



**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF TAURON POLSKA ENERGIA S.A.
HAVING ITS REGISTERED OFFICE IN KATOWICE OF CONVENING AN EXTRAORDINARY
GENERAL MEETING OF THE COMPANY**

The Management Board of TAURON Poland Energia S.A. having its registered office in Katowice, ul. Lwowska 23, 40-389 Katowice, registered in the register of entrepreneurs of the National Court Registry maintained by the District Court for Katowice – Wschód in Katowice, VIII Commercial Division of the National Court Registry, under KRS No. 0000271562, NIP tax identification number: 9542583988, initial capital (paid in full): PLN 14,304,948,858 (hereinafter referred to as the '**Company**'), acting pursuant to Article 398 and Article 399 § 1 as related to Article 402¹ of the Commercial Companies Code (hereinafter referred to as the '**CCC**'), and § 30 (1) of the Articles of Association of the Company, hereby convenes an Extraordinary General Meeting of the Company and, pursuant to Article 402² of the Commercial Companies Code, presents the following information:

1. The date, time and venue of the General Meeting and a detailed agenda.

The Extraordinary General Meeting of TAURON Polska Energia S.A. has been convened for 14 September 2010 at 11:00 hours at the Park Hotel Diament in Katowice at ul. Wita Stwosza 37 (Conference Room, 6th floor).

The agenda of the General Meeting of the Company covers:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been called accurately and is capable of adopting resolutions. Preparation of an attendance list.
4. Adoption of the agenda.
5. Appointment of the Returning Committee.
6. Adoption of a resolution on amendments to the Articles of Association and changes in the Company's core activity.
7. Adoption of a resolution on the adoption of the By-laws of the General Meeting of TAURON Polska Energia S.A.
8. Closure of the Extraordinary General Meeting.

2. Description of procedures pertaining to participation in the General Meeting and exercising the right of vote.

a) Shareholder's right to demand inclusion of specific issues in the agenda of the General Meeting.

Shareholder(s) of TAURON Polska Energia S.A. representing minimum one twentieth of the initial capital may demand inclusion of specific issues in the agenda of the General Meeting. The demand

shall be submitted to the Management Board of the Company in a written form not later than twenty-one days prior to the established date of the General Meeting, i.e. by 24 August 2010. The demand shall be accompanied by a statement of reasons or a draft resolution on the proposed item of the agenda. The demand shall be submitted to the Management Board of the Company in electronic format c/o email: walnezgromadzenie@tauron-pe.pl or in writing c/o: The Management Board of TAURON Poland Energia S.A., 40-389 Katowice, ul. Lwowska 23.

Shareholder(s) shall annex the aforementioned demand with copies of documents acknowledging the right to submit the demand and the identity of the person(s) submitting the demand.

The Management Board of TAURON Polska Energia S.A. shall immediately, not later than eighteen days prior to the established date of the General Meeting, i.e. by 27 August 2010, announce changes to the agenda made upon the shareholders' request by publishing them on the Company's website at the Investor Relations / General Meeting tab.

b) Shareholder's right to submit draft resolutions pertaining to the issues included in the agenda of the General Meeting or issues to be included in the agenda prior to the date of the General Meeting.

Shareholder(s) of TAURON Polska Energia S.A. representing minimum one twentieth of the initial capital may, prior to the date of the General Meeting, submit to the Company in electronic form c/o email: walnezgromadzenie@tauron-pe.pl or in writing c/o: The Management Board of TAURON Poland Energia S.A., 40-389 Katowice, ul. Lwowska 23 draft resolutions pertaining to the issues included in the agenda of the General Meeting or issues to be included in the agenda. The Company shall immediately announce draft resolutions on the Company's website at the Investor Relations / General Meeting tab.

Shareholder(s) submitting draft resolutions shall attach copies of documents acknowledging their right to submit the resolutions and the identity of the person(s) submitting the drafts.

c) Shareholder's right to submit draft resolutions pertaining to the issues included in the agenda during the General Meeting.

Each shareholder may, during the General Meeting, submit draft resolutions pertaining to the issues included in the agenda. The drafts shall be presented in Polish.

d) Exercising the right of vote by a representative, including in particular forms to be used by the representative when voting, and the manner of notifying the Company by electronic means of the appointment of a representative.

Shareholder may participate in the General Meeting and exercise their right of vote in person or through the representative. Representatives of legal entities shall produce valid excerpts from relevant registers, specifying persons authorised to represent the entities.

The representative shall exercise all the shareholder's rights during the General Meeting unless stipulated otherwise in the letter of authority. The representative may grant further power of authority if so provided for in the content of the letter of authority on condition that if the shareholder's

representative is a member of the Supervisory Board or of the Management Board of TAURON Polska Energia S.A., an employee of the Company or a member of the bodies or an employee of a subsidiary company of TAURON Polska Energia S.A., granting substitute power of authority shall be excluded. The representative may represent more than one shareholder and vote differently on behalf of each shareholder.

A shareholder holding shares at more than one securities account may appoint separate representatives to exercise their rights under the shares at each of the accounts.

