

Resolutions adopted by the Extraordinary General Meeting of 6 June 2012

RESOLUTION No. 1 of the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice of 6 June 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

Mrs. Monika Macewicz 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.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 935 518 521 (53.38%).

Total number of valid votes: 935 518 521

Votes "for": 933 675 626

Votes "against": 0

Abstaining votes: 1 842 895

The resolution was adopted in a secret ballot.

RESOLUTION No. 2 of the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice of 6 June 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 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.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 935 518 521 (53.38%).

Total number of valid votes: 935 518 521
Votes "for": 933 675 626
Votes "against": 0
Abstaining votes: 1 842 895

The resolution was adopted in an open ballot.

**RESOLUTION No. 3
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
with its registered office in Katowice
of 6 June 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.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 935 518 521 (53.38%).

Total number of valid votes: 935 518 521
Votes "for": 933 675 626
Votes "against": 0

Abstaining votes: 1 842 895

The resolution was adopted in an open ballot.

RESOLUTION No. 4
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
with its registered office in Katowice
of 6 June 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. Romana Kaczmarek,
2. Piotr Neumann,
3. Maciej Sierpiński.

§ 2

The Resolution comes into force as of its adoption date.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 935 518 521 (53.38%).

Total number of valid votes: 935 518 521

Votes "for": 933 675 626

Votes "against": 0

Abstaining votes: 1 842 895

The resolution was adopted in an open ballot.

RESOLUTION No. 5
of the Extraordinary General Meeting of
TAURON Polska Energia S.A.
with its registered office in Katowice
of 6 June 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, 8th 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, 10th 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, 8th 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 § 2¹ of Commercial Companies Code was published on TAURON Polska Energia S.A. website at 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.

Number of shares under which valid votes were cast (percent in the share capital of the Company): 935 518 521 (53.38%).

Total number of valid votes: 935 518 521

Votes "for": 933 675 626

Votes "against": 0

Abstaining votes: 1 842 895

The resolution was adopted in an open ballot.