

DRAFT

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

concerning: 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.

DRAFT

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

concerning: 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. Closing of the Ordinary General Meeting.

§ 2

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

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**RESOLUTION NO [•]
of the Ordinary 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 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.

DRAFT

**RESOLUTION NO [•]
of the Ordinary 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 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 Ballot-Counting Committee is appointed, composed of:

1. [•]
2. [•]
3. [•]

§ 2

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

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**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 *“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.

Substantiation of adopting the above-mentioned resolution:

In accordance with Article 52 of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351) 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”* have been approved by the Company Management Board under resolution No. 106/VI/2022 of 29 March 2022.

Pursuant to resolution No. 26/VI/2022 of 30 March 2022, the Supervisory Board of TAURON Polska Energia S.A. positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The aforementioned financial statements of TAURON Polska Energia S.A. are subject to examination and approval by the General Meeting of the Company pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and Article 53(1) of the Accounting Act of 29 September 1994 and § 35(1)(1) of the Articles of Association of the Company.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 55(1), Article 63c(4) of the Accounting Act of 29 September 1994 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”* have been approved by the Company Management Board under resolution No. 105/VI/2022 of 29 March 2022.

Pursuant to resolution No. 28/VI/2021 of 30 March 2022 the Supervisory Board of TAURON Polska Energia S.A. positively evaluated the said financial statements as to their conformity with the ledgers and documents as well as actual state and requested its examination and approval by the Ordinary General Meeting.

The aforementioned consolidated financial statements of TAURON Capital Group are subject to examination and approval by the General Meeting of the Company pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63(c)(4) of the Accounting Act of 29 September 1994 and § 35(1)(1) of the Company Articles of Association.

DRAFT

**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 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 item 1), Article 395(2)(1) and Article 395(5), as well as Article 63c(4) in connection 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.

Substantiation of adopting the above-mentioned resolution:

In accordance with Article 55(2a) of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351), the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2021”* has been approved by the Company Management Board under resolution No. 107/VI/2022 of 29 March 2022.

Pursuant to resolution No. 29/VI/2022 of 30 March 2022, the Supervisory Board of TAURON Polska Energia S.A. positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The aforementioned Management Board report on the operations of TAURON Polska Energia S.A. and TAURON Polska Energia S.A. Capital Group is subject to examination and approval by the General Meeting of the Company pursuant to Article 393(1), Article 395(2)(1) and Article 395(5) of the Commercial Companies Code, 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.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to TAURON Group's Strategy adopted in 2016 as well as the adopted (in relation thereto) and announced dividend policy, the goal of TAURON Polska Energia S.A. ("TAURON", "Company") is to pay, in long term perspective, a dividend to shareholders at the level of 40% of consolidated net profit.

However, the Management Board, in its recommendation to the General Meeting concerning the method of distribution of the generated net profit has also taken the following into account:

- the Group's liquidity position,
- market situation,
- implementation of investment policy,
- cost and availability of financing,
- legal requirements and provisions of financing agreements, in particular those concerning the maximum allowed debt level ratio,
- requirement to maintain investment grade rating.

The consolidated financial statements of TAURON Group prepared for the year ended on 31 December 2021 presented net result in the amount of PLN 259,887,168.39. However, taking the abovementioned factors into account, in particular the TAURON Group's development plan

covering implementation of the adopted investment program that requires significant financial expenditure, the management board of TAURON Polska Energia recommends to the General Meeting to distribute TAURON's net profit by its allocation in full to the Company's supplementary capital.

Every year TAURON Group executes an ambitious investment program in the Distribution Segment. It includes both connecting new users and upgrade of the existing infrastructure. Additionally, from 2019 TAURON has been implementing the so-called TAURON's Green Turn, i.e. investment program whose purpose is to increase the share of low- and zero-emission sources in the generation portfolio of TAURON Group to almost 30% in 2025 and over 65% in 2030. Implementation of transformation towards renewable energy sources requires significant expenditures, and the return on those expenditures will be realized in a long term perspective. The time gap resulting from various dates of expenditures and returns is financed in part from funds generated from operating activities which are not paid in the form of dividend, and in part it is supplemented by long term external financing. Acquisition and handling of financing requires that the covenants imposed by financial institutions be met, in particular related to maintaining a specified net debt/ EBITDA ratio and maintaining the investment grade rating by TAURON. To meet the abovementioned covenants and simultaneously execute intensive investment program it is necessary to retain the generated results in the Company.

Proposed distribution of net profit for 2021 that stipulates allocation of the entire profit to supplementary capital is in line with the announced dividend policy. In the coming years TAURON Group plans to actively respond to the challenges of the power sector, including the more and more stringent climate and environment policy of the European Union. TAURON Group's activities will focus on sustainable operations by continued implementation of the Green Turn and increase of installed low- and zero- emission capacities. In the scope of system heating, we assume transformation of generation sources to low-emission fuels and meeting the regulatory requirements for effective heating systems. In electricity distribution we assume allocation of significant expenditures to grid development and upgrade to improve the quality and reliability of supply, including grid adjustment to the increasing installed capacity in renewable sources. As a result of the above, the largest portion of expenses will be allocated to the segments of distribution and renewable energy sources.

Allocation of net profit for 2021 to supplementary capital is additionally motivated by TAURON's pursuit to maintain investment grade rating – potential payment of dividend, including for 2021, has been indicated by Fitch rating agency as a factor that could have impact on downgrade of TAURON's rating. The funds retained within the Company not only would be used directly to execute investment, but also would reduce the need for further financing and at the same time reduce the increase of the debt ratio. Thus they would help meet the financial covenant in the coming years that was imposed by financial institutions while implementing the planned investments at the same time.

