

DRAFT

RESOLUTION NO. [•]
of the Ordinary General Meeting
of the Company under the enterprise name: TAURON Polska Energia S.A.
of 2023

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

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

§ 1

The following amendments to the Articles of Association of TAURON Polska Energia S.A. are introduced:

1. in § 15 after section 5 section 6 is added with the following wording:

“6. Disclosure obligations defined in Article 380¹ § 1 and 2 of commercial companies code are excluded.”

2. in § 20 section 1 is given the following wording:

“1. The competences of the Supervisory Board include:

- 1) evaluation of the Management Board's report from the activity of the Company as well as financial report for the previous financial year in the scope of its accordance with the books, documents as well as the actual state. It also applies to the consolidated financial report of the Capital Group, if it is made,
- 2) evaluation of the motions of the Management Board when it comes to the division of profit or coverage of loss,
- 3) drafting once a year and presenting to the General Meeting for approval, a report on the activities of the Supervisory Board, containing at least:
 - a) results of evaluations referred to in items 1) and 2),
 - b) information on the composition of the Supervisory Board and the Committees thereof, including an indication which Members of the Supervisory Board meet the independence criteria defined in the Act of May 11, 2017, on certified auditors, audit firms and public oversight, and which of them do not have the actual and material ties to a shareholder holding at least 5% of the total number of votes in

the Company, as well as the information on the composition of the Supervisory Board in the context of the diversity thereof,

- c) summary of the activities of the Supervisory Board and the Committees thereof,
 - d) assessment of the Company's standing on a consolidated basis, including the assessment of the adequacy and efficiency of internal control systems, risk management, compliance with standards or applicable practices and the internal audit functions applied in the Company, along with the information on the actions undertaken by the Supervisory Board in order to perform such an assessment, taking into account all relevant control mechanisms, including, in particular, the mechanisms related to the reporting and operating activities,
 - e) assessment of the application by the Company of the corporate governance rules and the manner of ensuring compliance with the disclosure obligations related to the application thereof defined in the Warsaw Stock Exchange Rules and in the provisions related to the current reports (regulatory filings) and the periodic reports disclosed by the issuers of securities, along with the information on the actions undertaken by the Supervisory Board in order to perform such an assessment,
 - f) assessment of the legitimacy of the expenses incurred by the Company and the group thereof for supporting culture, sports, charities, media, social organizations, trade unions, etc.,
 - g) information on the degree of implementation of the diversity policy with respect to the Management Board and the Supervisory Board, including the implementation of the diversity objectives and criteria, among others, in such areas as gender, education background, specialist knowledge, age and professional experience,
 - h) assessment of the manner of drafting or presenting by the Management Board to the Supervisory Board of information, documents, reports or explanations requested under Article 382 § 4 of Commercial Companies Code,
 - i) information about total remuneration due from the Company for all examinations commissioned to advisors by the Supervisory Board during the calendar year.
- 4) making Supervisory Board's reports from the supervision of the realization of investments by the Management Board including the purchase of fixed assets, especially giving opinions on the correctness and effectiveness of expending financial means connected with it,
 - 5) the selection of the statutory auditor to carry out the examination and review of the Company financial statements and consolidated financial statements of the Capital Group,
 - 6) defining the scope and dates of submitting by the Management Board annual non-cash and financial plan for the Company and the Capital Group,

- 7) giving opinion on the Capital Group's Corporate Strategy,
- 8) giving opinions on the rules of conducting sponsoring activity,
- 9) giving opinions on the annual plan of conducting sponsoring activity as well as annual report from its realization,
- 10) passing regulations defining in detail the method of the Supervisory Board's operation,
- 11) accepting a uniform content of the Company's Articles of Association, prepared by the Company's Management Board,
- 12) accepting the by-laws of the Company's Management Board,
- 13) accepting the organizational regulations of the Company's enterprise,
- 14) issuing opinions on Management Board reports on representation expenses, expenses incurred for legal services, marketing services, PR services and social communication, and advisory services associated with management,
- 15) issuing opinions on the change of principles of disposal of fixed assets defined in § 38¹,
- 16) approval of the remuneration policy for the capital group,
- 17) drafting, once a year, a report on the remuneration for the Members of the Management Board and the Supervisory Board in accordance with requirements defined in the Act of July 29, 2005, on the public offering and conditions governing the introduction of financial instruments to organized trading, and on public companies,
- 18) providing opinions on the draft resolutions placed by the Management Board on the agenda of the General Meeting."

