

FORM OF INSTRUCTIONS FOR VOTING BY PROXY

The Ordinary General Meeting convened for 15 July 2020 at 10.00 a.m., at Novotel Katowice Centrum Hotel in Katowice, al. Roździeńskiego 16 (conference room - ground floor).

Reservations:

1. This form shall not serve for the verification of the method of voting by Proxy on behalf of the Shareholder. The Proxies shall not submit a copy of these instructions to the Company.
2. This form shall not replace the Power of Attorney granted to the Proxy by the Shareholder.
3. Use of the form made available by the Company is not mandatory on the Shareholder and is not a prerequisite for submitting of a vote by the Proxy.
4. The method of exercising the vote by the Proxy depends on the provisions of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders are authorised to submit their own draft resolutions as well as amendments to drafts provided by the Management Board or Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, therefore the text of the resolution finally submitted for voting may differ from the text of the resolution originally published on the Company website. Moreover, on issues related to election within the same agenda, as a rule, several resolutions related to individual candidates will be subject to voting.

Item 2 of the agenda: Adopting the resolution concerning: the appointment of the Chairperson of the Ordinary General Meeting

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: the appointment of the Chairperson of the Ordinary General Meeting of the Company

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 12 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 / Ms [•] is hereby appointed as the Chairperson of the Ordinary General Meeting of the Company.

§ 2

The Resolution shall enter into force as of its adoption date.

Votes*

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Objection |
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Provided that ***:

Item 4 of the agenda: Adopting the resolution concerning: the adoption of the agenda of the Ordinary General Meeting of the Company

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: the adoption of the agenda of the Ordinary General Meeting of the Company

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

§ 1

The following agenda of the meeting of the Ordinary General Meeting of the Company is hereby adopted:

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 on waiving 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. Presentation of financial results of the Company and TAURON Polska Energia S.A. Capital Group.
8. Presentation of the following Supervisory Board Reports:
 - 1) *“Report on the activities of the Supervisory Board of TAURON Polska Energia S.A. in the financial year 2019”*, containing, among others, the evaluation of the Company standing, including the assessment of the internal control, risk management systems, compliance and internal audit functions, comprising all significant control mechanisms, including, in particular those related to financial reporting and operational activity, the assessment of the method of fulfilment of disclosure obligations by the Company in relation to the application of corporate governance principles, the assessment of the rationality of the policy of sponsorship, charity or other similar activities, the assessment of compliance with the criteria of independence by Members of the Supervisory Board,
 - 2) *“Report of the Supervisory Board on the evaluation of the Financial statements of TAURON Polska Energia S.A., Consolidated financial statements of TAURON Capital Group, Report of the Management Board on operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year ended on 31 December 2019 including justification and the motion of the Management Board concerning the method of covering the net loss for the financial year 2019”*.
9. Examination of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2019 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and adoption of the resolution on its approval.

10. Examination of the “*Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2019 prepared in accordance with International Financial Reporting Standards approved by the European Union*” and adoption of the resolution on its approval.
11. Examination of the “*Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2019*” and adoption of the resolution on its approval.
12. Adoption of the resolution concerning covering of the net loss for the financial year 2019.
13. Adoption of resolutions to grant the discharge from fulfilment of duties to all members of the Company Management Board who fulfilled their functions in the financial year 2019.
14. Adoption of resolutions to grant the discharge from fulfilment of duties to all Members of the Company Supervisory Board who served in the financial year 2019.
15. Adoption of a resolution regarding amendments to the Company Articles of Association.
16. Adoption of a resolution regarding the adoption of the “Remuneration Policy for Members of the Management Board and Supervisory Board at TAURON Polska Energia S.A.”.
17. Adoption of a resolution regarding the number of members of the Company Supervisory Board.
18. Elections to the Supervisory Board of TAURON Polska Energia S.A. for the sixth joint term of office and adoption of resolutions regarding the appointment of members of the Supervisory Board for the sixth joint term of office.
19. Closing of the session of the Ordinary General Meeting.

