

**DRAFT**

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

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 ..... 2023**

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. Adoption of a resolution on the approval of the "Report of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2022", including the assessments and information specified in Article 382 § 3<sup>1</sup> of the CCC and in the Company's Articles of Association and the Best Practices of WSE Listed Companies 2021.
9. Consideration of the "Financial statements of TAURON Polska Energia S.A. compliant with the International Financial Reporting Standards approved by the European Union for the year ended 31 December 2022" and adoption of a resolution on its approval.
10. Consideration of the "Consolidated financial statements of TAURON Polska Energia S.A. Capital Group compliant with the International Financial reporting Standards approved by the European Union for the year ended 31 December 2022" 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 Capital Group for the financial year 2022" and adoption of a resolution on its approval.
12. Adoption of a resolution on distribution of net profit for the financial year 2022.
13. 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. for 2022".
14. 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 2022.

15. 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 2022.
16. Closing of the Ordinary General Meeting.

**§ 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 ..... 2023**

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 ..... 2023**

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.

**DRAFT**

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

concerning: approval of the “Report of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2022”

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 of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2022” adopted by Resolution No. 18/VI/2023 of the Supervisory Board of TAURON Polska Energia S.A. of 29 March 2023 is hereby approved of.

**§ 2**

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

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*Substantiation of adopting the aforementioned resolution:*

The “Report of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2022” (“Report of the Supervisory Board”) 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, as well as the results of the assessment of the financial statements of the Company and TAURON Group for 2022, the report on the operations of the Company and TAURON Group for 2022 and the motion of the Management Board of the Company to the General Meeting regarding the distribution of the net profit for 2022.

The Supervisory Board of TAURON Polska Energia S.A. by Resolution No. 18/VI/2023 of 29 March 2023 adopted above-mentioned Report of the Supervisory Board 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 of the Supervisory Board of TAURON Polska Energia S.A.

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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 ..... 2023**

concerning: approval of the *“Financial statements of TAURON Polska Energia S.A. compliant with the International Financial Reporting Standards approved by the European Union for the year ended 31 December 2022”*

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. compliant with the International Financial Reporting Standards approved by the European Union for the year ended 31 December 2022”* are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2022 showing comprehensive income in the amount of PLN 219 million and net profit for the financial year 2022 in the amount of PLN 67 million,
- 2) Statement of financial standing as at 31 December 2022, which indicates the total balance of assets and liabilities in the amount of PLN 36,052 million,
- 3) Statement of changes in equity for the year ended on 31 December 2022 showing equity increase of PLN 219 million,
- 4) Statement of cash flows for the year ended on 31 December 2022 showing net cash flow increase by the amount of PLN 1,998 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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*Substantiation of adopting the above-mentioned resolution:*

In accordance with Article 52 of the Accounting Act of 29 September 1994 the *“Financial statements of TAURON Polska Energia S.A. compliant with the International Financial Reporting Standards approved by the European Union for the year ended 31 December 2022”* have been approved by the Company’s Management Board under resolution No. 101/VI/2023 of 28 March 2023.

Pursuant to resolution No. 21/VI/2023 of 29 March 2023, 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 ..... 2023**

concerning: approval of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group compliant with the International Financial reporting Standards approved by the European Union for the year ended 31 December 2022”*

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 compliant with the International Financial reporting Standards approved by the European Union for the year ended 31 December 2022”* are approved, which consist of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2022 showing the total income in the amount of PLN 108 million and net profit for the financial year 2022 in the amount of PLN 134 million,
- 2) Consolidated statement of financial standing as at 31 December 2022, which indicates the total balance of assets and liabilities in the amount of PLN 45,320 million,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2022 showing equity increase by the amount of PLN 90 million,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2022 showing cash flow increase by the amount of PLN 317 million,
- 5) Accounting principles (policy) and additional explanatory notes.

**§ 2**

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

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*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 compliant with the International Financial reporting Standards approved by the European Union for the year ended 31 December 2022”* have been approved by the Company Management Board under resolution No. 100/VI/2023 of 28 March 2023.

Pursuant to resolution No. 23/VI/2023 of 29 March 2023 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.

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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 ..... 2023**

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 2022”*

Acting pursuant to Article 393 (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 2022”* covering the period from 1 January 2022 to 31 December 2022 is approved.

