

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

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 section 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

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

§ 2

The Resolution shall enter into force upon its adoption.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

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. Adoption of the resolution on the election of the Chairperson of the Ordinary General Meeting of the Company.
3. Acknowledgement that the Ordinary 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 Ordinary General Meeting.
5. Adoption of the resolution on revoking the secrecy of voting on the election of committees appointed by the Ordinary General Meeting.
6. Adoption of the resolution concerning election of the Ballot-Counting Committee of the Ordinary General Meeting.
7. Presentation of financial results of the Company and TAURON Capital Group.
8. Adoption of the resolution on the approval of the "Report of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2024", including the assessments and information specified in Article 382 § 31 of the Commercial Companies Code 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 2024" and adoption of the 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 2024" and adoption of the 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 2024" which includes sustainability reporting and adoption of the resolution on its approval.
12. Adoption of the resolution on distribution of net profit for the financial year 2024.
13. Adoption of the 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 2024".
14. Adoption of resolutions on the acknowledgement of the fulfilment of duties for Members of the Company's Management Board who performed their functions in the financial year 2024.

15. Adoption of resolutions on the acknowledgement of the fulfilment of duties for Members of the Company's Management Board who performed their functions in the financial year 2023.
16. Adoption of resolutions on the acknowledgement of the fulfilment of duties for Members of the Company's Supervisory Board who performed their functions in the financial year 2024.
17. Adoption of resolutions on amendments to the Company's Articles of Association.
18. Closing of the Ordinary General Meeting.

§ 2

The Resolution shall enter into force upon its adoption.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

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 section 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 revoked.

§ 2

The Resolution shall enter into force upon its adoption.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: election of the Ballot-Counting Committee of the Ordinary General Meeting

Acting pursuant to § 15 section 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 upon its adoption.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: approval of the "Report of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2024"

Acting pursuant to § 35 section 1) item 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 2024", which includes the assessment and information referred to in Article 382 § 31 of the Commercial Companies Code and in the Company's Articles of Association and Best Practices of WSE Listed Companies 2021, adopted by Resolution No. 20/VII/2025 of the Supervisory Board of TAURON Polska Energia S.A. of 15 April 2025 is hereby approved of.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The "Report of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2024" ("Report of the Supervisory Board") has been drafted by the Supervisory Board of the Company pursuant to § 20 section 1) item 3) 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 2024, the report on the operations of the Company and TAURON Group for 2023 and the motion of the Management Board of the Company to the General Meeting regarding covering the net loss for the financial year 2024.

The Supervisory Board of TAURON Polska Energia S.A. by Resolution No. 20/VII/2025 of 15 April 2025 adopted above-mentioned Report of the Supervisory Board and presented it to the General Meeting for approval.

Pursuant to § 35 section 1) item 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.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

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 2024”*

Acting pursuant to Article 53 section 1) of the Accounting Act of 29 September 1994 and Article 393 section 1) and Article 395 § 2 item 1) of the Commercial Companies Code and § 35 section 1) item 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 2024”* are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2024 showing comprehensive income in the amount of PLN 431 million and net profit for the financial year 2024 in the amount of PLN 510 million,
- 2) Statement of financial standing as at 31 December 2024, which indicates the total balance of assets and liabilities in the amount of PLN 28,905 million,
- 3) Statement of changes in equity for the year ended on 31 December 2024 showing equity increase of PLN 431 million,
- 4) Statement of cash flows for the year ended on 31 December 2024 showing net cash flow decrease by the amount of PLN 330 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 abovementioned 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 2024”* have been approved by the Company’s Management Board under resolution No. 93/VII/2025 of 14 April 2025.

Pursuant to resolution No. 21/VII/2025 of 15 April 2025, 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 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code and Article 53 section 1) of the Accounting Act of 29 September 1994 and § 35 section 1) item 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 2025**

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 2024”*

Acting pursuant to Article 63c section 4) of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code and § 35 section 1) item 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 2024”* are approved, which consist of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2024 showing the total income in the amount of PLN 398 million and net profit for the financial year 2024 in the amount of PLN 590 million,
- 2) Consolidated statement of financial standing as at 31 December 2024, which indicates the total balance of assets and liabilities in the amount of PLN 45,714 million,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2024 showing equity increase by the amount of PLN 396 million,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2024 showing cash flow decrease by the amount of PLN 491 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 abovementioned resolution:

Pursuant to Article 55 section 1), Article 63c section 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 2024”* have been approved by the Company Management Board under resolution No. 92/VII/2025 of 14 April 2025.

