

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2013**

on: the appointment of the Chairperson 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 Chairperson of the Extraordinary General Meeting of the Company.

§ 2

The Resolution comes into force as of its adoption date.

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2013**

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: PKE Broker Spółka z ograniczoną odpowiedzialnością with its registered office in Katowice (Acquired Company) and TAURON Polska Energia S.A. (Acquiring Company).
8. Closure of the Extraordinary General Meeting.

§ 2

The Resolution comes into force as of its adoption date.

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2013**

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.

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2013**

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.

DRAFT

**RESOLUTION NO. [•]
of the Extraordinary General Meeting of
TAURON Polska Energia Spółka Akcyjna
with its registered office in Katowice
of 2013**

on: merger of companies: PKE Broker Spółka z ograniczoną odpowiedzialnością (Ltd) with its registered office in Katowice (Acquired Company) and TAURON Polska Energia S.A. (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 PKE Broker with its registered office in Katowice 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 25 June 2013, 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, PKE Broker with its registered office in Katowice, ul. Lwowska 23, 40-389 Katowice, entered in the Register of Entrepreneurs under No. 0000288955, maintained by the District Court in Katowice, 8th 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 2 July 2013 and published by TAURON Polska Energia S.A. in current report No. 29/2013 dated 25 June 2013 and published in Monitor Sądowy i Gospodarczy (the Official Gazette) No. 126/2013 (4243), item 9367 dated 2 July 2013 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.

Rationale:

The underlying objective of the subject Merger is to streamline the organizational structure of the Issuer's Capital Group in line with the provisions of "Corporate Strategy for the TAURON Group for 2011-2015, with estimates up to the year 2020" which assumes consolidation of companies within the Issuer's Capital Group. The Issuer's Management Board claims that the Merger will help simplify organizational structures, including supervisory and management structures, which in turn will facilitate management and eliminate majority of redundant processes, and at the same time lower the costs of operation.

The Merger will bring about administrative and organizational financial savings, thanks to reduced number of management and supervisory bodies. Thanks to the merger, subordinated debt will be optimized (leasing will be transferred to TAURON Polska Energia S.A. in line with the centralized funding model, which will lead to elimination of subordinated debt and improve debt ratios applied in agreements with European Investment Bank).

Moreover, thanks to the Merger, the effects of synergy of integration processes will be used, and business processes will be simplified and improved through, among other things, elimination of overlapping processes. As a result, the Merger will increase transparency of the TAURON Group. The Merger will be carried out in line with Article 492 § 1 item 1) of Commercial Companies Code, i.e. by transfer of the Acquired Company's entire assets to the Acquiring Company. Considering the fact that the Acquiring Company holds 100% shares in equity of the Acquired Company, the merger will take place in line with the provisions of Article 515 § 1 of Commercial Companies Code, i.e. without increase of the Acquiring Company' equity. The Acquiring Company's Articles of Association will not be amended. The Merger will take place pursuant to Article 516 § 6 of Commercial Companies Code, in so-called simplified mode, i.e. without having the Merger Plan examined by a certified auditor.

Considering the above, the Issuer's Management Board is of the opinion that the Merger is reasonable from the strategic, operational, cost-related and as a result, also business perspective.

Pursuant to § 36 section 1 of the Company's Articles of Association, the motion of TAURON Polska Energia S.A. Management Board to merge the companies: PKE Broker sp. z o.o. with its registered office in Katowice (Acquired Company) and TAURON Polska Energia S.A. with its registered office in Katowice (Acquiring Company) presented to the General Meeting of TAURON Polska Energia S.A. has been approved by the Supervisory Board of TAURON Polska Energia S.A. by resolution No. 40/III/2013 dated 16 August 2013.