**§ 2**

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

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*Substantiation of adopting the above-mentioned resolution:*

In accordance with Article 55(2a) of the Accounting Act of 29 September 1994, the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2022”* has been approved by the Company Management Board under resolution No. 102/VI/2023 of 28 March 2023.

Pursuant to resolution No. 24/VI/2023 of 29 March 2023, 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.

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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 ..... 2023**

concerning: distribution of net profit for the financial year 2022.

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 2022 covering the period from 1 January 2022 to 31 December 2022 in the amount of PLN 67,102,592.85 (in words: sixty seven million one hundred and two thousand five hundred ninety two zlotys 85/100) 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.

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*Substantiation of adopting the above-mentioned resolution:*

Pursuant to TAURON Group's Strategy adopted in 2022 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 at least 40% of consolidated net profit. TAURON's intention is to ensure a dividend rate at a competitive level in relation to long-term debt instruments issued on the Polish market by companies with an investment rating.

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.

In the horizon of the strategy, i.e. until 2030, due to the high level of investment expenditures related to the implementation of strategic projects, the Management Board will not recommend the General Meeting to pay dividends, if in the opinion of the Management Board such retention of funds in the TAURON Group will contribute to an increase in the value of its assets.

Financial statements of TAURON Polska Energia S.A. prepared for the year ended 31 December 2022 presented net result in the amount of PLN 67,102,592.85. 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 1.6 GW of installed RES capacity in 2025 and to 3.7 GW 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.

Allocation of net profit for 2022 to supplementary capital is additionally motivated by TAURON's pursuit to maintain the investment grade rating – and the possible payout of dividend, including dividend for 2022, has been indicated by Fitch rating agency as a factor that could have impact on downgrading 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, it is justified to distribute the net profit for the financial year 2022 in the amount of PLN 67,102,592.85 (in words: sixty-seven million one hundred and two thousand five hundred and ninety-two zlotys 85/100) and allocate it entirely to the Company's supplementary capital amounting to ended December 31, 2022 PLN 3,008,982,817.93.

The Supervisory Board of TAURON Polska Energia S.A. by resolution No. 22/VI/2023 of 29 March 2023 positively evaluated the Management Board's motion to the Ordinary general Meeting expressed in resolution No. 103/VI/2023 of 28 March 2023 and concerning the method of distribution of net profit for the year 2022 by its allocation in full to the Company's supplementary capital.

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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 ..... 2023**

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 2022”

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 2022” adopted by Resolution No. 25/VI/2023 of the Supervisory Board of TAURON Polska Energia S.A. of 29 March 2023.

**§ 2**

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

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*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 2022” (“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 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 2022.

The Supervisory Board of TAURON Polska Energia S.A. by Resolution No. 25/VI/2023 of 29 March 2023 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 on Public Offering.

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 ..... 2023**

concerning: discharge from fulfilment of duties for the President of the Management Board, Paweł Szczeszek for 2022

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 Szczeszek is discharged from fulfilment of his duties as the President of the Management Board performed from 11 April 2022 to 31 December 2022.

**§ 2**

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

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*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. 26/VI/2023 of 29 March 2023 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Paweł Szczeszek from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 11 April 2022 to 31 December 2022.



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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 ..... 2023**

concerning: discharge from fulfilment of duties by the Vice President of the Management Board, Patryk Demski for 2022

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 1 January 2022 to 31 December 2022.

**§ 2**

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

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*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. 27/VI/2023 of 29 March 2023 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 1 January 2022 to 31 December 2022.

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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 ..... 2023**

concerning: discharge from fulfilment of duties by the Vice President of the Management Board, Bogusław Rybacki for 2022

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. Bogusław Rybacki 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 9 September 2022 to 31 December 2022.

**§ 2**

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

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*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. 28/VI/2023 of 29 March 2023 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Bogusław Rybacki from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. for Asset Management performed from 9 September 2022 to 31 December 2022.

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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 ..... 2023**

concerning: discharge from fulfilment of duties by the Vice President of the Management Board, Krzysztof Surma for 2022

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 1 January 2022 to 31 December 2022.

**§ 2**

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

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*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. 29/VI/2023 of 29 March 2023 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 1 January 2022 to 31 December 2022.

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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 ..... 2023**

concerning: discharge from fulfilment of duties by Mr. Tomasz Szczegielniak for 2022

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. Tomasz Szczegielniak is discharged from fulfilment of his duties as the Vice President of the Management Board of TAURON Polska Energia S.A. for Trading performed from 6 September 2022 to 31 December 2022.