Pursuant to resolution No. 23/VII/2025 of 15 April 2025 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 63c) section 4) of the Accounting Act of 29 September 1994 and § 35 section 1) item 1) of the Company's 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 2025**

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 2024”*

Acting pursuant to Article 393 section 1), Article 395 § 2 item 1) and Article 395 § 5 of the Commercial Companies Code, Article 63c(4) in connection with Article 55(2a) of the Accounting Act of 29 September 1994 and § 35 section 1 item 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 2024”* covering the period from 1 January 2024 to 31 December 2024 is approved.

§ 2

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

Substantiation of adopting the abovementioned resolution:

In accordance with Article 55 section 2a) and Article 63x section 1 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 2024”* which includes sustainability reporting has been approved by the Company Management Board under resolution No. 94/VII/2025 of 14 April 2025.

Pursuant to resolution No. 24/VII/2025 of 15 April 2025, 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 item 1), Article 395 § 2 item 1) and Article 395 § 5 of the Commercial Companies Code, Article 63c section 4 in conjunction with Article 55 section 2a and Article 63x section 1 of the Accounting Act of 29 September 1994 and § 35 section 1 item 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 2025

concerning: distribution of net profit for the financial year 2024

Acting pursuant to Article 395 § 2 item 2) of the Commercial Companies Code and § 35 section 1 item 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 the net profit of TAURON Polska Energia S.A. for the financial year 2024 covering the period from 1 January 2024 to 31 December 2024 in the amount of PLN 510,278,026.06 (in words: five hundred ten million two hundred seventy eight thousand twenty six zlotys 06/100) by allocating it to the Company's supplementary capital.

§ 2

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

Substantiation of adopting the abovementioned resolution:

Standalone financial statements of TAURON Polska Energia S.A. prepared for the financial year ended 31 December 2024, showed net profit of PLN 510,278,026.06 (in words: five hundred ten million two hundred seventy eight thousand twenty six zlotys 06/100).

Pursuant to the TAURON Group's 2025-2035 Strategy adopted in 2024 ("Strategy") and dividend policy announced in relation with the Strategy, TAURON's intention is to pay dividend at the level of 20% of consolidated net profit starting from 2029 at the latest.

Guided by the principle of responsible financial management and the Best Practice of WSE Listed Companies, the following factors were taken into account in the decision on profit distribution:

- Making investments that bring tangible benefits to shareholders

In line with the Strategy, the TAURON Group plans to make significant investments, mainly in the areas of electricity distribution, in renewable energy sources and in the development of low- and zero-emission district heating, in order to, among other things, withdraw from the use of coal, increase electricity generation from RES, and increase the volume of energy sales and distribution, including from renewable sources. It is assumed that by 2035 investment expenditures of about PLN 100 billion will be incurred, of which 60% will be allocated to the Distribution Area and 30% to the RES and energy storage Area. TAURON Group undertakes only profitable investment projects that will bring a rate of return of at least 1.5 percentage points above WACC and are part of the implementation of the energy

transition, which will allow to double the value of EBITDA by 2035 - to a level of more than PLN 13 billion. Over the next few years, generating steadily growing EBITDA, moving away from the use of fossil fuels, increasing the share of RES in the Group's energy mix, improving the Group's perception of being decarbonized, and better financing conditions will all contribute to the possibility of increasing the borderline debt ratio and increasing the ability to pay dividends in the future.

- Generate sufficient cash to pay dividends

Due to the scale of ongoing investments, the Company has generated negative total cash flow of PLN 330 million for 2024, and thus any dividend payment would require additional external financing and worsen the debt ratio. In the current situation, TAURON strives to ensure optimal financing of operating and investment activities, so leaving the profit in the Company will support the maintenance of a safe level of the ratio and further development..

- Ensure investment grade rating

TAURON's financial situation is assessed annually by the Fitch rating agency. In October 2024, the agency maintained the Company's existing investment rating at BBB- with a stable outlook. Fitch does not assume that the Company will make dividend payments during the intensive investment cycle, as this could potentially result in higher costs of raising capital and reduce TAURON's financial stability. Therefore, leaving the profit generated in the Company mitigates the risk of such a scenario.

Maintaining the rating confirms the Company's stable and strong financial position, which is one of the business priorities outlined in the TAURON Group Strategy.