Authorisation to participate in the General Meeting and exercise the right of vote shall be granted in a written form or in electronic format. Granting authorisation in electronic format shall not require provision of a secure electronic signature verified with the application of a valid and qualified certificate. As of publication of this announcement on the Company's website at the Investor Relations/ General Meeting tab, the Company shall make available a form containing a template power of authority and forms to be used by the representative when voting. The shareholder shall notify TAURON Polska Energia S.A. of granting authorisation in electronic format c/o email: walnezgromadzenie@tauron-pe.pl. Along the notification of granting authorisation in electronic format, the shareholder shall send scanned letter of authority, scanned identity cards, passports or other documents enabling identification of the shareholder as the grantor and of the representative. In the event of the power of authority being granted by a legal entity (in the meaning of Article 33 of the Civil Code) or a business unit (in the meaning of Article 33¹ of the Civil Code), the shareholder, as the grantor, shall additionally send scanned excerpts from the register in which it has been registered. In the event of the representative being a legal entity or a business unit (in the meaning of Article 33¹ of the Civil Code), the shareholder, as the grantor, shall additionally send scanned excerpts from the register in which the representative has been registered. In the event that any document produced as evidence of granting authority has been developed in a language other than Polish, it shall be accompanied by its sworn translation into Polish. A shareholder sending notification of granting authority shall also send to the Company its email address to be used for communication with the shareholder and their representative. The Company may undertake reasonable measures aimed at identifying the shareholder and the representative. Verification may in particular involve inquiry by telephone or by e-mail, to be answered by the shareholder and the representative, aimed at ascertaining the fact of granting authority and the scope of it.

Rules pertaining to notification of authority and identification of the representative and of the grantor shall be accordingly applied to notification to the Company of revoking the power of authority granted. Notification of granting and revoking power of authority without observing the aforementioned requirements shall not result in any legal consequences for the Company.

Selection of the manner of appointing a representative shall rest with the shareholder, and the Company shall not be held liable for errors in completing the power of authority form or for actions of persons exercising the powers of authority. Submission of the aforementioned documents by electronic mail shall not release the representative from the obligation to produce documents identifying them when signing the list of attendance. In the event of a failure to produce them, the shareholder's representative may not be permitted to participate in the General Meeting.

In the event of providing the representative with instructions as to the exercise of the right of vote, the Company shall not verify whether the representative exercises the right of vote in accordance with the instructions which they have received from the grantor.

Notification of granting or revoking the power of authority in electronic format shall be sent to TAURON Polska Energia S.A. by 14:00 hours of the business day immediately preceding the day of the General Meeting.

e) Participation in the General Meeting by means of electronic communication.

Due to the fact that the Articles of Association of the Company do not permit participation in the General Meeting by means of electronic communication, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of participation shall not be possible.

f) Expressing opinions during the General Meeting by means of electronic communication.

The Management Board of TAURON Polska Energia S.A. does not allow for expressing opinions during the General Meeting by means of electronic communication.

g) Exercising the right of vote by means of correspondence or by means of electronic communication.

Due to the fact that the Articles of Association of the Company do not permit exercising the right of vote by means of correspondence or by means of electronic communication, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of voting shall not be possible.

3. Day of registration of participation in the General Meeting.

Pursuant to Article 406¹ § 1 of the Commercial Companies Code, the right to participate in a General Meeting shall be given solely to persons being the shareholders of TAURON Polska Energia S.A. sixteen days prior to the date of the General Meeting (day of registration of participation in the General Meeting), i.e. as of 29 August 2010.

4. Information on the right to participate in the General Meeting.

Pursuant to Article 406¹ § 1 of the Commercial Companies Code, the right to participate in a General Meeting of the Company shall be given to persons being the shareholders of the Company sixteen days prior to the date of the General Meeting (day of registration of participation in the General Meeting). In order to assure participation in the General Meeting, the holder of dematerialised bearer shares shall demand – not earlier than following announcement of convening the General Meeting and not later than on the first business day following the day of registration of participation – that the entity managing their securities account issue an individual certificate of the right to participate in the General Meeting of TAURON Polska Energia S.A. Certificates of the right to participate in the General Meeting shall constitute the grounds for development of lists provided to the entities managing the securities accounts in accordance with the regulations pertaining to trade in financial instruments. The list of shareholders entitled to participate in the General Meeting shall be made available for inspection at the office of the Company in Katowice, ul. Lwowska 23, three business days prior to holding the General Meeting, between 09:00 and 15:00 hours in Room 310/B. The shareholder may demand being sent a list of shareholders free of charge by electronic mail, stating the address to which the list

shall be sent. The demand may be submitted in electronic format c/o email: walnezgromadzenie@tauron-pe.pl.

5. Access to documentation related to the General Meeting.

Full text of the documentation to be presented to the General Meeting, inclusive of draft resolutions, shall be made available on the Company's website at the Investor Relations/ General Meeting tab, as of the day of convening the General Meeting. In the event that adoption of resolutions has not been planned, comments of the Management Board or the Supervisory Board of TAURON Polska Energia S.A. pertaining to issues included in the agenda of the General Meeting or issues to be included in the agenda prior to the day of it being held shall be made available on the Company's website immediately after their development.

6. Address of the website where information pertaining to the General Meeting shall be made available.

Information pertaining to the General Meeting shall be available at www.tauron-pe.pl at the Investor Relations/ General Meeting tab.

Attachments:

- 1) Proposed amendments to the Articles of Association of Tauron Polska Energia S.A.
- 2) Draft resolutions of the Extraordinary General Meeting of TAURON Polska Energia S.A.
- 3) Draft Bylaws of the Extraordinary General Meeting of TAURON Polska Energia S.A.
- 4) Template of the letter of authority.