



Enclosure No. 31
with the Announcement of the Management Board of TAURON Polska Energia S.A.
to convene the Ordinary General Meeting of the Company

VOTING INSTRUCTIONS FOR THE PROXY

The Ordinary General Meeting of the Company's Shareholders to be held on 16 May 2013, 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 Ordinary General Meeting.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

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

§ 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 |
|---|---|--|---|------------------------------------|

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

Item 4 of the agenda: Adoption of the agenda of the Ordinary General Meeting of the Company.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: adoption of the agenda of the Ordinary General Meeting

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

§ 1

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

1. Opening of the Ordinary General Meeting.
2. Appointment of the Chairperson of the Ordinary General Meeting.
3. Determination as to whether the Ordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Ordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Ordinary General Meeting.
6. Appointment of the Returning Committee of the Ordinary General Meeting.
7. Examination of consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012.
8. Examination of the Report of the Management Board of TAURON Polska Energia on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012.
9. Examination of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012.
10. Examination of the Report of the Management Board of TAURON Polska Energia S.A. for the financial year 2012.
11. Examination of the motion of the Management Board concerning distribution of profit for 2012 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.
12. Presentation of the report on the Supervisory Board's activities in the financial year 2012, including brief evaluation of the Company's standing with regard to internal control system and major risk management system and together with the report on activities of the Supervisory Board's Committees.
13. Presentation of the Supervisory Board's reports:

- 1) on evaluation of consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2012 and the Report of the Management Board on operations of TAURON Polska Energia S.A. for the financial year 2012,
 - 2) on evaluation of the financial statements of the Company for the financial year ended 31 December 2012, Report of the Management Board on the operations of the Company for the financial year 2012 and the motion of the Management Board concerning distribution of profit for the financial year 2012.
14. Adoption of resolutions:
- 1) on approval of the consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012,
 - 2) on approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012,
 - 3) on approval of the financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012,
 - 4) on approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2012,
 - 5) on distribution of profit for the financial year 2012 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.
15. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Company's Management Board who served in the fiscal year 2012.
16. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Supervisory Board who served in 2012.
17. Adoption of a resolution to amend the Company's Articles of Association.
18. Adoption of a resolution to amend the By-laws of the General Meeting of TAURON Polska Energia S.A.
19. Closure of the Ordinary General Meeting.

§ 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 5 of the agenda: Adoption of a resolution on waiving the secrecy of the vote on the committees appointed by the Ordinary General Meeting.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: waiving the secrecy of the vote on the 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 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 Ordinary General Meeting.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: appointment of the Returning 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 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
(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 |
|---|---|--|---|------------------------------------|

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

Item 14.1 of the agenda: Approval of consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: approval of consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012

Acting pursuant to Article 63 c section 4 of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code, 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 Ordinary General Meeting resolves to approve the consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012, which consists of:

- 1) Consolidated statement of comprehensive income for the year ended 31 December 2012 showing comprehensive income after tax in the amount of PLN 1,207,705 thousand;
- 2) Consolidated statement of financial position as of 31 December 2012, which shows assets and liabilities in the amount of PLN 31,273,677 thousand;
- 3) Consolidated statement of changes in equity for the year ended 31 December 2012 showing equity increase of PLN 641,015 thousand;
- 4) Consolidated statement of cash flows for the year ended 31 December 2012 showing net cash flow increase of PLN 385,838 thousand;
- 5) Summary of significant accounting policies and other explanatory notes.

§ 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 14.2 of the agenda: Approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012.

Proposed draft resolution:

**RESOLUTION NO. [·]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012

Acting pursuant to Article 63 c section 4 in reference with Article 55 section 2 of the Accounting Act of 29 September 1994, 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 report, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2012 covering the period from 1 January 2012 to 31 December 2012.

§ 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 14.3 of the agenda: Approval of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: approval of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012

Acting pursuant to Article 53 section 1 of the Accounting Act of 29 September 1994 and Article 393 item 1) and Article 395 § 2 item 1) of the Commercial Companies Code and § 35 section 1 item 1) 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

Having examined and considered the evaluation of the below specified statements, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2012, which consists of:

- 1) statement of comprehensive income for the year ended 31 December 2012 showing comprehensive income after tax in the amount of PLN 1,245,219 thousand;
- 2) statement of financial position as of 31 December 2012, which shows assets and liabilities in the amount of PLN 25,758,069 thousand;
- 3) statement of changes in equity for the year ended 31 December 2012 showing equity increase of PLN 700,810 thousand;
- 4) statement of cash flows for the year ended 31 December 2012 showing net cash flow decrease of PLN 278,472 thousand;
- 5) Summary of significant accounting policies and other explanatory notes.

§ 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 14.4 of the agenda: Approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2012.

Proposed draft resolution:

**RESOLUTION NO. [·]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2012

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

Having examined and considered the evaluation of the below specified report, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2012 covering the period from 1 January 2012 to 31 December 2012.

