

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2017**

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.

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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 2017**

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 Ordinary General Meeting of the Company adopts the following agenda of the meeting:

1. Opening of the Ordinary General Meeting.
2. Appointment of the Chairperson of the Ordinary General Meeting.
3. Determination as to whether the Ordinary General Meeting has been duly convened and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Ordinary General Meeting.
5. Adoption of a resolution 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 Supervisory Board activities in the financial year 2016”*, containing, among others, the assessment of the Company standing including the assessment of internal control, risk management and compliance systems and the internal audit function, the assessment of the Company compliance with the disclosure obligations concerning the application of the corporate governance principles, the assessment of the rationality of the Company policy of sponsoring, charity or other similar activities, containing, among others, an assessment of the Company’s standing including an assessment of internal control, risk management and compliance systems and the internal audit function, assessment of the Company’s compliance with the disclosure obligations concerning compliance with the corporate governance principles, assessment of the rationality of the Company’s policy of sponsoring, charity or other similar activities and assessment of fulfilment of the criteria of independence by members of the Supervisory Board,
 - 2) *“Supervisory Board Report on evaluation of Consolidated Financial Statements of TAURON Polska Energia S.A. Capital Group and the Report of the Management Board on operations of TAURON Polska Energia S.A. Capital Group for the year*

ended 31 December 2016, and the Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016”,

- 3) *“Supervisory Board Report on evaluation of the Financial Statements of TAURON Polska Energia S.A. and the Report of the Management Board on the operations of TAURON Polska Energia S.A. for the year ended 31 December 2016 and the motion of the Management Board concerning covering of the net loss for the financial year 2016”.*
9. Examination of the *“Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union”* and the *“Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016”* and adoption of the resolution on their approval.
10. Examination of the *“Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2016”* and adoption of the resolution on its approval.
11. Examination of the *“Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2016 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. for the financial year 2016”* and adoption of the resolution on its approval.
13. Adoption of the resolution concerning covering of the net loss for the financial year 2016.
14. Adoption of resolutions to acknowledge the fulfilment of duties by all members of the Company Management Board who served in the financial year 2016.
15. Adoption of resolutions to acknowledge the fulfilment of duties by all members of the Company Supervisory Board who served in the financial year 2016.
16. Adoption of the resolution on determining the number of members of the Supervisory Board.
17. Elections to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office and adoption of the resolutions concerning the appointment of Members of the Supervisory Board for the fifth joint term of office.
18. Closing of the session of the Ordinary General Meeting.

§ 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 2017**

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.

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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 2017**

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 2017**

concerning the approval of the “*Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union*” and the “*Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016*”

Acting pursuant to Article 63(c)(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

1. “*Consolidated financial statements of TAURON Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union*” consisting of:
 - 1) Consolidated statement of comprehensive income for the year ended on 31 December 2016 showing comprehensive income in the amount of PLN 647,885 thousand and net profit for the financial year 2016 in the amount of PLN 370,137 thousand,
 - 2) Consolidated statement of financial standing as at 31 December 2016, which indicates the total balance of assets and liabilities in the amount of PLN 33,456,894,
 - 3) Consolidated statement of changes in equity for the year ended on 31 December 2016 showing equity decrease of PLN 631,161 thousand,
 - 4) Consolidated statement of cash flows for the year ended on 31 December 2016 showing net cash flow increase of PLN 27,018 thousand,
 - 5) Accounting principles (policy) and additional explanatory notes.
2. “*Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016*”.

§ 2

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

Rationale:

Pursuant to Article 55(1) and Article 37(1) of the Accounting Act of 29 September 1994 (Journal of Laws 2016, item 1047) the “*Consolidated financial statements of TAURON*

Polska Energia S.A. Capital Group for the year ended 31 December 2016 prepared in accordance with International Financial Reporting Standards approved by the European Union” and the “*Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016*” have been approved by the Company Management Board under resolution No. 104/IV/2017 of 13 March 2017.

Pursuant to resolution No. 16/IV/2017 of 15 March 2017, 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 2016 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; furthermore, the Supervisory Board positively evaluated the “*Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments for the year ended 31 December 2016*”.

