

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2019**

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 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 2018*”, 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 2018 including justification and the motion of the Management Board concerning the method of covering the net loss for the financial year 2018*”.
9. Presentation of the “*Report of TAURON Polska Energia S.A. on representation expenses, expenditure on legal services, marketing services, public relations and social communication services as well as advisory services related to management incurred in 2018*”, including the opinion issued by the Supervisory Board.

10. Examination of the "*Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2018 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 "*Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2018 prepared in accordance with International Financial Reporting Standards approved by the European Union*" and adoption of the resolution on its approval.
12. 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 2018*" and adoption of the resolution on its approval.
13. Adoption of the resolution concerning covering of the net loss for the financial year 2018.
14. Adoption of the 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 2018.
15. Adoption of the resolutions to grant the discharge from fulfilment of duties to all Members of the Company Supervisory Board who served in the financial year 2018.
16. Adoption of the resolutions concerning changes in the composition of the Company Supervisory Board.
17. Adoption of the resolutions on amending resolution no. 5 of the Extraordinary General Meeting of Shareholders of December 15, 2016 on the principles for determining the compensation of the Members of the Management Board.
18. Adoption of the resolutions on amending the "Articles of Association of TAURON Polska Energia S.A.".
19. Closing of the session of the Ordinary General Meeting.

§ 2

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