

Enclosure No. 2

with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene Ordinary General Meeting of the Company

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

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.

**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

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 adopts 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 2013.*
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 2013.*
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 2013.*
10. Examination of the *Report of the Management Board of TAURON Polska Energia S.A. for the financial year 2013.*
11. Examination of the motion of the Management Board concerning distribution of profit for 2013 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 2013*, 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 2013 and the Report of the Management Board on operations of TAURON Polska Energia S.A. for the financial year 2013,*
  - 2) *on evaluation of the financial statements of the Company for the financial year ended 31 December 2013, Report of the Management Board on the operations of*

*the Company for the financial year 2013 and the motion of the Management Board concerning distribution of profit for the financial year 2013.*

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 2013,*
- 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 2013,*
- 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 2013,*
- 4) on approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2013,*
- 5) on distribution of profit for the financial year 2013 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 2013.

16. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Supervisory Board who served in 2013.

17. Adoption of a resolution to determine the number of members of the Supervisory Board.

18. Adoption of a resolution to appoint members of the Supervisory Board for the 4<sup>th</sup> joint term of office.

19. Closure of the Ordinary General Meeting.

## § 2

The Resolution comes into force as of its adoption date.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

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.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

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.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

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 2013*

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 2013*, which consists of:

- 1) Consolidated statement of comprehensive income for the year ended on 31 December 2013 showing comprehensive income after tax in the amount of PLN 1,389,973 thousand and net profit for the financial year 2013 in the amount of PLN 1,346,485 thousand,
- 2) Consolidated statement of financial position as of 31 December 2013, which shows assets and liabilities in the amount of PLN 32,355,570 thousand,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2013 showing equity increase of PLN 993,479 thousand,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2013 showing net cash flow decrease of PLN 350,506 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 55 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the *Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2013 prepared in accordance with International Financial Reporting Standards* have been approved by the Company's Management Board by resolution No. 59/III/2014 of 10 March 2014.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 12/III/2014 of 17 March 2014 positively evaluated the said statements as to their conformity with the ledgers and documents as well as actual state of affairs and submitted them for examination and approval by the Ordinary General Meeting.

The abovementioned consolidated financial statements of the Capital Group are subject to examination and approval by the General Meeting of the Company pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63 c section 4 of the Accounting Act.

Enclosure No. 7

with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene Ordinary General Meeting of the Company

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2013*

Acting pursuant to Article 63 c section 4 in connection 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 2013 covering the period from 1 January 2013 to 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 55 section 2 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2013 has been approved by the Company's Management Board by resolution No. 60/III/2014 of 10 March 2014.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 13/III/2014 of 17 March 2014 positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The above mentioned Management Board's report on the operations of TAURON Polska Energia S.A. Capital Group is subject to examination and approval by the General Meeting of the Company pursuant to Article 63 c section 4 in connection with Article 55 section 2 of the Accounting Act of 29 September 1994.



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**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

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 2013*

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 2013*, which consist of:

- 1) statement of comprehensive income for the year ended on 31 December 2013 showing comprehensive income after tax in the amount of PLN 1,752,308 thousand and net profit for the financial year 2013 in the amount of PLN 1,688,972 thousand,
- 2) statement of financial position as of 31 December 2013, which shows assets and liabilities in the amount of PLN 27,962,131 thousand,
- 3) statement of changes in equity for the year ended on 31 December 2013 showing equity increase of PLN 1,401,154 thousand,
- 4) statement of cash flows for the year ended on 31 December 2013 showing net cash flow decrease of PLN 804,901 thousand,
- 5) Accounting policies (regulations) and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 52 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the *Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2013* have been approved by the Company's Management Board by resolution No. 61/III/2014 of 10 March 2014.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 14/III/2014 of 17 March 2014 positively evaluated the said statements as to their conformity with the ledgers

and documents as well as actual state of affairs and submitted them for examination and approval by the Ordinary General Meeting.

The abovementioned financial statements are subject to examination and approval by the General Meeting of the Company pursuant to Article 393 item 1) of the Commercial Companies Code and Article 53 section 1 of the Accounting Act

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**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: approval of the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2013*

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 2013* covering the period from 1 January 2013 to 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 49 section 1 of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2013, item 330) the *Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2013* has been approved by the Company's Management Board by resolution No. 62/III/2014 of 10 March 2014.

