

**RESOLUTION NO. 130/V/2020**  
**of the Supervisory Board of TAURON Polska Energia S.A.**  
**of 19 May 2020**

***concerning: the motion to the Ordinary General Meeting of TAURON Polska Energia S.A. to adopt changes to Articles of Association of TAURON Polska Energia S.A. and to the Supervisory Board for its assessment.***

Acting pursuant to § 14(2)(15), in connection with § 35(1)(18) and § 36(1) of the Articles of Association of TAURON Polska Energia S.A., and § 10(1)(11) Management Board By Laws the following is resolved:

**§ 1**

The Management Board addresses to the General Meeting of TAURON Polska Energia S.A. to introduce the following changes to the Articles of Association of TAURON Polska Energia S.A, **with the provision to § 2:**

**1) in § 13, a section 5 and a section 6 shall be added which read as follows:**

*“5. The Management Board meeting may also be attended by means of direct remote communication.*

*6. The Management Board may adopt resolutions in writing or by means of direct remote communication.”*

**2) § 17(4)(4) of the Articles of Association shall read as follows:**

*“4) The announcement of the qualification procedure shall be published on the Company’s website and in the Public Information Bulletin of the minister competent to exercise the rights attached to the State Treasury shares,”*

**3) § 18 of the Articles of Association shall read as follows:**

*“1. The General Meeting adopts the remuneration policy for the members of the Company’s Management Board and Supervisory Board, taking into account the requirements of the Act of 29 July 2005 on public offer and the conditions of introduction of financial instruments to organised trading system and on public companies.*

*2. The principles of shaping the remuneration and the amount of remuneration of the members of the Management Board shall be determined by the General Meeting, taking into account the provisions of the Act of 9 June 2016 on the principles of shaping the remuneration of the managers of certain companies.”*

**4) in § 20(2) of the Articles of Association, an item 14) shall be added which reads as follows:**

*“14) conclusion of a material transaction with an affiliated entity within the meaning of the Act of 29 July 2005 on public offer and the conditions of introduction of financial instruments to organised trading system and on public companies.”*

**5) § 23(1)(2) of the Articles of Association shall read as follows:**

*“2) during the period in which the State Treasury, including its subsidiaries within the meaning of § 10(5) of the Articles of Association, holds a number of the Company’s shares entitling it to exercise less than 25% (twenty five percent) of the total votes in the Company, the State Treasury, represented by the minister competent to exercise the rights attached to the State Treasury shares, is entitled to appoint and dismiss one member of the Supervisory Board.”*

**6) § 27 of the Articles of Association shall read as follows:**

*“1. The Supervisory Board adopts resolutions if at least half of its members are present at the meeting and all its members have been invited.*

*2. A meeting of the Supervisory Board may also be attended by means of direct remote communication.*

*3. The Supervisory Board adopts resolutions in an open voting.*

*4. A secret ballot shall be ordered at the request of a member of the Supervisory Board and on personal matters.*

*5. The Supervisory Board may adopt resolutions in writing or by means of direct remote communication. The resolution is valid when all members of the Board have been notified of the content of the draft resolution and at least half of the members of the Board have participated in adopting the resolution.*

*6. The Supervisory Board may adopt resolutions in the mode referred to in section 5 also in matters referred to in section 4, provided that no member of the Board makes an objection.*

*7. Resolutions adopted in the mode referred to in section 5 shall be presented at the next meeting of the Supervisory Board with the result of voting.”*

**7) § 38<sup>1</sup>(3)(1) of the Articles of Association shall read as follows:**

*“1) The announcement of the tender or auction shall be published in the Public Information Bulletin of the minister competent to exercise the rights attached to the State Treasury shares, on the Company’s website, in a visible, publicly accessible place in the Company’s headquarters and in other places customary for placing announcements.”*

## **§ 2**

Pursuant to § 36(1) of the Articles of Association of TAURON Polska Energia S.A., the Supervisory Board of TAURON Polska Energia S.A. is hereby requested to evaluate the motion concerning the adoption of the changes to Articles of Association of TAURON Polska Energia S.A., referred to in § 1 hereof.

## **§ 3**

The execution of this resolution is entrusted, respectively to the scope of responsibilities, to Executive Director for Corporate Affairs,

## **§ 4**

The President of the Management Board, Filip Grzegorzczuk will supervise the execution of this resolution.

## **§ 5**

The Resolution shall enter into force as of the day of its adoption.

***The resolution was adopted in an open ballot by 3 votes for.***

### **Signatures of Management Board Members present at the meeting:**

President of the Board – Filip Grzegorzczuk

Vice-President of the Board – Jarosław Broda

Vice-President of the Board – Marek Wadowski