3. in § 20 section 2 item 2) the introductory clause is given the following wording:

"2) dispose of (divest) the components of fixed assets within the meaning of the regulations of the Accounting Act of 29 September 1994, classified as intangible and legal assets, tangible fixed assets or long term investments, including making a contribution to a company or cooperative, in the case the market value of such components exceeds PLN 20 000 000 or 5% of the total assets value within the meaning of the Accounting Act based on the last approved financial statements, subject to the provisions of section 5, and also handing over such components for use to another entity, for a period longer than 180 days within a calendar year, pursuant to a legal action, in the case the market value of the subject of such legal action exceeds PLN 500 000 or 5% of the total assets value, where a hand-over for use in the case of:"

4. in § 20 section 3 item 10) letter i) is given the following wording:

“i) referred to in art. 17, clause 1 of the act of 16 December 2016 on the principles of state assets management, subject to § 15, section 4, with the exclusion of matters related to legal actions, referred to in section 5 of this paragraph, and with the exclusion of matters related to acquiring or disposing of components of fixed assets that constitute or are to constitute the assets required to carry out business operations with respect to electricity distribution by a company that is a power distribution system operator.”

5. §21 is given the following wording:

„§21

1. The Supervisory Board may delegate particular members to perform independently particular supervisory actions and establish ad hoc or permanent committees of the Supervisory Board to perform particular supervisory actions.
2. A delegated member of the Supervisory Board and a committee of the Supervisory Board should submit to the Supervisory Board at least once in a quarter information about taken supervisory actions and their outcomes.”

6. in § 25 the existing section 4 is given the following wording:

“4. Meeting of the Supervisory Board shall be summoned upon the demand of each member of the Supervisory Board or upon the Management Board’s request. The Chairperson or Vice-Chairperson of the Supervisory Board summons the meeting with the agenda as presented in the request, which should take place no later than within two weeks from receiving the request. If the Chairperson or Vice-Chairperson of the Supervisory Board does not summon the meeting of the Supervisory Board in the manner defined in the previous sentence, the requesting party may summon it on their own.”

7. in § 26 the existing section 2 is given the following wording:

“2. In the invitation to the Supervisory Board’s meeting the Chairperson or Vice-Chairperson defines the date and time of the meeting, place of the meeting, detailed draft of the agenda, as well as manner of using means of remote communication during the meeting.”

8. in § 35 section 1 the existing items 20) - 21) are given the following wording:

“20) providing an opinion on the report on the compensation of the Members of the Management Board and the Supervisory Board, referred to in § 20 section 1, item 17),

21) approval of the report on the activities of the Supervisory Board referred to in § 20 section 1, item 3).”

§ 2

The resolution shall enter into force as of its adoption date and shall be effective as of the date of registering in the register of entrepreneurs of the National Court Register.

Substantiation

The purpose of amending the Company's Articles of Association is to adjust them to the provisions of the amended Code of commercial companies (CCC) pursuant to the updated act of 9 February 2022 on amending the act – Code of commercial companies and some other acts.

TAURON Polska Energia S.A. as a public company performs disclosure obligations defined in the regulation of the Minister of Finance of 29 March 2018 on current and periodic information disclosed by issuers of securities and on conditions under which information required by legal regulations of a third country may be recognized as equivalent as well as the Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("MAR"). In execution of the abovementioned disclosure obligations and as part of compliance with the Best Practice for GPW Listed Companies 2021 the Company's Management Board presents to the Supervisory Board in periodic reports (quarterly, semiannual and annual) among other things, information referred to in Article 380¹ § 1 and 2 of CCC. Upon the initiative of the Supervisory Board, lists of Management Board's resolutions with relevant description are also submitted at particular meetings. The above taken into account, it is justified to exclude application of Articles 380¹ § 1 and 2 of CCC.

Amendment to provisions of § 20 section 1 items 3), 4) and 6) of the Company's Articles of Association is connected with adjusting them to the amendments introduced to Article 382 § 3¹ of CCC concerning the scope of the subject report of the Supervisory Board, drafted once in a year and presented to the General Meeting for approval.

Amendment to § 21 of the Company's Articles of Association is introduced to adjust its wording to the provisions of Article 390¹ § 1 and 4 of CCC related to delegating members of the Supervisory Board to individually perform specified supervisory activities and establishing committees of the Supervisory Board.

Amendment to § 25 section 4 of the Company's Articles of Association is introduced to adjust its provisions to the amended provisions of Article 389 of CCC by defining precisely the matter of convening meetings of the Supervisory Board upon request of the members of the Supervisory Board or following a motion of the Management Board.

Amendment to § 26 section 2 of the Company's Articles of Association is introduced to adjust the scope of information included in invitation to the meeting of the Supervisory Board, in particular by defining the manner of using means of remote communication during meetings, in accordance with the provisions of Article 389 § 2 of CCC.

Amendments in § 20 section 2 item 2) and § 20 section 3 item 10) letter i) and § 35 section 1 items 20) and 21) are of editorial and organizational character.
