

**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 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.

**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 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 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 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 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 resolutions concerning changes in the composition of the Company Supervisory Board.
17. Closing of the session of the Ordinary General Meeting.

## **§ 2**

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

**DRAFT**

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

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.

**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 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.

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

concerning: the approval 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”*

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 2018 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 2018 showing comprehensive income in the amount of PLN (1,729,519) thousand and net loss for the financial year 2018 in the amount of PLN (1,709,853) thousand,
- 2) Statement of financial standing as at 31 December 2018, which indicates the total balance of assets and liabilities in the amount of PLN 29,512,990 thousand,
- 3) Statement of changes in equity for the year ended on 31 December 2018 showing equity decrease of PLN 2,118,070 thousand,
- 4) Statement of cash flows for the year ended on 31 December 2018 showing net cash flow decrease of by the amount of PLN 802 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

In accordance with Article 52 of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351) 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”* have been approved by the Company Management Board under resolution No. 94/V/2019 of 29 March 2019.

Pursuant to resolution No. 15/V/2019 of 2 April 2019, the Supervisory Board of TAURON Polska Energia S.A. 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 aforementioned financial statements are subject to examination and approval by the General Meeting of the Company pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and Article 53(1) of the Accounting Act and § 35(1)(1) of the Articles of Association of the Company.

**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 approval 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”*

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 2018 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 2018 showing the total income in the amount of PLN 182,523 thousand and net profit for the financial year 2018 in the amount of PLN 207,045 thousand,
- 2) Consolidated statement of financial standing as at 31 December 2018, which indicates the total balance of assets and liabilities in the amount of PLN 37,097,477 thousand,
- 3) Consolidated statement of changes in equity for the year ended on 31 December 2018 showing equity increase by the amount of PLN 360,668 thousand,
- 4) Consolidated statement of cash flows for the year ended on 31 December 2018 showing cash flow increase by the amount of PLN 6,619 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

Pursuant to Article 55(1), Article 63c(4) of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351) 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”* have been approved by the Company Management Board under resolution No. 93/V/2019 of 29 March 2019.



Pursuant to resolution No. 17/IV/2019 of 2 April 2019 the Supervisory Board of TAURON Polska Energia S.A. positively evaluated 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”* as to their conformity with the ledgers and documents as well as actual state.

The aforementioned consolidated financial statements of TAURON 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)(4) of the Accounting Act of 29 September 1994 and § 35(1)(1) of the Company Articles of Association.

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

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 2018”*

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 2018”* covering the period from 1 January 2018 to 31 December 2018 is approved.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

In accordance with Article 55(2a) of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351), the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2018”* has been approved by the Company Management Board under resolution No. 95/V/2019 of 29 March 2019.

Pursuant to resolution No. 18/V/2019 of 2 April 2019, the Supervisory Board of TAURON Polska Energia S.A. 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 aforementioned Management Board 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 63c(4) in conjunction with Article 55(2a) of the Accounting Act and § 35(1)(1) of the Articles of Association of the Company.

**DRAFT**

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

concerning: covering of the net loss for the financial year 2018

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 2018 covering the period from 1 January 2018 to 31 December 2018 in the amount of PLN 1,709,852,955.76 (in words: one billion seven hundred and nine million eight hundred and fifty-two thousand nine hundred and fifty-five zlotys 76/100) from the Company supplementary capital.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

The financial statements of TAURON Polska Energia S.A. drawn up for the financial year ended on 31 December 2018 indicated the net loss in the amount of PLN 1,709,852,955.76 million.

The financial statements include:

- results of share impairment tests: by creating a write down in the amount of PLN 3,382,657 thousand for TAURON Wydobywanie S.A. and TAURON Wytwarzanie S.A. and reversal of the revaluation write down on shares in the amount of PLN 940,521 thousand for TAURON Ekoenergia sp. z o.o,
- creation of a revaluation write-down on shares in Polska Energia Pierwsza Kompania Handlowa sp. z o.o. in the amount of PLN 6,000 thousand,
- creation of a revaluation write-down on shares in TAURON Sweden Energy AB (publ) in the amount of PLN 20,933 thousand,

which burdened the financial costs of TAURON Polska Energia S.A. in the total amount of PLN 2,469,069 thousand and affected the negative financial result of PLN 1,709,852,955.76 for the financial year ended 31 December 2018.

The need to apply a write down resulted from external conditions affecting the Company's long-term capitalization at a level below the carrying amount, changes in commodity prices on global markets and changes in the situation on the domestic power coal market after

consolidation of the mining sector, high volatility of mining and geological conditions, unfavourable layout of the mining front (short wall runs) generating additional changeover costs, limited competition on the market of mining materials and services resulting in a significant increase in their prices, amendments to the Act on Renewable Energy Sources and publication of RES obligations for 2018 and 2019, which affected the prices of certificates of origin for energy generated from renewable sources, adoption of the Act on the power market and procedures for functional solutions described in the draft Capacity Market Rules, persisting unfavourable market conditions from the point of view of conventional energy profitability, as well as an increase in the risk-free rate as at 30 June 2018.

The supplementary capital presented in the Company financial statements for the year ended on 31 December 2018, mainly created from profits for previous years and from the reduction of share capital, as a result of covering net loss for previous years currently amounts to PLN 8,511,437 thousand and allows for covering the loss presented in the Company financial statements.