§ 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 ***:

Item 14.5 of the agenda: Distribution of profit for 2012 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: distribution of profit for 2012 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day

Acting pursuant to Article 395 § 2 item 2) and Article 348 § 3 of the Commercial Companies Code and § 35 section 1 item 3) and § 40 section 4 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 Ordinary General Meeting decides to allocate the net profit for the financial year 2012 in the amount of PLN 1,435,187,647.37 (say one billion four hundred thirty five million one hundred eighty seven thousand six hundred forty seven PLN and 37/100) as follows:

- 1) the amount of PLN 262,882,409.10 (say two hundred sixty two million eight hundred eighty two thousand four hundred nine PLN and 10/100) should be allocated for payment of dividend to shareholders, which means that the dividend per share is PLN 0.15 (say fifteen grosz),
- 2) the amount of PLN 1,172,305,238.27 (say one billion one hundred seventy two million three hundred five thousand two hundred thirty eight and 27/100) should be added to reserve capital,

§ 2

The Ordinary General Meeting resolves as follows:

- 1) determine the dividend record day for 3 June 2013,
- 2) determine the dividend payment day for 18 June 2013.

§ 3

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 |
|---|---|--|---|------------------------------------|

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

Item 15.1 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by the President of the Management Board, Dariusz Lubera.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the President of the Management Board, Dariusz Lubera

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 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

Mr. Dariusz Lubera is released from fulfillment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 ***:

Item 15.2 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Joanna Schmid.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Joanna Schmid

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 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

Mrs. Joanna Schmid is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 ***:

Item 15.3 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Dariusz Stolarczyk.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Dariusz Stolarczyk

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 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

Mr. Dariusz Stolarczyk is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 15.4 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Krzysztof Zawadzki.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Krzysztof Zawadzki

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 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

Mr. Krzysztof Zawadzki is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 ***:

Item 15.5 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by the Vice-President of the Management Board, Krzysztof Zamasz.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2011 by the Vice-President of the Management Board, Krzysztof Zamasz

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 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

Mr. Krzysztof Zamasz is released from fulfillment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 ***:

Item 16.1 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Chairman of the Supervisory Board, Antoni Tajduś

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 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

Mr. Antoni Tajduś is released from fulfillment of his duties as the Chairman of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 ***:

Item 16.2 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by the Deputy Chairman of the Supervisory Board, Rafał Wardziński.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Deputy Chairman of the Supervisory Board, Rafał Wardziński

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 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

Mr. Rafał Wardziński is released from fulfillment of her duties as a member of the Supervisory Board of TAURON Polska Energia S.A. performed between 11 January 2012 and 31 December 2012, including his duties as the Deputy Chairman of the Supervisory Board of TAURON Polska Energia S.A. performed between 2 February 2012 and 31 December 2012.

§ 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 ***:

Item 16.3 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by the Secretary of the Supervisory Board, Leszek Koziowski.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by the Secretary of the Supervisory Board, Leszek Koziowski

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 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

Mr. Leszek Koziowski is released from fulfillment of his duties as the Secretary of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 16.4 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Jacek Kuciński.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2013 by a Member of the Supervisory Board, Jacek Kuciński

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 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

Mr. Jacek Kuciński is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 ***:

Item 16.5 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Marcin Majeranowski.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Marcin Majeranowski

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 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

Mr. Marcin Majeranowski is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 12 December 2012 and 31 December 2012.

§ 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 ***:

Item 16.6 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Jacek Szyke.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Jacek Szyke

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 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

Mr. Jacek Szyke is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 ***:

Item 16.7 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Marek Ściażko.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Marek Ściażko

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 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

Mr. Marek Ściażko is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012.

§ 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 ***:

Item 16.8 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Agnieszka Trzaskalska.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Agnieszka Trzaskalska

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 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

Mrs. Agnieszka Trzaskalska is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 31 December 2012, including her duties as the Deputy Chairman of the Supervisory Board of TAURON Polska Energia S.A. between 1 January 2012 and 2 February 2012.

§ 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 16.9 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Włodzimierz Luty.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Włodzimierz Luty

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 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

Mr. Włodzimierz Luty is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 12 December 2012.

§ 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 ***:

Item 16.10 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Michał Michalewski.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: acknowledgement of fulfillment of duties in the financial year 2012 by a Member of the Supervisory Board, Michał Michalewski

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 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

Mr. Michał Michalewski is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2012 and 11 January 2012.

§ 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 ***:

Item 17 of the agenda: Amendments to the Company's Articles of Association.

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: amendments to the Company's Articles of Association

Acting pursuant to Article 430 § 1 in reference to Article 406 (5) § 1 of the Commercial Companies Code, and on the basis of § 35 section 1 item 18) 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 following amendments are introduced to the Company's Articles of Association:

In § 30 section 3, section 4, section 5 and section 6 are added with wording as follows:

3. Shareholders may participate in the General Meeting using electronic means of communication.

4. Shareholders' participation in the General Meeting using electronic means of communication includes in particular:

- 1) on-line live transmission of the General Meeting or*
- 2) two-way live communication, where Shareholders may speak during the General Meeting while being at a different location than the venue of the General Meeting or*
- 3) exercising in person or via a proxy the right to vote before or during the General Meeting.*

5. Decision about the possibility, forms and terms of Shareholders' participation in General Meeting using electronic means of communication is taken by the Management Board in the form of a resolution.