The Supervisory Board of TAURON Polska Energia S.A., by resolution No. 15/III/2014 of 17 March 2014 positively evaluated the said report as to its conformity with the ledgers and documents as well as actual state of affairs and submitted it for examination and approval by the Ordinary General Meeting.

The abovementioned report on the operations of TAURON Polska Energia S.A. is subject to examination and approval by the General Meeting of the Company pursuant to Article 393 item 1) of the Commercial Companies Code.

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**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: distribution of profit for 2013 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 2013 in the amount of PLN 1,688,971,471.53 (say one billion six hundred eighty eight million nine hundred seventy one thousand four hundred seventy one and 53/100) 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 and 10/100) should be allocated for payment of dividend to the Company's shareholders, which means that the dividend per share is PLN 0.15 (say fifteen grosz),
- 2) the amount of PLN 1,426,089,062.43 (say one billion four hundred twenty six million eighty nine thousand sixty two and 43/100) should be added to reserve capital.

§ 2

The Ordinary General Meeting resolves as follows:

- 1) determine the dividend record day for 14 August 2014,
- 2) determine the dividend payment day for 4 September 2014.

§ 3

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to the applicable dividend policy presented in item 5.2 of the IPO Prospectus of TAURON Polska Energia S.A. approved by the Polish Financial Supervision Authority on 27 May 2010, starting from the financial year ended on 31 December 2013 the Management Board intends to recommend to the General Meeting the distribution of a dividend equal to approximately 40% to 50% of consolidated net profit attributable to the

shareholders of the Company as the holding company, with account taken of the fact that the final Management Board's recommendations as to the distribution of dividends will be affected by the following factors:

- the amount of the net profit presented in the Company's standalone financial statements,
- the current cost and availability of debt financing and possibility of acquiring such funding,
- the Company's current capital expenditure requirements,
- planned acquisitions and applicable law.

Considering the above, as well as current development plan of the TAURON Group including execution of the adopted investment program that requires major funds exceeding the Group's operational capacities, the Company's Management Board recommends to the General Meeting payment of dividend in the amount of PLN 262,882,409.10, i.e. PLN 0.15 per share.

At the same time, the Management Board proposes that the remaining amount, i.e. PLN 1,426,089,062.43 be added to Company's reserve capital to finance the investment program of the TAURON Group.

The TAURON Group has been implementing long-term investment program (in particular in Distribution and Generation Segments) that requires major capital expenditures, and which should yield return in a long-term perspective. The time gap resulting from different dates of expenditures and return is partially financed by funds generated by operational activity which are not paid in the form of dividend, and partially by long-term external funds. Obtaining a loan is directly connected with the need to meet covenants imposed on TAURON by financial institutions, including the net debt/ EBITDA ratio which cannot be exceeded, and a required investment rating.

It should be mentioned that in the TAURON Group there is centralized financing model, in which the company TAURON Polska Energia S.A. is responsible for acquiring funds for subsidiaries from the Group. The funds acquired both, internally (from subsidiaries that generate operating surpluses and net profits) and externally (from the financial market) are then transferred to TAURON Group companies that require funding (mainly to finance capex program).

Execution of capex program in the TAURON Group over the next several years requires that major investment outlays be borne, in particular in Distribution segment – for upgrading and restoration of transmission infrastructure and in the Generation segment – to adjust the existing assets to future environmental requirements, as well as their restoration and diversification.

Execution of the capex program adopted for 2014 will cause increase of the net debt/ EBITDA ratio to over 2x. Over further years the forecasted net debt/ EITDA ratio should increase to the maximum level allowed by banks' covenants which causes the risk that the covenants may be exceeded in the case of worse than planned financial results, and a resulting risk that planned investments may thus be partially suspended or delayed.

Payment of dividend in the recommended amount will not have negative impact on the Company's liquidity in the period subject to the forecast.

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**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 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 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 20/III/2014 of 17 March 2014 in which they applied to the Ordinary General Meeting for release from fulfillment of duties performed by President of the Management Board, Mr. Dariusz Lubera between 1 January 2013 and 31 December 2013.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 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 her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 23/III/2014 of 17 March 2014 in which they applied to the Ordinary General Meeting for release from fulfillment of duties performed by Vice-President of the Management Board, Mr. Krzysztof Zawadzki between 1 January 2013 and 31 December 2013.