§ 2

The Resolution shall enter into force as of its adoption date.

Votes*

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

Item 5 of the agenda: Adopting the resolution concerning: 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 the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: 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(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 hereby waived.

§ 2

The Resolution shall enter into force as of its adoption date.

Votes*

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

Item 6 of the agenda: Adopting the resolution concerning: the appointment of the Returning Committee of the Ordinary General Meeting

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: the appointment of the Returning Committee of the Ordinary General Meeting

Acting pursuant to § 15(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 shall enter into force as of its adoption date.

Votes*

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the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Item 9 of the agenda: Adopting the resolution concerning: the approval of the “Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2019 prepared in accordance with International Financial Reporting Standards approved by the European Union”

Proposed draft resolution:

RESOLUTION NO [•]

**of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: the approval of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2019 prepared in accordance with International Financial Reporting Standards approved by the European Union”*

Acting pursuant to Article 53(1) of the Accounting Act of 29 September 1994 and Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) of the Articles of Association of the Company, 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 *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2019 prepared in accordance with International Financial Reporting Standards approved by the European Union”* are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2019 showing comprehensive income in the amount of PLN (451,659) thousand and net loss for the financial year 2019 in the amount of PLN (462,830) thousand,
- 2) Statement of financial standing as at 31 December 2019, which indicates the total balance of assets and liabilities in the amount of PLN 30,485,129 thousand,
- 3) Statement of changes in equity for the year ended on 31 December 2019 showing equity decrease of PLN 451,659 thousand,
- 4) Statement of cash flows for the year ended on 31 December 2019 showing net cash flow decrease of by the amount of PLN 1,510,954 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

§ 2

The Resolution shall enter into force as of its adoption date.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Item 10 of the agenda: Adopting the resolution concerning: the approval of the “Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2019 prepared in accordance with International Financial Reporting Standards approved by the European Union”

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: the approval of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2019 prepared in accordance with International Financial Reporting Standards approved by the European Union”*

Acting pursuant to Article 63c(4) of the Accounting Act of 29 September 1994 and Article 395 § 5 of the Commercial Companies Code and § 35(1)(1) of the Articles of Association of the Company, 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 *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2019 prepared in accordance with International Financial Reporting Standards approved by the European Union”* are approved, which consist of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2019 showing the total income in the amount of PLN (113,536) thousand and net profit for the financial year 2019 in the amount of PLN (11,683) thousand,
- 2) Consolidated statement of financial standing as at 31 December 2019, which indicates the total balance of assets and liabilities in the amount of PLN 41,917,765 thousand,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2019 showing equity increase by the amount of PLN 664,179 thousand,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2019 showing cash flow increase by the amount of PLN 395,629 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

§ 2

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

Votes*

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the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Item 11 of the agenda: Adopting the resolution concerning: the approval of the “Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2019”

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: the approval of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2019”*

Acting pursuant to Article 63c(4) in conjunction with Article 55(2a) of the Accounting Act of 29 September 1994 and § 35(1)(1) of the Articles of Association of the Company, 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 hereunder report, conducted by the Supervisory Board of the Company, the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2019”* covering the period from 1 January 2019 to 31 December 2019 is approved.

§ 2

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

Votes*

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Objection |
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Provided that ***: Provided that ***: Provided that ***:

Item 12 of the agenda: Adopting the resolution concerning: covering of the net loss for the financial year 2019

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: covering of the net loss for the financial year 2019

Acting pursuant to Article 395 § 2(2) of the Commercial Companies Code and § 35(1)(3) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

It is hereby decided to cover the net loss of TAURON Polska Energia S.A. for the financial year 2019 covering the period from 1 January 2019 to 31 December 2019 in the amount of PLN 462,830,170.74 (in words: four hundred and sixty-two million eight hundred and thirty thousand one hundred and seventy zloty 74/100) from the Company supplementary capital.