- Ensure formal and legal compliance

Pursuant to Article 396 § 1 of the Commercial Companies Code, supplementary capital must be created, into which at least 8% of the profit for a given financial year is transferred until this capital reaches at least one-third of the share capital. As of the balance sheet date of 31 December 2024, the Company's capital reserve amounted to PLN 2,438,580,211.86, which means that it has not yet reached the minimum required by the code, i.e. 1/3 of the share capital of PLN 8,762,746,970.00. Allocation of the entire net profit for 2024 to the capital reserve will result in it reaching the threshold of 1/3 of the capital and will not determine the amount of any dividend payment in the future.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 22/VII/2025 of 15 April 2025, positively assessed the Management Board's request to the General Meeting of the Company expressed in resolution No. 95/VII/2025 of 14 April 2025 regarding distribution of the net profit of the Company for the financial year 2024 by allocating it in full to the Company's spare 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 2025**

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 2024”*

Acting pursuant to § 35 section 1 item 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 2024”* adopted by Resolution No. 25/VII/2025 of the Supervisory Board of TAURON Polska Energia S.A. of 15 April 2025.

§ 2

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

Substantiation of adopting the abovementioned resolution:

“The Report on the remuneration of Members of the Management Board and Supervisory Board of TAURON Polska Energia S.A. for 2024” (“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 2024.

The Supervisory Board of TAURON Polska Energia S.A. by Resolution No. 25/VII/2025 of 15 April 2025 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 sections 1-5 and 8 of the Act on Public Offering.

Pursuant to § 35 section 1 item 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 2025**

concerning: discharge from fulfilment of duties by President of the Management Board Mr. Grzegorz Lot for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 Lot is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 7 March 2024 to 31 December 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

Pursuant to Article 395 § 2 item 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 of TAURON Polska Energia S.A. in resolution No. 26/VII/2025 of 15 April 2025 requested the Ordinary General Meeting of the Company to discharge Mr. Grzegorz Lot from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 7 March 2024 to 31 December 2024.

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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 2025**

concerning: discharge from fulfilment of duties by Vice President of the Management Board
Mr. Piotr Gołębiowski for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 Gołębiowski is discharged from fulfilment of his duties as the Vice President of the Management Board of TAURON Polska Energia S.A. for Trade performed from 7 March 2024 to 31 December 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

Pursuant to Article 395 § 2 item 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 of TAURON Polska Energia S.A. in resolution No. 27/VII/2025 of 15 April 2025 requested the Ordinary General Meeting of the Company to discharge Mr. Piotr Gołębiowski from fulfilment of his duties as the Vice President of the Management Board of TAURON Polska Energia S.A. for Trade performed from 7 March 2024 to 31 December 2024.

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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 2025**

concerning: discharge from fulfilment of duties by Vice President of the Management Board
Mr. Michał Orłowski for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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. Michał Orłowski is discharged from fulfilment of his duties as the Vice President of the Management Board of TAURON Polska Energia S.A. for Asset Management and Development performed from 7 March 2024 to 31 December 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

Pursuant to Article 395 § 2 item 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 of TAURON Polska Energia S.A. in resolution No. 28/VII/2025 of 15 April 2025 requested the Ordinary General Meeting of the Company to discharge Mr. Michał Orłowski from fulfilment of his duties as the Vice President of the Management Board of TAURON Polska Energia S.A. for Asset Management and Development performed from 7 March 2024 to 31 December 2024.

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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 2025**

concerning: discharge from fulfilment of duties by Vice President of the Management Board
Mr. Krzysztof Surma for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 in the period from 1 January 2024 to 31 December 2024, consisting of the following periods:

- 1) from 1 January 2024 to 6 March 2024,
- 2) from 7 March 2024 to 31 December 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

Pursuant to Article 395 § 2 item 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 of TAURON Polska Energia S.A. in resolution No. 29/VII/2025 of 15 April 2025 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 in 2024.

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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 2025**

concerning: discharge from fulfilment of duties of the President of the Management Board of the Company by Ms. Karolina Mucha-Kuś for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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. Mucha-Kuś Member of the Supervisory Board is discharged from fulfilment of her duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 14 February 2024 to 6 March 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

Pursuant to Article 395 § 2 item 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 of TAURON Polska Energia S.A. in resolution No. 21/VII/2024 of 13 February 2024 requested Member of the Supervisory Board Karolina Mucha-Kuś to be delegated to temporarily perform the duties of the President of the Management Board of TAURON Polska Energia S.A. from 14 February 2024 to 6 March 2024.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 41/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company to grant a discharge to Ms. Karolina Mucha-Kuś, Member of the Supervisory Board, for the above-mentioned period of delegation to temporarily perform the duties of the President of the Management Board 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 2025**

concerning: not granting a discharge from fulfilment of duties by Mr. Paweł Szczeszek for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 not discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2024 to 13 February 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

In accordance with Article 395 § 2 item 3) of the Commercial Companies Code, the subject of the Ordinary General Meeting is to grant discharge to members of the company's governing bodies for the performance of their duties.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 42/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company not to grant discharge to Mr. Paweł Szczeszek for the performance of his duties as President of the Management Board of TAURON Polska Energia S.A. performed in the period from 1 January 2024 to 13 February 2024.

