



Enclosure No. 9  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Extraordinary General Meeting of the Company

## **VOTING INSTRUCTIONS FOR THE PROXY**

**The Extraordinary General Meeting of the Company's Shareholders to be held on 6 June 2012, at 11.00 a.m. in Hotel Angelo in Katowice, ul. Sokolska 24 (Conference Room, 1st floor)**

### **Restrictions:**

1. This form is not to be used for the verification of votes cast by the Proxy on behalf of the Shareholder. Proxies do not deliver the copy of these instructions to the Company.
2. This form does not replace the Power of Attorney issued to the Proxy by the Shareholder.
3. The Shareholder is not obligated to use the form provided by the Company and the Proxy does not need to use the form to cast a vote.
4. The manner of voting by the Proxy is determined by the content of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders have the right to submit their own draft resolutions and amendments to drafts submitted by the Management Board or the Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, thus the text of a resolution subject to final voting under a given item of the agenda may differ from the text of such resolution originally published on the Company's web site. Additionally, in the case of election coming within the same agenda, several resolutions concerning individual candidates will be subject to voting as a rule.

**Item 2 of the agenda: Appointment of the Chairman of the Extraordinary General Meeting.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia Spółka Akcyjna  
with its registered office in Katowice  
of ..... 2012**

on: the appointment of the Chairman 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./ Mrs. [•] is hereby appointed as the Chairman of the Extraordinary General Meeting of the Company.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

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

**Item 4 of the agenda: Adoption of the agenda of the Extraordinary General Meeting of the Company.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia Spółka Akcyjna  
with its registered office in Katowice  
of ..... 2012**

on: adoption of the agenda of the Extraordinary General Meeting

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

§ 1

The Extraordinary General Meeting adopt the following agenda of the meeting:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Determination as to whether the Extraordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.
6. Appointment of the Returning Committee of the Extraordinary General Meeting.
7. Adoption of a resolution on merger of companies: Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company).
8. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

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

**Item 5 of the agenda: Adoption of a resolution on 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  
TAURON Polska Energia Spółka Akcyjna  
with its registered office in Katowice  
of ..... 2012**

on: 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 waived.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 6 of the agenda: Appointment of the Returning Committee of the Extraordinary General Meeting.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary General Meeting of  
TAURON Polska Energia Spółka Akcyjna  
with its registered office in Katowice  
of ..... 2012**

on: appointment 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 comes into force as of its adoption date.

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

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

**Item 7 of the agenda: Adoption of a resolution on merger of companies: Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company).**

**Proposed draft resolution:**

**RESOLUTION NO. [-]**  
**of the Extraordinary General Meeting of**  
**TAURON Polska Energia Spółka Akcyjna**  
**with its registered office in Katowice**  
**of ..... 2012**

on: merger of companies: Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company)

Acting pursuant to Article 492 § 1 item 1), Article 506 § 1 and 4 in connection with Article 499 of Commercial Companies Code and § 35 section 1 item 16) of the Company's Articles of Association, following adoption by the Management Boards of Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice and TAURON Polska Energia S.A. with its registered office in Katowice of resolutions on merger and agreement on the Merger Plan, which took place on 17 April 2012, and having announced twice to shareholders the information on intention to merge in the manner provided for convening general meetings of the Acquiring Company and the Acquired Company, the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered in the Register of Entrepreneurs of the National Court Register under No. 0000271562, maintained by the District Court Katowice-Wschód in Katowice, 8<sup>th</sup> Commercial Division of the National Court Register, resolve as follows:

§ 1

The General Meeting of TAURON Polska Energia Spółka Akcyjna with its registered office in Katowice resolves as follows:

1. pursuant to Article 492 § 1 item 1), Article 515 § 1 and Article 516 § 5 of Commercial Companies Code, Górnośląski Zakład Elektroenergetyczny S.A. with its registered office in Gliwice, ul. Barlickiego 2, 44-100 Gliwice, entered in the Register of Entrepreneurs under No. 0000013196, maintained by the District Court in Gliwice, 10<sup>th</sup> Commercial Division of National Court Register (Acquired Company) will be merged with TAURON Polska Energia Spółka Akcyjna with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered in the Register of Entrepreneurs of the National Court register under No. 0000271562, maintained by the District Court Katowice-Wschód in Katowice, 8<sup>th</sup> Commercial Division of the National Court Register (Acquiring Company), on terms and conditions set out in the Merger Plan which in line with Article 500 § 2<sup>1</sup> of Commercial Companies Code was published on TAURON Polska Energia S.A. website at [www.tauron-pe.pl](http://www.tauron-pe.pl) on 17 April 2012 and published by TAURON Polska Energia S.A. in current report No. 15/2012 dated 17 April 2012 and published in Monitor

Sądowy i Gospodarczy (the Official Gazette) No. 80 (3945), item 5328 dated 24 April 2012 and which is enclosed herewith,

2. to approve of the Merger Plan referred to in section 1 above.

§ 2

Transfer of the Acquired Company's assets to the Acquiring Company will take place on the day when the merger is entered in the Register of Entrepreneurs maintained for TAURON Polska Energia S.A. (Merger Day).

§ 3

1. The General Meeting authorizes the Management Board of TAURON Polska Energia S.A. to take all actions necessary to execute this resolution, provided they were earlier agreed with the Management Board of the Acquired Company.
2. The General Meeting obligates the Management Board of TAURON Polska Energia S.A. to take all actions and activities necessary to correctly execute this resolution.

§ 4

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

\* Tick relevant box

\*\* Shareholder may vote differently under each of the shares he holds

\*\*\* Proxy may be instructed by the Shareholder to vote differently depending whether certain conditions defined in the power of attorney have been fulfilled or not