§ 2

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

Votes*

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the Proxy | <input type="checkbox"/> Raising
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Provided that ***: Provided that ***: Provided that ***:

Item 13 of the agenda: Adopting the resolutions concerning: granting the discharge from fulfilment of duties by all the Management Board Members for 2019

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the President of the Management Board, Filip Grzegorzczak for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Filip Grzegorzczak is discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Jarosław Broda for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jarosław Broda is discharged from fulfilment of his duties as the Vice-President of the Management Board for Asset Management and Development of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning granting the discharge from fulfilment of duties for Marek Wadowski for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Marek Wadowski is discharged from fulfilment of his duties as the Vice-President of the Management Board for Finance of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties for Mr. Kamil Kamiński for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

for Mr. Kamil Kamiński is discharged from fulfilment of his duties as the Vice-President of the Management Board for Customer and Corporate Support of TAURON Polska Energia S.A. performed from 1 January 2019 to 21 September 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Item 14 of the agenda: Adopting the resolutions concerning: granting the discharge from fulfilment of duties by all the Supervisory Board Members for 2019

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the Vice-Chairwoman of the Supervisory Board, Ms. Teresa Famulska for 2019.

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of

TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Teresa Famulska is discharged from fulfilment of her duties as the Vice-Chairwoman of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

The Resolution shall enter into force as of its adoption date.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Ms. Barbara Łasak - Jarszak for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Barbary Łasak - Jarszak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

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

Votes*

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the Proxy | <input type="checkbox"/> Raising
Objection |
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**RESOLUTION NO [·]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Mr. Grzegorz Peczkis for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Grzegorz Peczkis is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 6 December 2019 to 31 December 2019.

§ 2

The Resolution shall enter into force as of its adoption date.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Ms. Katarzyna Taczanowska for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Katarzyna Taczanowska is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 8 May 2019 to 31 December 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties for Ms. Beata Chłodzińska for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Beata Chłodzińska is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.**

of 2020

concerning: granting the discharge from fulfilment of duties for Jacek Szyke for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jacek Szyke is discharged from the fulfilment of his duties as the Secretary of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

Proposed draft resolution:

**RESOLUTION NO [·]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Radosław Domagalski - Łabędzki for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves

as follows:

§ 1

Mr. Radosław Domagalski-Łabędzki is discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 8 May 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Paweł Pampuszko for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Paweł Pampuszko is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 8 May 2019.

§ 2

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

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties for Mr. Rafał Pawełczyk for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Rafał Pawełczyk is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 8 May 2019 to 26 July 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Jan Płudowski for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Jan Płudowski is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
Provided that ***:	Provided that ***:	Provided that ***:		

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Marcin Szlenk for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr. Marcin Szlenk is discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: granting the discharge from fulfilment of duties for Agnieszka Woźniak for 2019

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Ms. Agnieszka Woźniak is discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2019 to 31 December 2019.

§ 2

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

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Item 15 of the agenda: Adopting the resolutions concerning: amendments to “The Articles of Association of the Company of TAURON Polska Energia S.A.”

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: amendments to “The Articles of Association of the Company of TAURON Polska Energia S.A.”

Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, acting pursuant to art. 430 § 1 of the Code of Commercial Companies and § 35(1) item 18) of

the Company Articles of Association, resolves as follows:

§ 1

The following changes are made to “The Articles of Association of TAURON Polska Energia S.A.”:

1. the following paragraphs 5 and 6 are added to § 13:

“5. It is also possible to participate in a meeting of the Management Board using means of direct remote communication.

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

2. § 17(4) item 4) of the Company Articles of Association shall be replaced by the following:

“4) The announcement about the qualification procedure is published on the Company website and in the Public Information Bulletin of the minister competent to exercise rights in respect of rights from State Treasury shares,”

3. § 18 of the Company Articles of Association shall read as follows:

“1. The General Meeting adopts a remuneration policy for members of the Company Management Board and Supervisory Board, taking into account the requirements of the Act of July 29, 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies.

2. The principles of determining the remuneration and the amount of remuneration of members of the Management Board are determined by the General Meeting taking into account the provisions of the Act of June 9, 2016 on the principles of determining the remuneration of persons managing certain companies.”