Taking the above into account, the Management Board presents motion to the Supervisory Board to approve of distribution of net profit for the financial year 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 and 39/100) and its allocation in full to supplementary capital of the Company amounting to PLN 2,749,095,649.54 as of 31 December 2021.

The Supervisory Board of TAURON Polska Energia S.A. by resolution No. 27/VI/2022 of 30 March 2022 positively evaluated the Management Board's motion to the Ordinary general

Meeting expressed in resolution No. 108/VI/2022 of 29 March 2022 and concerning the method of distribution of net profit for the year 2021 by its allocation in full to the Company's supplementary capital.

DRAFT

**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.

Substantiation of adopting the aforementioned resolution:

The “Report on the activities of the Supervisory Board in the financial year 2021” has been drafted by the Supervisory Board of the Company pursuant to § 20 (1)(4) of the Company’s Articles of Association and includes issues referred to above.

The Supervisory Board of TAURON Polska Energia S.A. by Resolution No. 23/VI/2022 of 30 March 2022 adopted the Report and presented it to the General Meeting for approval.

Pursuant to § 35 (1)(21) of the Company’s Articles of Association, the General Meeting of the Company passes resolution concerning approval of the Report on the activities of the Supervisory Board of TAURON Polska Energia S.A. in the financial year 2021.

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**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.

Substantiation of adopting the aforementioned resolution:

The Report on the remuneration of Members of the Management Board and Supervisory Board of TAURON Polska Energia S.A. for 2021 (“Remuneration report”) has been drafted in accordance with the requirements of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (“Act”) following the review of remunerations by the Supervisory Board, including all remunerations due and received by individual members of the Management Board and the Supervisory Board in 2021.

The Supervisory Board of TAURON Polska Energia S.A. by Resolution No. 31/VI/2022 of 30 March 2022 adopted the Remuneration report and presented it to certified auditor for review in the scope of presentation of the required information, and asked the General Meeting for opinion.

Certified auditor, in their review report stated that the Remuneration report, in all material aspects, includes all the required elements listed in Article 90g (1-5) and 8 of the Act.

Pursuant to § 35 (1)(20) of the Company’s Articles of Association, the general Meeting of the company adopts resolution concerning the opinion on the Remuneration report. The resolution of the General Meeting is of advisory character.

Following closing of the General Meeting the Remuneration report will be published on TAURON's web page where it will be available free of charge for a minimum of 10 years.

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**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 32/VI/2022 of 30 March 2022 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Artur Michałowski 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.

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**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 33/VI/2022 of 30 March 2022 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Patryk Demski 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.

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**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 34/VI/2022 of 30 March 2022 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Krzysztof Surma from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. for Finance performed from 5 August 2021 to 31 December 2021.

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**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 35/VI/2022 of 30 March 2022 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Jerzy Topolski 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.

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**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 36/VI/2022 of 30 March 2022 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Wojciech Ignacok 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.

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**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 37/VI/2022 of 30 March 2022 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Marek Wadowski 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.

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**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

The Supervisory Board has not passed resolution to request the Ordinary General Meeting of the Company to discharge Mr. Paweł Strączyński 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.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

In the financial year 2021 the Supervisory Board of TAURON Polska Energia S.A. performed their tasks in line with the generally applicable provisions of law, including Commercial Companies Code, as well as the Articles of Association of the Company and Best Practice of WSE Listed Companies.

The Supervisory Board of TAURON Polska Energia S.A., pursuant to resolution No. 23/VI/2022 of 30 March 2022 adopted the *"Report on the activities of the Supervisory Board of TAURON Polska Energia S.A. in the financial year 2021"* and submitted a motion to the Ordinary General Meeting to acknowledge the fulfilment of duties by Members of the Supervisory Board from duties performed by them in the financial year 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2021 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Piotr Tutak for 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2021 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Piotr Tutak for 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2021 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Piotr Tutak for 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2021 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Piotr Tutak for 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2021 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Piotr Tutak for 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2021 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Piotr Tutak for 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2021 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Piotr Tutak for 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2021 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Piotr Tutak for 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2021 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by the Chair of the Supervisory Board, Piotr Tutak for 2021.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

Shareholder KGHM Polska Miedź S.A. demanded that an item concerning the adoption of a resolution on the number of members of the Company's Supervisory Board be placed on the agenda of the closest Ordinary General Meeting of the Company.

Pursuant to § 24(7) of the By-Laws of the General Meeting of TAURON Polska Energia S.A. before the beginning of elections to the Supervisory Board, the General Meeting determines the number of members of the Supervisory Board.

Pursuant to the provisions of § 22(1) of the Company's Articles of Association, the Supervisory Board of TAURON Polska Energia S.A. consists of 5 to 9 members.

By a resolution No. 31 of May 24, 2021 of the Ordinary General Meeting of TAURON Polska Energia S.A. it was established that the Supervisory Board of TAURON Polska Energia S.A. will consist of 9 members of the Supervisory Board.

DRAFT

**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.

Substantiation of adopting the above-mentioned resolution:

Shareholder KGHM Polska Miedź S.A. demanded placing on the agenda of the next Ordinary General Meeting of the Company an item regarding the adoption of resolutions on changes in the composition of the Supervisory Board of the Company.

In the rationale the shareholder KGHM Polska Miedź S.A. indicated that it intended to submit appropriate motions enabling voting of resolutions aimed at introducing changes in the composition of the Supervisory Board of the Company.

Currently, the Supervisory Board of the Company includes 9 members of the Supervisory Board. The State Treasury, in accordance with its right, appointed 5 members of the Supervisory Board.