



Enclosure No. 27  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Ordinary General Meeting of the Company

## **VOTING INSTRUCTIONS FOR THE PROXY**

**The Ordinary General Meeting of the Company's Shareholders to be held on 15 May 2014, at 11.00 a.m. in Hotel Angelo in Katowice, ul. Sokolska 24 (Conference Room, 1st floor)**

### **Restrictions:**

1. This form is not to be used for the verification of votes cast by the Proxy on behalf of the Shareholder. Proxies do not deliver the copy of these instructions to the Company.
2. This form does not replace the Power of Attorney issued to the Proxy by the Shareholder.
3. The Shareholder is not obligated to use the form provided by the Company and the Proxy does not need to use the form to cast a vote.
4. The manner of voting by the Proxy is determined by the content of the Power of Attorney granted by the Shareholder.
5. The Shareholder should remember that Shareholders have the right to submit their own draft resolutions and amendments to drafts submitted by the Management Board or the Supervisory Board of TAURON Polska Energia S.A. or other Shareholders, thus the text of a resolution subject to final voting under a given item of the agenda may differ from the text of such resolution originally published on the Company's web site. Additionally, in the case of election coming within the same agenda, several resolutions concerning individual candidates will be subject to voting as a rule.

**Item 2 of the agenda: Appointment of the Chairman of the Ordinary General Meeting.**

**Proposed draft resolution:**

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

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

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

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

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 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 adopt the following agenda of the meeting:

1. Opening of the Ordinary General Meeting.
2. Appointment of the Chairperson of the Ordinary General Meeting.
3. Determination as to whether the Ordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Ordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Ordinary General Meeting.
6. Appointment of the Returning Committee of the Ordinary General Meeting.
7. Examination of *Consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2013.*
8. Examination of the *Report of the Management Board 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 on the operations 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 financial year 2013.
16. Adoption of resolutions to acknowledge the fulfillment of duties by all members of the Supervisory Board who served in the financial year 2013.
17. Adoption of a resolution to determine the number of members of the Company's 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.

### Votes\*

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

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

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

**Proposed draft resolution:**

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

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 6 of the agenda: Appointment of the Returning Committee of the Ordinary General Meeting.**

**Proposed draft resolution:**

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

**Votes\***

- |   |   |  |   |                                    |
|---|---|--|---|------------------------------------|
| <input type="checkbox"/> For<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Against<br>(vote based on<br>..... shares)** | <input type="checkbox"/> Abstaining<br>(vote based on<br>..... shares)** | <input type="checkbox"/> At the Proxy's<br>discretion | <input type="checkbox"/> Objection |
|---|---|--|---|------------------------------------|

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

**Item 14.1 of the agenda: Approval of consolidated financial statements of TAURON Polska Energia S.A. Capital Group prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2013.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 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 increase of PLN 350,506 thousand;
- 5) Summary of significant accounting policies and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 14.2 of the agenda: Approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2013.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 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 reference with Article 55 section 2 of the Accounting Act of 29 September 1994, the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

Having examined and considered the evaluation of the below specified report, conducted by the Supervisory Board of the Company, the Ordinary General Meeting resolves to approve the report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2013 covering the period from 1 January 2012 to 31 December 2013.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:



**Item 14.3 of the agenda: Approval of financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2013.**

**Proposed draft resolution:**

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

- 1) statement of financial position for the year ended on 31 December 2013 which shows assets and liabilities in the amount of PLN 27,962,131 thousand;
- 2) statement of changes in equity for the year ended on 31 December 2013 showing equity increase of PLN 1,401,154 thousand;
- 3) statement of cash flows for the year ended on 31 December 2013 showing net cash flow decrease of PLN 804,901 thousand;
- 4) Summary of significant accounting policies and other explanatory notes.

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 14.4 of the agenda: Approval of the report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2013.**

**Proposed draft resolution:**

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

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 14.5 of the agenda: Distribution of profit for 2013 and determination of the amount of the dividend for shareholders as well as defining the dividend record day and dividend payment day.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 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 PLN 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 PLN and 10/100) should be allocated for payment of dividend to shareholders, which means that the dividend per share is PLN 0.15 (say fifteen grosz),
- 2) the amount of PLN 1,426,089,062.43 (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.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 15.1 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by the President of the Management Board, Dariusz Lubera.**

**Proposed draft resolution:**

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

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 15.2 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by the Vice-President of the Management Board, Krzysztof Zawadzki.**

**Proposed draft resolution:**

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

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 15.3 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by Mrs. Joanna Schmid.**

**Proposed draft resolution:**

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

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 15.4 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by Mr. Dariusz Stolarczyk.**

**Proposed draft resolution:**

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

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 16.1 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by the Chairman of the Supervisory Board, Antoni Tajduś.**

**Proposed draft resolution:**

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

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:



**Item 16.2 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2012 by the Secretary of the Supervisory Board, Leszek Koziowski.**

**Proposed draft resolution:**

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

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 16.3 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by a Member of the Supervisory Board, Jacek Kuciński.**

**Proposed draft resolution:**

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

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

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

§ 1

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

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 16.4 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by a Member of the Supervisory Board, Marcin Majeranowski.**

**Proposed draft resolution:**

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

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

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

§ 1

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

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 16.5 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by a Member of the Supervisory Board, Jacek Szyke.**

**Proposed draft resolution:**

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

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

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

§ 1

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

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 16.6 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by a Member of the Supervisory Board, Marek Ściażko.**

**Proposed draft resolution:**

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

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

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

§ 1

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

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 16.7 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by a Member of the Supervisory Board, Agnieszka Trzaskalska.**

**Proposed draft resolution:**

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

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

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

§ 1

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

§ 2

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that***:	Provided that ***:	Provided that ***:
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**Item 16.8 of the agenda: Acknowledgement of fulfillment of duties in the financial year 2013 by a Member of the Supervisory Board, Rafał Wardziński.**

**Proposed draft resolution:**

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

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

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

§ 1

Mr. Rafał Wardziński is released from fulfillment of 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.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 17 of the agenda: Determining the number of members of the Company's Supervisory Board.**

**Proposed draft resolution:**

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

on: determining the number of members of the Supervisory Board

Acting pursuant to Article 385 § 1 of Commercial Companies Code, § 22 section 1 of the Company's Articles of Association and § 24 section 1 and 5 of the By-laws of TAURON Polska Energia S.A. General Meeting, 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. is composed of ..... members of the Supervisory Board.

§ 2

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

§ 3

The Resolution comes into force as of its adoption date.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

**Item 18 of the agenda: Appointment of members of the Supervisory Board for the 4<sup>th</sup> joint term of office.**

**Proposed draft resolution:**

**RESOLUTION NO. [·]**



**of the Ordinary General Meeting of  
TAURON Polska Energia S.A.  
of ..... 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.

**Votes\***

<input type="checkbox"/> For (vote based on ..... shares)**	<input type="checkbox"/> Against (vote based on ..... shares)**	<input type="checkbox"/> Abstaining (vote based on ..... shares)**	<input type="checkbox"/> At the Proxy's discretion	<input type="checkbox"/> Objection
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Provided that\*\*\*:      Provided that \*\*\*:      Provided that \*\*\*:

\* Mark if applicable

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

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