



## FORM OF INSTRUCTIONS FOR VOTING BY PROXY

**The Extraordinary General Meeting convened for 3 April 2024 at 12.00 p.m., in Novotel Katowice Centrum hotel in Katowice, al. Roździeńskiego 16 (conference room – ground floor).**

### **Reservations:**

1. This form shall not serve for the verification of the method of voting by Proxy on behalf of the Shareholder. The Proxies shall not submit a copy of these instructions to the Company.
2. This form shall not replace the Power of Attorney granted to the Proxy by the Shareholder.
3. Use of the form made available by the Company is not mandatory on the Shareholder and is not a prerequisite for submitting of a vote by the Proxy.
4. The method of exercising the vote by the Proxy depends on the provisions of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders are authorised to submit their own draft resolutions as well as amendments to drafts provided by the Management Board or Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, therefore the text of the resolution finally submitted for voting may differ from the text of the resolution originally published on the Company website. Moreover, on issues related to election within the same agenda, as a rule, several resolutions related to individual candidates will be subject to voting.

**Item 2 of the agenda: Adopting the resolution concerning: appointment of the Chairperson of the Extraordinary General Meeting**

**Proposed draft resolution:**

**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 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 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.

**Votes\***

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

**Item 4 of the agenda: Adopting the resolution concerning: adoption of the agenda of the Extraordinary General Meeting of the Company**

**Proposed draft resolution:**

**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 the 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.

**Votes\***

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

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

**Item 5 of the agenda: Adopting the resolution concerning: waiving the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.**

**Proposed draft resolution:**

**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 the vote on the 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.

**Votes\***

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

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

**Item 6 of the agenda: Adopting the resolution concerning: Election of the Returning Committee of the Extraordinary General Meeting.**

**Proposed draft resolution:**

**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.

**Votes\***

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

**Item 7 of the agenda: Adopting the resolution concerning: Determining the number of members of the Company's Supervisory Board.**

**Proposed draft resolution:**

**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.

**Votes\***

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

**Item 8 of the agenda: Adopting resolutions concerning changes in the composition of the Supervisory Board of TAURON Polska Energia S.A.**

**Proposed draft resolution:**

**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 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.

**Votes\***

- For  
(voting  
by.....  
shares)\*\*
- Against  
(voting  
by.....  
shares)\*\*
- Abstained  
(voting  
by.....  
shares)\*\*
- At discretion of  
the Proxy
- Raising  
Objection

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

**Proposed draft resolution:**

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

concerning: appointing 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./ Ms. [•] is appointed as member of the Supervisory Board of TAURN Polska Energia S.A. as of April 4, 2024.

**§ 2**

The resolution comes into force as of its adoption date.

**Votes\***

- For  
(voting  
by.....  
shares)\*\*
- Against  
(voting  
by.....  
shares)\*\*
- Abstained  
(voting  
by.....  
shares)\*\*
- At discretion of  
the Proxy
- Raising  
Objection

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

\*Tick the appropriate box.

\*\* A shareholder may vote differently for each of the shares he or she holds.

\*\*\* A shareholder may make the proxy's voting method dependent on the fulfillment of certain conditions specified in the power of attorney.