

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2024**

concerning: appointment of the Chairperson of the Extraordinary General Meeting of the Company.

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 section 1 of the By-laws of the General Meeting, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr / Ms [•] is hereby appointed as the Chairperson of the Extraordinary General Meeting of the Company.

§ 2

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

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2024**

concerning: adoption of the agenda of the Extraordinary General Meeting of the Company.

The Extraordinary General Meeting of TAURON Polska Energia S.A., with its registered office in Katowice resolves as follows:

§ 1

The following agenda of the Extraordinary General Meeting of the Company is hereby adopted:

1. Opening of the Extraordinary General Meeting.
2. Adoption of a resolution to elect the Chairperson of the Company's Extraordinary General Meeting.
3. Acknowledgement that the Extraordinary General Meeting has been duly convened and that it is capable of adopting binding resolutions.
4. Adoption of a resolution on adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on waiving the secrecy of voting on the election of committees appointed by the Extraordinary General Meeting.
6. Adoption of a resolution concerning appointment of the Returning Committee of the Extraordinary General Meeting.
7. Adoption of a resolution concerning determining the number of members of the Company's Supervisory Board.
8. Adoption of resolutions concerning changes in the composition of the Company's Supervisory Board.
9. Closing of the Extraordinary General Meeting.

§ 2

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

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2024**

concerning: Waiving the secrecy of voting on the election of committees appointed by the Extraordinary General Meeting.

Acting pursuant to Article 420 § 3 of the Commercial Companies Code and § 15 section 9 of the By-laws of the General Meeting, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The secrecy of the vote on the committees appointed by the Extraordinary General Meeting is hereby waived.

§ 2

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

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2024**

concerning: election of the Returning Committee of the Extraordinary General Meeting.

Acting pursuant to § 15 section 1 of the By-Laws of the General Meeting, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

The Returning 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 Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2024**

concerning: determining the number of members of the Company's Supervisory Board.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22 section 1 of the Company's Articles of Association and § 24 section 7 of the By-Laws of the General Meeting of TAURON Polska Energia S.A. the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

It is established that the Supervisory Board of TAURON Polska Energia S.A. shall consist of [•] (say: [•]) Members of the Supervisory Board.

§ 2

The resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. No. 28 of May 24, 2022 is repealed.

§ 3

The resolution comes into force as of its adoption date.

Justification for adopting the above resolution:

Shareholder KGHM Polska Miedź S.A. requested that the Extraordinary General Meeting of the Company be convened and that an item be included in the agenda regarding the adoption of resolutions on changes in the composition of the Company's Supervisory Board.

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

In accordance with the provisions of § 22 section 1 of the Company's Articles of Association, the Company's Supervisory Board consists of 5 to 9 members.

By resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. No. 28 of May 24, 2022, 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 Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2024**

concerning: dismissing of a Member of the Supervisory Board of TAURON Polska Energia S.A.

Acting pursuant to Article 385 section 1) of the Commercial Companies Code and § 35 section 1 item 4) of the Company's Articles of Association and § 24 section 1 of the By-Laws of the General Meeting of TAURON Polska Energia S.A., the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. [•] is dismissed from the Supervisory Board of TAURON Polska Energia S.A. as of April 3, 2024 at the end of the day.

§ 2

The resolution comes into force on the day of its adoption.

Justification for adopting the above resolution:

Shareholder KGHM Polska Miedź S.A. requested that the Extraordinary General Meeting of the Company be convened and that an item be included in the agenda regarding the adoption of resolutions on changes in the composition of the Company's Supervisory Board.

As part of the justification, the Shareholder KGHM Polska Miedź S.A. indicated that the holding of the General Meeting will enable KGHM Polska Miedź S.A., as a shareholder of the Company, to submit applications for changes in the composition of the Company's Supervisory Board.

Currently, there are 7 members of the Supervisory Board of the Company. The State Treasury, in accordance with its powers, appointed 5 members of the Supervisory Board.

DRAFT

**RESOLUTION NO [•]
of the Extraordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2024**

concerning: appointing of a Member of the Supervisory Board of TAURON Polska Energia S.A.

Acting pursuant to Article 385 section 1) of the Commercial Companies Code and § 35 section 1 item 4) of the Articles of Association of the Company and § 24 section 1 of the By-Laws of the General Meeting of TAURON Polska Energia S.A., the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr./ Ms. [•] is appointed as member of the Supervisory Board of TAURON Polska Energia S.A. as of April 4, 2024.

§ 2

The resolution comes into force as of its adoption date.

Justification for adopting the above resolution:

Shareholder KGHM Polska Miedź S.A. requested that the Extraordinary General Meeting of the Company be convened and that an item be included in the agenda regarding the adoption of resolutions on changes in the composition of the Company's Supervisory Board.

As part of the justification, the Shareholder KGHM Polska Miedź S.A. indicated that the holding of the General Meeting will enable KGHM Polska Miedź S.A., as a shareholder of the Company, to submit motions for changes in the composition of the Company's Supervisory Board.

Currently, there are 7 members of the Supervisory Board of the Company. The State Treasury, in accordance with its powers, appointed 5 members of the Supervisory Board.