6. Information about the possibilities, forms and terms of Shareholders' participation in General Meeting using electronic means of communication is published in the announcement convening the General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

Votes*

For (vote based on shares)** Against (vote based on shares)** Abstaining (vote based on shares)** At the Proxy's discretion Objection

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

Item 18 of the agenda: Amendments to the By-laws of the General Meeting of TAURON Polska Energia S.A..

Proposed draft resolution:

**RESOLUTION NO. [•]
of the Ordinary General Meeting of
TAURON Polska Energia S.A.
of 2013**

on: amendments to the By-laws of the General Meeting of TAURON Polska Energia S.A.

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

§ 1

The following amendments are introduced to the By-laws of the General Meeting of TAURON Polska Energia S.A.:

- 1. In the existing § 13 section 3 items from 8) to 11) are now marked from 9) to 12) respectively.**
- 2. In the existing § 13 section 3 item 8) is added with the following wording:**
"8) announce the end of particular voting,"
- 3. The existing § 14 section 1 is amended as follows:**
"1. Immediately upon his/her appointment, the Chairman shall order to draw up the attendance list including the list of all Shareholders participating in the General Meeting, including the number of shares held by each Shareholder and the number of votes attributable thereto as well as indication, which Shareholders or their representatives participate in the General Meeting using electronic means of communication."
- 4. In the existing § 20 section 5 is added with the following wording:**
"5. If Shareholders participate in the General Meeting via electronic means of communication, upon announcement of the voting the Chairman shall define time frame in which the votes may be cast."

5. The existing §§ from 11 to 28 are now marked §§ from 12 to 29 respectively.

6. § 11 is added with the following wording:

- “1. Shareholders may participate in the General Meeting using electronic means of communication.*
- 2. Shareholders’ participation in the General Meeting using electronic means of communication includes in particular:
 - 1) on-line live transmission of the General Meeting or*
 - 2) two-way live communication, where Shareholders may speak during the General Meeting while being at a different location than the venue of the General Meeting or*
 - 3) exercising in person or via a proxy the right to vote before or during the General Meeting.**
- 3. Decision about the possibility, forms and terms of Shareholders’ participation in General Meeting using electronic means of communication is taken by the Management Board in the form of a resolution.*
- 4. Information about the possibilities, forms and terms of Shareholders’ participation in General Meeting using electronic means of communication is published in the announcement convening the General Meeting.*
- 5. The announcement convening the General Meeting allowing for participation of Shareholders using electronic means of communication should include information regarding:
 - 1) the possibility and form of participation in the General Meeting using electronic means of communication,*
 - 2) the method of taking the floor during the General Meeting using electronic means of communication,*
 - 3) the method of exercising the right to vote using electronic means of communication,*
 - 4) the requirements concerning identification of Shareholders and meeting security requirements for electronic communication,*
 - 5) the method and form of informing the Company about planned participation in the General Meeting.**
- 6. Shareholder who intends to participate in the General Meeting in a manner referred to in section 1 is obliged to meet the requirements defined in the announcement convening the General Meeting, in particular the requirements concerning connection parameters, operating system and software.*
- 7. The Company shall not be held liable for Shareholder’s inability to participate in the General Meeting using electronic means of communications, including inability to exercise the right to vote and resulting damages if such inability is a consequence of circumstances not attributable to the Company, in particular such as: failure to connect with internet page through which the right to vote is exercised and log in on that page, disconnection with the room where the General Meeting is held, computer system breakdown, force majeure.*
- 8. The Company shall not be held liable for exercising the right to vote by an unauthorized person if, due to reasons not attributable to the Company, a third party obtained*

passwords and log ins or other data issued by the Company necessary to register in the system that enables Shareholders' participation in the General Meeting using electronic means of communication.

9. The Company shall not be held liable for failure to exercise the right to vote and resulting damages if a Shareholder or their representative participating in the General Meeting using electronic means of communication failed to comply with the instructions generated by the computer system and instructions referring to its operation.

The Company may outsource execution of all the tasks related to registration of Shareholders in the system enabling participation in the General Meeting using electronic means of communication as well as operation of the system during the General Meeting to a professional company offering such services.”

§ 2

A uniform text of the By-laws of the General Meeting of TAURON Polska Energia S.A. is defined and adopted, including amendments specified in §1 hereof.

§ 3

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

* Mark if applicable

** Shareholder may vote differently under each of the shares they hold

*** Shareholder may give different voting instructions to the power of attorney, depending on fulfilment of specific conditions indicated in the power of attorney form.