Taking into account Article 396 of Commercial Companies Code, pursuant to which the supplementary capital is created to cover losses, it is justified to cover the net loss in the amount of PLN 1,709,852,955.76 presented in the Company financial statements from the supplementary capital of the Company.

Pursuant to resolution No. 16/V/2019 of 2 April 2019, the Supervisory Board of TAURON Polska Energia S.A. has positively evaluated the motion of the Management Board to the General Meeting of the Company, expressed in resolution Np. 96/V/2019 of 29 March 2019 concerning net loss coverage from the supplementary capital of the Company.

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

concerning: granting the discharge from fulfilment of duties by the President of the Management Board, Filip Grzegorzczak for 2018

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 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and the report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 21/V/2019 of 2 April 2019 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Filip Grzegorzczak from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

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

concerning: granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Jarosław Broda for 2018

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 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 22/V/2019 of 2 April 2019 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Jarosław Broda 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 2018 to 31 December 2018.

**DRAFT**

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

concerning granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Kamil Kamiński for 2018

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. Kamil Kamiński is discharged from fulfilment of his duties as the Vice-President of the Management Board for Customer and Corporate Affairs of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 23/V/2019 of 2 April 2019 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Kamil Kamiński from fulfilment of his duties as the Vice-President of the Management Board for Customer and Corporate Affairs of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

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

concerning: granting the discharge from fulfilment of duties by the Vice-President of the Management Board, Marek Wadowski for 2018

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 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

Following the analysis and evaluation of financial statements and this report on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 24/V/2019 of 2 April 2019 the Supervisory Board of TAURON Polska Energia S.A. requested the Ordinary General Meeting of the Company to discharge Mr. Marek Wadowski 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 2018 to 31 December 2018.



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

concerning: granting the discharge from fulfilment of duties by the Chairwoman of the Supervisory Board, Beata Chłodzińska for 2018

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 Chairwoman of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

Pursuant to Article 395 § 2(3) of the Commercial Companies Code the subject of the Ordinary General Meeting is granting the discharge from fulfilment of duties to the members of the Company's governing bodies.

In the financial year 2018 the Supervisory Board of TAURON Polska Energia S.A. performed their tasks in line with the generally applicable provisions of law, including Commercial Companies Code, as well as the Articles of Association of the Company and Best Practice of WSE Listed Companies.

The Supervisory Board of TAURON Polska Energia S.A., pursuant to resolution No. 20/V/2019 of 2 April 2019 adopted the *"Report on the activities of the Supervisory Board of TAURON Polska Energia S.A. in the financial year 2018"* comprising, among others:

- 1) 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,

- 2) the assessment of the method of fulfilment of information obligations by the Company, in relation to the application of corporate governance principles defined in the Rules of the Exchange and provisions related to current and periodical information submitted by issuers of securities,
- 3) the assessment of the rationality of the policy of sponsorship, charity or other similar activities carried out by the Company,
- 4) the assessment of compliance with the criteria of independence by members of the Supervisory Board.

and submitted a motion to the Ordinary General Meeting to acknowledge the fulfilment of duties by Members of the Supervisory Board from duties performed by them in the financial year 2018.

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

concerning: granting the discharge from fulfilment of duties by the Deputy Chairwoman of the Supervisory Board, Teresa Famulska for 2018

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 Deputy Chairwoman of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2018 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2018 by the Chairwoman of the Supervisory Board, Beata Chłodzińska.

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

concerning: granting the discharge from fulfilment of duties by the Secretary of the Supervisory Board, Jacek Szyke for 2018

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 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2018 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2018 by the Chairwoman of the Supervisory Board, Beata Chłodzińska.

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

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Radosław Domagalski-Łabędzki for 2018

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 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2018 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2018 by the Chairwoman of the Supervisory Board, Beata Chłodzińska.

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

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Barbara Łasak-Jarszak for 2018

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. Barbara 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 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2018 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2018 by the Chairwoman of the Supervisory Board, Beata Chłodzińska.

**DRAFT**

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

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Paweł Pampuszko for 2018

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 2018 to 31 December 2018.

**§ 2**

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

*Substantiation of adopting the above mentioned resolution:*

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2018 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2018 by the Chairwoman of the Supervisory Board, Beata Chłodzińska.

**DRAFT**

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

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Jan Płudowski for 2018

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 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2018 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2018 by the Chairwoman of the Supervisory Board, Beata Chłodzińska.



**DRAFT**

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

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Marcin Szlenk for 2018

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 16 April 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2018 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2018 by the Chairwoman of the Supervisory Board, Beata Chłodzińska.

**DRAFT**

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

concerning: granting the discharge from fulfilment of duties by the Member of the Supervisory Board, Agnieszka Woźniak for 2018

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 2018 to 31 December 2018.

**§ 2**

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

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*Substantiation of adopting the above mentioned resolution:*

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2018 is included in draft resolution of the Ordinary General Meeting on granting the discharge from fulfilment of duties in the financial year 2018 by the Chairwoman of the Supervisory Board, Beata Chłodzińska.

**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 dismissal/appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A.

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 dismissed from/appointed to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office.

**§ 2**

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