**§ 2**

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

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*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. 30/VI/2023 of 29 March 2023 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Tomasz Szczegielniak from fulfilment of his duties as the Vice President of the Management Board of TAURON Polska Energia S.A. for Trading performed from 6 September 2022 to 31 December 2022.

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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 ..... 2023**

concerning: discharge from fulfilment of duties by Mr. Artur Warzocha for 2022

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 Warzocha is discharged from fulfilment of his duties as the Vice President of the Management Board of TAURON Polska Energia S.A. for Corporate Affairs performed from 21 January 2022 to 31 December 2022.

**§ 2**

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

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*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. 31/VI/2023 of 29 March 2023 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Artur Warzocha from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. for Corporate Affairs performed from 21 January 2022 to 31 December 2022.

**DRAFT**

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

concerning: discharge from fulfilment of duties by Mr. Artur Michałowski for 2022

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 of TAURON Polska Energia S.A. for Trading performed from 1 January 2022 to 12 August 2022 as well as his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2022 to 10 April 2022.

**§ 2**

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

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*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/2023 of 29 March 2023 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 of TAURON Polska Energia S.A. for Trading performed from 1 January 2022 to 12 August 2022 as well as his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2022 to 10 April 2022.

**DRAFT**

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

concerning: discharge from fulfilment of duties by the Vice President of the Management Board, Jerzy Topolski for 2022

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 2022 to 12 August 2022.

**§ 2**

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

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*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. 338/VI/2023 of 29 March 2023 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 2022 to 12 August 2022.

**DRAFT**

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

concerning: discharge from fulfilment of duties by the Chair of the Supervisory Board, Mr. Piotr Tutak for 2022

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 1 January 2022 to 31 December 2022 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.

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*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 2022 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. 18/VI/2023 of 29 March 2023 adopted the "*Report of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2022*" 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 2022.



**DRAFT**

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

concerning: discharge from fulfilment of duties by the Vice Chair of the Supervisory Board, Ms. Teresa Famulska for 2022

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 a Member of the Supervisory Board of TAURON Polska Energia S.A. performed in the period from 1 January 2022 to 31 December 2022 including duties as the Vice 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.

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*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 2022 is included under 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 2022.

**DRAFT**

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

concerning: discharge from fulfilment of duties by the Secretary of the Supervisory Board, Mr. Marcin Wawrzyniak for 2022.

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 a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2022 to 31 December 2022, including fulfilment of his 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 2022 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 2022.

**DRAFT**

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

concerning: discharge from fulfilment of duties by the Member of the Supervisory Board, Mr. Stanisław Borkowski for 2022

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 a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2022 to 31 December 2022.

**§ 2**

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

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*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 2022 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 2022.

**DRAFT**

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

concerning: discharge from fulfilment of duties by the Member of the Supervisory Board, Mr. Dariusz Hryniów for 2022

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. Dariusz Hryniów is discharged from fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 26 January 2022 to 31 December 2022.

**§ 2**

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

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*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 2022 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 2022.

**DRAFT**

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

concerning: discharge from fulfilment of duties by the Member of the Supervisory Board Mr. Leszek Koziarowski for 2022

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 Koziarowski is discharged from the fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2022 to 31 December 2022.

**§ 2**

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

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*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 2022 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 2022.

**DRAFT**

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

concerning: discharge from fulfilment of duties by the Member of the Supervisory Board, Mr. Ryszard Madziar for 2022

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 his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2022 to 31 December 2022.

**§ 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 2022 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 2022.

**DRAFT**

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

concerning: granting the discharge from fulfilment of duties by Member of the Supervisory Board, Mr. Grzegorz Peczkis for 2022

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 fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2022 to 31 December 2022.

**§ 2**

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

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*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 2022 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 2022.

**DRAFT**

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

concerning: granting the discharge from fulfilment of duties for Mr. Marcin Chludziński for 2022

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 Chludziński is discharged from fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 25 May 2022 to 30 November 2022.

**§ 2**

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

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*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 2022 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 2022.



**DRAFT**

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

concerning: granting the discharge from fulfilment of duties by Ms. Katarzyna Taczanowska for 2022

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 a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2022 to 24 May 2022, including the duties of the secretary of the Supervisory Board of TAURON Polska Energia S.A.

**§ 2**

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

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*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 2022 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 2022.