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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 2025**

concerning: discharge from fulfilment of duties by Mr. Patryk Demski for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 2024 to 13 February 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

In accordance with Article 395 § 2 item 3) of the Commercial Companies Code, the subject of the Ordinary General Meeting is to grant discharge to members of the company's governing bodies for the performance of their duties.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 48/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company to grant discharge to Mr. Patryk Demski for the performance of his duties as Vice President of the Management Board of TAURON Polska Energia S.A. for Strategy and Development held in the period from 1 January 2024 to 13 February 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Bogusław Rybacki for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 1 January 2024 to 13 February 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

In accordance with Article 395 § 2 item 3) of the Commercial Companies Code, the subject of the Ordinary General Meeting is to grant discharge to members of the company's governing bodies for the performance of their duties.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 46/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company to grant discharge to Mr. Bogusław Rybacki for the performance of his duties as Vice President of the Management Board of TAURON Polska Energia S.A. for Asset Management held in the period from 1 January 2024 to 13 February 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Tomasz Szczegielniak for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 Trade performed from 1 January 2024 to 13 February 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

In accordance with Article 395 § 2 item 3) of the Commercial Companies Code, the subject of the Ordinary General Meeting is to grant discharge to members of the company's governing bodies for the performance of their duties.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 50/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company to grant discharge to Mr. Tomasz Szczegielniak for the performance of his duties as Vice President of the Management Board of TAURON Polska Energia S.A. for Trade held in the period from 1 January 2024 to 13 February 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: not granting a discharge from fulfilment of duties by Mr. Artur Warzocha for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 not 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 1 January 2024 to 13 February 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

In accordance with Article 395 § 2 item 3) of the Commercial Companies Code, the subject of the Ordinary General Meeting is to grant discharge to members of the company's governing bodies for the performance of their duties.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 44/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company not to grant discharge to Mr. Artur Warzocha for the performance of his duties as Vice President of the Management Board of TAURON Polska Energia S.A. for Corporate Affairs performed in the period from 1 January 2024 to 13 February 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Vice President of the Management Board
Mr. Krzysztof Surma for 2023

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 2023 to 31 December 2023.

§ 2

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

Substantiation of adopting the abovementioned resolution:

Ordinary General Meeting convened for 3 June 2024 did not adopt resolution concerning discharge from fulfilment of duties as Vice President of the Management Board by Mr. Krzysztof Surma in 2023 due to failure to obtain a sufficient number of votes for this resolution.

The Supervisory Board of TAURON Polska Energia S.A. in resolution No. 30/VII/2025 of 15 March 2025 for the second time 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 in the period from 1 January 2023 to 31 December 2023.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: not granting a discharge from fulfilment of duties by Mr. Paweł Szczeszek for 2023

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 not discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2023 to 31 December 2023.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The Ordinary General Meeting convened for 3 June 2024 did not adopt the resolution on granting discharge to Mr. Paweł Szczeszek, President of the Management Board at TAURON Polska Energia S.A., for the performance of his duties in 2023, due to the failure to obtain a majority of votes in favor of adopting the above resolution.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 43/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company not to grant discharge to Mr. Paweł Szczeszek for the performance of his duties as President of the Management Board of TAURON Polska Energia S.A. performed in the period from 1 January 2023 to 31 December 2023.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Patryk Demski for 2023

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 at TAURON Polska Energia S.A. for Strategy and Development performed from 1 January 2023 to 31 December 2023.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The Ordinary General Meeting convened for 3 June 2024 did not adopt the resolution on granting discharge to Mr. Patryk Demski, Vice President of the Management Board for Strategy and Development at TAURON Polska Energia S.A., for the performance of his duties in 2023, due to the failure to obtain a majority of votes in favor of adopting the above resolution.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 49/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company to grant discharge to Mr. Patryk Demski for the performance of his duties as Vice President of the Management Board of TAURON Polska Energia S.A. for Strategy and Development held in the period from 1 January 2023 to 31 December 2023.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Bogusław Rybacki for 2023