**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 by Mrs. 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 her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed between 1 January 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 21/III/2014 of 17 March 2014 in which they applied to the Ordinary General Meeting for release from fulfillment of duties as Vice-President of the Management Board performed by Mrs. Joanna Schmid between 1 January 2013 and 31 December 2013.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 by Mr. 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 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

Having analyzed and evaluated the financial statements and reports on the operations of the Company and the TAURON Group, the Supervisory Board of TAURON Polska Energia S.A. adopted resolution No. 22/III/2014 of 17 March 2014 in which they applied to the Ordinary General Meeting for release from fulfillment of duties as Vice-President of the Management Board performed by Mr. Dariusz Stolarczyk between 1 January 2013 and 31 December 2013.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 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 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to Article 395 § 2 item 3) of the Commercial Companies Code the subject of the Ordinary General Meeting is acknowledgement of fulfillment of duties granted to the members of the Company's governing bodies.

In 2013 the Supervisory Board of TAURON Polska Energia S.A. executed tasks in accordance with the generally applicable rules of law, including Commercial Companies Code as well as the Company's Articles of Association and Best Practices of WSE Listed Companies.

The Supervisory Board of TAURON Polska Energia S.A. by resolution No. 19/III/2014 of 17 March 2014 adopted the *Report on the activities of the Supervisory Board in the financial year 2013* including, among others, brief evaluation of the Company's standing, including internal control system and major risk management system in the Company together with enclosed reports on the activities of the Supervisory Board's Committees in the financial year 2013, and submitted a motion to the Ordinary General Meeting to release the members of the Supervisory Board from fulfillment of their duties performed in the financial year 2013.

**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 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 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2013 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2013 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 by the 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 the Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2013 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2013 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 by the 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 1 January 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2013 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2013 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 by the 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 12 December 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2013 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2013 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 by the Member of the Supervisory Board, Marek Ściążko

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 Ściążko is released from fulfillment of his duties as a Member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2013 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2013 by the Chairman of the Supervisory Board, Antoni Tajduś.



**DRAFT**

**RESOLUTION NO. [·]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 by the 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 her duties as a member of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2013 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2013 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: acknowledgement of fulfillment of duties in the financial year 2013 Mr. 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 Wardzinski is released from fulfillment of his duties as Deputy Chairman of the Supervisory Board of TAURON Polska Energia S.A. performed between 1 January 2013 and 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

The rationale concerning all resolutions on acknowledgement of fulfillment of duties by members of the Supervisory Board in the financial year 2013 is included in draft resolution of the Ordinary General Meeting on acknowledgement of fulfillment of duties in the financial year 2013 by the Chairman of the Supervisory Board, Antoni Tajduś.

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: determining the number of members of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, § 22 section 1 of the Company's Articles of Association and § 24 section 1 and 5 of 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

It is decided that the Supervisory Board of TAURON Polska Energia S.A. should be composed of ... members of the Supervisory Board.

§ 2

Resolution of the Extraordinary General Meeting of TAURON Polska Energia S.A. No. 6 dated 7 January 2014 becomes null and void.

§ 3

The Resolution comes into force as of its adoption date.

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*Rationale:*

Pursuant to § 24 section 5 of the By-laws of TAURON Polska Energia S.A. General Meeting, before electing the members of the Supervisory Board, the General Meeting should determine the number of members of the Supervisory Board.

Enclosure No. 24

with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene Ordinary General Meeting of the Company

**DRAFT**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting  
of TAURON Polska Energia S.A.  
held on ..... 2014**

on: appointment of a member of the Supervisory Board of the 4<sup>th</sup> joint term of office

Acting pursuant to Article 385 § 1 of Commercial Companies Code, and § 22 section 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

Mr. Mrs. .... is hereby appointed to the Supervisory Board of TAURON Polska Energia S.A. for the 4<sup>th</sup> joint term of office.

§ 2

The Resolution comes into force as of its adoption date.

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*Rationale:*

Because mandates of the Supervisory Board's members of the 3<sup>rd</sup> joint term of office expire as of the day of Ordinary General Meeting that approves the financial statements of the Company for the financial year 2013, it is justified to adopt relevant resolutions to appoint members of the Supervisory Board for the 4<sup>th</sup> joint term of office.