



Enclosure No. 10  
with the Announcement of the Management Board of TAURON Polska Energia S.A.  
to convene the Extraordinary General Meeting of the Company

## **VOTING INSTRUCTIONS FOR THE PROXY**

**The Extraordinary General Meeting of the Company to be held on 1 September 2014, at 11.00 a.m. in Hotel Angelo in Katowice, ul. Sokolska 24 (Conference Room, 1<sup>st</sup> 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 Extraordinary General Meeting.**

**Proposed draft resolution:**

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

on: the appointment of the Chairman of the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting of the Company.**

**Proposed draft resolution:**

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

on: adoption of the agenda of the Extraordinary General Meeting of the Company

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

§ 1

The Extraordinary General Meeting adopt the following agenda of the meeting:

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the Extraordinary General Meeting.
3. Determination as to whether the Extraordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution to waive the secrecy of the vote on the committees appointed by the Extraordinary General Meeting.
6. Appointment of the Returning Committee of the Extraordinary General Meeting.
7. Adoption of a resolution on determining the number of members of the Company's Supervisory Board.
8. Supplementary elections of new members to the Company's Supervisory Board.
9. Closure of the Extraordinary General Meeting.

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

**Proposed draft resolution:**

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

on: waiving the secrecy of the vote on the committees appointed by the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting.**

**Proposed draft resolution:**

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

on: appointment of the Returning Committee of the Extraordinary General Meeting

Acting pursuant to § 15 section 1 of the By-laws of the General Meeting, the Extraordinary 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 7 of the agenda: Determining the number of members of the Company's Supervisory Board.**

**Proposed draft resolution:**

**RESOLUTION NO. [•]  
of the Extraordinary 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 the Commercial Companies Code, § 22 section 1 of the Company's Articles of Association and § 24 sections 1 and 5 of the By-laws of the General Meeting of TAURON Polska Energia S.A., the Extraordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

It is agreed that the Supervisory Board of TAURON Polska Energia S.A. will be composed of ..... (say: .....) members of the Supervisory Board.

§ 2

The existing resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. No. 22 dated 15 May 2014 becomes null and void.

§ 3

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 8 of the agenda: Supplementary elections of new member to the Company's Supervisory Board.**

**Proposed draft resolution:**

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

on: appointment of new member of the Supervisory Board of TAURON Polska Energia S.A.

Acting pursuant to Article 385 § 1 of Commercial Companies Code, § 22 section 1 of the Company's Articles of Association, the Extraordinary 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. of the fourth term.

§ 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 the relevant box

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

\*\*\* Shareholder's instructions for the proxy may depend on meeting particular conditions determined in the power of attorney