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 Asset Management performed from 1 January 2023 to 31 December 2023.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The Ordinary General Meeting convened for 3 June 2024 did not adopt the resolution on granting discharge to Mr. Bogusław Rybacki, Vice President of the Management Board for Asset Management at TAURON Polska Energia S.A., for the performance of his duties in 2023, due to the failure to obtain a majority of votes in favor of adopting the above resolution.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 47/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company to grant discharge to Mr. Bogusław Rybacki for the performance of his duties as Vice President of the Management Board of TAURON Polska Energia S.A. for Asset Management held in the period from 1 January 2023 to 31 December 2023.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Tomasz Szczegielniak for 2023

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 Trade performed from 1 January 2023 to 31 December 2023.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The Ordinary General Meeting convened for 3 June 2024 did not adopt the resolution on granting discharge to Mr. Tomasz Szczegielniak, Vice President of the Management Board for Trade at TAURON Polska Energia S.A., for the performance of his duties in 2023, due to the failure to obtain a majority of votes in favor of adopting the above resolution.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 51/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company to grant discharge to Mr. Tomasz Szczegielniak for the performance of his duties as Vice President of the Management Board of TAURON Polska Energia S.A. for Trade held in the period from 1 January 2023 to 31 December 2023.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: not granting a discharge from fulfilment of duties by Mr. Artur Warzocha for 2023

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 not 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 1 January 2023 to 31 December 2023.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The Ordinary General Meeting convened for 3 June 2024 did not adopt the resolution on granting discharge to Mr. Artur Warzocha, Vice President of the Management Board for Corporate Affairs at TAURON Polska Energia S.A., for the performance of his duties in 2023, due to the failure to obtain a majority of votes in favor of adopting the above resolution.

The Supervisory Board of TAURON Polska Energia S.A., in resolution No. 45/VII/2025 of 27 May 2025, submitted a motion to the Ordinary General Meeting of the Company not to grant discharge to Mr. Artur Warzocha for the performance of his duties as Vice President of the Management Board of TAURON Polska Energia S.A. for Corporate Affairs performed in the period from 1 January 2023 to 31 December 2023.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by the Chair of the Supervisory Board Mr. Sławomir Smyczek for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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. Sławomir Smyczek is discharged from fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 25 January 2024 to 31 December 2024 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 abovementioned resolution:

Pursuant to Article 395 § 2 item 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 2024 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. 20/VII/2025 of 15 April 2025 adopted the *“Report of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2024”* 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 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Deputy chair of the Supervisory Board Ms. Natalia Klima-Piotrowska for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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. Natalia Klima-Piotrowska 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 25 January 2024 to 31 December 2024 including duties as the Deputy 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 abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by the Secretary of the Supervisory Board Mr. Piotr Kołodziej for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 Kołodziej is discharged from fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 5 February 2024 to 31 December 2024, 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 abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Member of the Supervisory Board Mr. Mariusz Bąbol for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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. Mariusz Bąbol is discharged from fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 3 September 2024 to 31 December 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Member of the Supervisory Board Mr. Michał Hulbój for 2024

Acting pursuant to Article 393 section 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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. Michał Hulbój is discharged from fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 3 April 2024 to 31 December 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [.]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Ms. Beata Kisielewska for 2024

Acting pursuant to Article 393 section 1 and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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. Beata Kisielewska is discharged from the fulfilment of her duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 3 April 2024 to 31 December 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Leszek Koziorowski for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 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 Koziorowski 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 2024 to 31 December 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Krzysztof Tkaczuk for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 Tkaczuk is discharged from fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 3 April 2024 to 3 September 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Ms. Katarzyna Masłowska for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 Masłowska is discharged from fulfilment of her duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 25 January 2024 to 7 June 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Ms. Karolina Mucha-Kuś for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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. Karolina Mucha-Kuś is discharged from fulfilment of her duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 25 January 2024 to 30 April 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Grzegorz Peczkis for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 2024 to 3 April 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Ms. Teresa Famulska for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 from 1 January 2024 to 5 February 2024, including duties as the Deputy 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 abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Piotr Tutak for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 2024 to 25 January 2024 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 abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Marcin Wawrzyniak for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 2024 to 25 January 2024, 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 abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Dariusz Hryniów for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 1 January 2024 to 25 January 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

concerning: discharge from fulfilment of duties by Mr. Ryszard Madziar for 2024

Acting pursuant to Article 393 item 1) and Article 395 § 2 item 3) of the Commercial Companies Code and § 35 section 1 item 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 fulfilment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2024 to 25 January 2024.

