated with respect to achieving the Management Targets shall not cause a loss of the right to receive the Variable Compensation, on the terms defined in clauses 1 - 4 above, on the

condition, however, that the period the given person had been performing his/her functions in the financial year under review had been longer than 3 (three) months.

§ 4

1. Agreement includes an obligation by a Member of the Management Board to disclose information on an intention to perform a function in the authorities of another commercial code company (corporation), a purchase of shares therein or to obtain an approval of the Supervisory Board for the above mentioned actions and may envisage a ban on performing functions in the authorities of any other commercial code company (corporation) or introduce other restrictions related to the additional activities of the Member of the Management Board.
2. A Member of the Management Board shall not receive compensation for performing a function of a member of the authorities (officer) at the Company's subsidiary entities (subsidiaries) being a part of the capital group, within the meaning of art. 4, clause 14 of the Act of February 16, 2007, on competition and consumer protection.
3. Supervisory Board shall be authorized to define bans and restrictions referred to in clauses 1 and 2 above, the reporting obligations related to the performance thereof and the sanctions for the improper performance thereof.

§ 5

Supervisory Board will define in the Agreement the scope and the rules related to the provision, to a Member of the Management Board, of the technical devices and resources that constitute the Company's property (assets), required to perform the given function, and it may also define the limits, or the methods to be used to define them, related to the costs that the Company shall incur in connection with the provision and use of the devices and resources by the Member of the Management Board for business related purposes.

§ 6

1. In case the mandate expires, in particular due to death, dismissal or submission of the resignation, the Agreement shall be terminated as of the last day the function is performed, without the need to take any additional actions.
2. Each of the Parties shall have the right to terminate the Agreement effective immediately in case of a material breach of the provisions of the Agreement by the other Party.
3. Each of the Parties shall have the right to terminate the Agreement due to other causes than the ones defined in clause 2, with a maximum 3 (three) month termination notice, subject to a proviso that in case during the notice period an event, referred to in clause 1, resulting in the termination of the agreement as a consequence of the discontinuance of the performance of the function, occurs, then the Agreement shall be terminated in accordance with the content of clause 1.
4. In case the Agreement is terminated or renounced by the Company due to other causes than the ones defined in clause 2, a Member of the Management Board may be granted a severance pay, in the amount not higher than 3 (three) times the fixed part of the compensation, on the condition the given person had performed the function for the period of at least 12 (twelve) months prior to the termination of the Agreement.
5. Severance pay, referred to in clause 4, shall not be due to a Member of the Management Board in case:
 - a) the Agreement is renounced, terminated or amended as a result of a change of the function performed by the Manager as a Member of the Management Board,

- b) the Agreement is renounced, terminated or amended as a result of the appointment of the Manager for another term of the Management Board,
- c) the Member of the Management Board assumes a function of a member of the management board in a company (subsidiary) that is a part of the Capital Group,
- d) the Member of the Management Board resigns from the performance of the function.

§ 7

1. Supervisory Board may conclude a non-compete agreement with a Member of the Management Board taking effect after the performance of the function has been discontinued, however it may be concluded only in case the function has been performed by the Member of the Management Board for a period of at least 6 (six) months, and the amount of the compensation for each month the non-compete agreement is in effect shall not exceed 100% of the monthly fixed compensation defined in § 2, clause 2 of this Resolution.
2. Conclusion of the non-compete agreement after the agreement on the provision of the management services has been terminated or renounced shall not be permitted.
3. Non-compete period shall not exceed 6 (six) months following the discontinuance of the performance of the function by the Member of the Management Board.
4. In case of a failure to perform the non-compete agreement or an improper performance of the non-compete agreement by a Member of the Management Board, the given Member of the Management Board shall be obligated to pay the liquidated damages to the Company, not lower than the amount of the compensation due for the entire non-compete period.
5. Supervisory Board shall be obligated to define in the non-compete agreement at least the operations that constitute competition for the Company, the amount of the compensation due for the compliance with the non-compete agreement, the dates of payment of such compensation, the manager's information disclosure obligations and the cases when the non-compete agreement ceases to be in force, as well as it may define the Company's right to terminate the non-compete agreement or the rights of the parties to terminate the non-compete agreement.

§ 8

1. The Resolution shall enter into force as of its adoption date.
2. Resolution no. 5 of the Extraordinary General Meeting of the Company operating under the enterprise name: TAURON Polska Energia S.A., of November 21, 2019, *concerning: the principles to be applied when establishing the compensation of Members of the Management Board, and repealing the resolution no. 5 of the Extraordinary General Meeting of the Company operating under the enterprise name: TAURON Polska Energia S.A., of December 15, 2016, concerning the principles to be applied when establishing the compensation of Members of the Management Board, and repealing the resolution no. 36 of the Ordinary General Meeting of the Company operating under the enterprise name: TAURON Polska Energia S.A. of May 29, 2017, concerning amending the resolution no. 5 of the Extraordinary General Meeting of the Company of December 15, 2016, and repealing the resolution no. 26 of the Ordinary General Meeting of the Company operating under the enterprise name: TAURON Polska Energia S.A. of May 8, 2019, concerning amending the resolution no. 5 of the Extraordinary General Meeting of*

the Company of December 15, 2016, shall become null and void (expire).

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 20 of the agenda: Adopting resolution concerning amendment to the "Compensation Policy for Members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A."

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting
of TAURON Polska Energia S.A.
of 2022**

concerning: amendment to the "Compensation Policy for Members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A."

Acting pursuant to art. 90d, clause 1 of the Act of July 29, 2005, on a Public Offering, Conditions Governing the Introduction of Financial Instruments to the Organized Trading System and Public Companies, the Ordinary General Meeting of TAURON Polska Energia S.A. resolves as follows:

§ 1

1. The following amendments shall be made to the "Compensation Policy for Members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A.", adopted by way of the Resolution No. 26 of the Ordinary General Meeting of TAURON Polska Energia S.A. of July 15, 2020:

section 3.4.6 shall be given the following wording:

3.4.6. Supervisory Board may conclude a non-compete agreement with a Member of the Management Board taking effect after the performance of the function in the Management Board of the Company has been discontinued, however it may be concluded only in case the function has been performed by the Member of the Management Board for a period of at least 6 (six) months, and the amount of the compensation for each month the non-compete agreement is in effect shall not exceed 100% of the Fixed Compensation

referred to in section 3.2.1., and the non-compete period shall not exceed 6 (six) months after the performance of the function of a Member of the Management Board was discontinued.

2. The consolidated text of the "Compensation Policy for Members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A.", taking into account the amendment referred to in section 1, constitutes an appendix to this resolution.

§ 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 ***:

* 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 fulfilment of certain conditions specified in the power of attorney.