4. in § 20 in paragraph 2 of the Company Articles of Association the following item 14) is added:

“14) conclusion of a significant transaction with a related entity within the meaning of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies.”

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

“2) In the period in which the State Treasury, including together with subsidiaries of the State Treasury within the meaning of § 10(5) of the Articles of Association, holds the number of the Company's shares entitling 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 rights in the scope of shares from the State Treasury, is entitled to appoint and remove one member of the Supervisory Board.”

6. § 27 of the Company 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. *It is also possible to participate in a meeting of the Supervisory Board using means of direct remote communication.*
3. *The Supervisory Board adopts resolutions in an open vote.*
4. *Secret voting is ordered at the request of a member of the Supervisory Board and in personal matters.*
5. *The Supervisory Board may adopt resolutions in writing or by using means of direct remote communication. The resolution is valid if all members of the Supervisory Board have been notified of the content of the draft resolution and at least half of the members of the Board took part in adopting the resolution.*
6. *The Supervisory Board may adopt resolutions in the mode referred to in paragraph 5 also in matters referred to in paragraph 4, provided that no member of the Supervisory Board objects.*
7. *Resolutions adopted pursuant to the procedure referred to in paragraph 5 are presented at the next meeting of the Supervisory Board with the result of voting.”*

7. § 38¹ (3) item 1) of the Company Articles of Association shall be replaced by the following:

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

§ 2

The resolution enters into force on the day it is adopted with effect from the date of entering the changes in the Register of Entrepreneurs of the National Court Register.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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

**Item 16 of the agenda: Adopting the resolutions concerning: adoption of the
“Remuneration Policy for Members of the Management Board and Supervisory Board of
TAURON Polska Energia S.A.”**

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: adoption of the “Remuneration Policy for Members of the Management Board and Supervisory Board of TAURON Polska Energia S.A.”

Acting pursuant to art. 90d(1) of the Act of 29 July 2005 on public offerings and conditions governing the introduction of financial instruments to organized trading, and on public companies, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice, resolves as follows:

§ 1

The “Remuneration Policy for Members of the Management Board and Supervisory Board at TAURON Polska Energia S.A.” is adopted, constituting the annex to the resolution.

§ 2

The Resolution shall enter into force as of its adoption date.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Item 17 of the agenda: Adopting the resolutions concerning: determining the number of members of the Supervisory Board of the Company

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.**

of 2020

concerning: determining the number of members of the Supervisory Board of the Company. Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22(1) and § 24(1) and (5) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

It is established that the Supervisory Board of TAURON Polska Energia S.A. will consist of [•] (say: [•]) Members of the Supervisory Board.

§ 2

The resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. No. 30 of 16 April 2018 loses its binding force.

§ 3

The Resolution shall enter into force as of its adoption date.

Votes*

<input type="checkbox"/> For (voting by..... shares)**	<input type="checkbox"/> Against (voting by..... shares)**	<input type="checkbox"/> Abstained (voting by..... shares)**	<input type="checkbox"/> At discretion of the Proxy	<input type="checkbox"/> Raising Objection
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Provided that ***: Provided that ***: Provided that ***:

Item 18 of the agenda: Adopting the resolutions concerning: the appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the sixth joint term of office.

Proposed draft resolution:

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2020**

concerning: the appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the sixth joint term of office.

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 35(1)(4) of the Articles of Association of the Company, the Ordinary General Meeting of TAURON Polska

Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Mr/ Ms [•] is hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. of the sixth joint term of office.

§ 2

The Resolution shall enter into force as of its adoption date.

Votes*

- | | | | | |
|---|---|---|--|---|
| <input type="checkbox"/> For
(voting
by.....
shares)** | <input type="checkbox"/> Against
(voting
by.....
shares)** | <input type="checkbox"/> Abstained
(voting
by.....
shares)** | <input type="checkbox"/> At discretion of
the Proxy | <input type="checkbox"/> Raising
Objection |
|---|---|---|--|---|

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