§ 2

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

Substantiation of adopting the abovementioned resolution:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2024 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties by Mr. Sławomir Smyczek for 2024.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2025**

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 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

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

1) in § 20, section 1:

a) item 1) shall be given the following wording:

"1) evaluation of the Management Board's report from the activity of the Company and the Capital Group, including sustainability reporting, 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,";

b) item 5) shall be given the following wording:

"5) the appointment of the statutory auditor to carry out the examination and review of the Company financial statements and consolidated financial statements of the Capital Group, and appointment of the statutory auditor to perform attestation of sustainability reporting,";

c) item 7) shall be given the following wording:

"7) giving opinion on the Capital Group's Corporate Strategy and supervising the execution of the objectives specified in it, with account being taken in particular of sustainability development objectives,";

d) item 18) is now marked as 20);

e) item 18) is added with the following wording:

"18) giving opinion on the results of the double materiality test, including material sub-topics arising from the assessment of impacts, risks and opportunities as referred to in Article 29a of Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the standalone financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC,";

f) item 19) is added with the following wording:

"19) giving opinion on the transition plan for the purposes of climate change mitigation, if such plan is drafted,";

2) in § 35 section 1 item 1) shall be given the following wording:

"1) consideration and approval of the standalone financial statements of the Company and the consolidated financial statements of the Capital Group for the previous financial year and the Management Board's report on the Company's activities and the Management Board's report on the Capital Group's activities, including sustainable development reporting,";

3) in § 39:

a) item 1) shall be given the following wording:

"1) prepare the standalone financial statements of the Company and the consolidated financial statements of the Capital Group and the Management Board's report on the activities of the Company and the Capital Group, taking into account sustainable development reporting within three months of the balance sheet date,";

b) item 3) shall be given the following wording:

"3) submit the documents listed in point 1, together with the auditor's report, to the Supervisory Board for assessment,";

c) item 4) shall be given the following wording:

"4) present to the Ordinary General Meeting the documents listed in point 1, the auditor's report and the Supervisory Board's report referred to in § 20 section 1 point 3, by the end of the sixth month from the balance sheet date.".

§ 2

The Resolution shall enter into force as of the day of its adoption and shall be effective as of the date of registration of the amendments in the National Court Register.

Substantiation of adopting the abovementioned resolution:

The purpose of amending the Articles of Association is to adjust its provisions to the amended provisions of the Accounting act of 29 September 1994 (further: Accounting Act) which, among other things, implemented to Polish law regulations related to corporate sustainability reporting resulting from the Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No. 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting.

The purpose of amendment to § 20 section 1 item 1) is to specify the scope of the report of the Management Board on the operations of the Capital Group by taking sustainability reporting into account. Similar amendments were introduced in relation to the competence of the General Meeting in § 35 section 1 item 1).

The purpose of amendments to § 20 section 1 item 5) of the Company's Articles of Association is to extend the competence of the Supervisory board by taking decisions related to appointment of the audit firm to perform attestation of sustainability reporting.

The purpose of amendments to § 20 section 1 item 7) and adding items 18) and 19) of the Company's Articles of Association is to take into account additional competence of the Supervisory Board following the extension of the scope of the Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group by sustainability reporting through the provisions of the Accounting Act.

The purpose of amendments to § 39 items 3) and 4) of the Articles of Association is to replace the no longer used terms "opinion and report" drafted by the statutory auditors pursuant to the Accounting Act with the currently applied terms "report on the audit" in relation to the provisions relating to documents prepared by the statutory auditors. At the same time in § 39 item 1) the scope of the annual reports prepared by the Company and the Capital Group extending it by the sustainability reporting.

Pursuant to Article 430 § 1 of the Commercial Companies Code the amendments to the Company's Articles of Association require resolution of the General Meeting and entering in the register. In addition, pursuant to § 35 section 1 item 18) of the Articles of Association of TAURON Polska Energia S.A. amendments to the Company's Articles of Association require resolution of the General Meeting.

The Supervisory Board in resolution No. 34/VII/2025 of 15 April 2025 gave positive opinion to the Management Board's motion to the General meeting of TAURON Polska Energia S.A. together with substantiation, expressed in Resolution of the Management Board No. 81/VII/2025 of 7 April 2025 to introduce the abovementioned amendments to the Articles of Association of TAURON Polska Energia S.A.