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. Simultaneously, the approval of the Consolidated Report of TAURON Polska Energia S.A. Capital Group on payments to governments jointly with the consolidated financial statements of TAURON Capital Group is justified.

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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 2017**

concerning the approval of the "*Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2016*"

Acting pursuant to Article 63(c)(4) in conjunction with Article 55(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 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. Capital Group for the financial year 2016*" covering the period from 1 January 2016 to 31 December 2016 is approved.

§ 2

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

Rationale:

In accordance with Article 55(2) of the Accounting Act of 29 September 1994 (Journal of Laws 2016, item 1047), the "*Report of the Management Board on the operations of TAURON Polska Energia S.A. Capital Group for the financial year 2016*" has been approved by the Company Management Board under resolution No.105/IV/2017 of 13 March 2017.

Pursuant to resolution No. 17/IV/2017 of 15 March 2017, 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 63(c)(4) in conjunction with Article 55(2) of the Accounting Act.

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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 2017**

concerning the approval of the “*Financial statements of TAURON Polska Energia S.A. for the year ended 31 December 2016 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 395(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) of the Company 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 “*Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2016*” are approved, which consist of:

- 1) Statement of comprehensive income for the year ended on 31 December 2016 showing comprehensive negative income in the amount of PLN 62,229 thousand and net loss for the financial year 2016 in the amount of PLN 166,253 thousand,
- 2) Statement of financial standing as at 31 December 2016, which indicates the total balance of assets and liabilities in the amount of PLN 27.672.376,
- 3) Statement of changes in equity for the year ended on 31 December 2016 showing equity decrease of PLN 62,229 thousand,
- 4) Statement of cash flows for the year ended on 31 December 2016 showing net cash flow decrease of PLN 366,266 thousand,
- 5) Accounting principles (policy) and additional explanatory notes.

§ 2

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

Rationale:

In accordance with Article 52 of the Accounting Act of 29 September 1994 (Journal of Laws of 2013, item 330) the “*Financial statements of TAURON Polska Energia S.A. prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2016*” have been approved by the Company Management Board under resolution No. 106/IV/2017 of 13 March 2017.

Pursuant to resolution No. 18/IV/2017 of 15 March 2017, 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) of the Commercial Companies Code and Article 53(1) of the Accounting Act.

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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 2017**

concerning the approval of the "*Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2016*"

Acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and § 35(1)(1) of the Company 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 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. for the financial year 2016*" covering the period from 1 January 2016 to 31 December 2016 is approved.

§ 2

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

Rationale:

In accordance with Article 49(1) of the Accounting Act of 29 September 1994 (Journal of Laws 2016, item 1047), the "*Report of the Management Board on the operations of TAURON Polska Energia S.A. for the financial year 2016*" has been approved by the Company Management Board under resolution No.107/IV/2017 of 13 March 2017.

Pursuant to resolution No. 19/IV/2017 of 15 March 2017, 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. is subject to examination and approval by the General Meeting of the Company pursuant to Article 393(1) of the Commercial Companies Code.

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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 2017**

concerning covering of the net loss for the financial year 2016

Acting pursuant to Article 395 § 2(2) of the Commercial Companies Code and § 35(1)(3) of the Company 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 cover the net loss of the Company for the financial year 2016 covering the period from 1 January 2016 to 31 December 2016 in the amount of PLN 166,252,898.52 (say one hundred sixty six million two hundred fifty two thousand eight hundred ninety eight and 52/100) from the Company reserve capital.

§ 2

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

Rationale:

The financial statements of TAURON Polska Energia S.A. for the financial year 2016 comprising the period from 1 January 2016 to 31 December 2016 presented net loss in the amount of PLN 166,252,898.52 (say one hundred sixty six million two hundred fifty two thousand eight hundred ninety eight and 52/100).

In accordance with the opinion of the independent certified auditor, the financial statements of the Company:

- present a reliable and clear picture of the economic and financial situation of the Company as at 31 December 2016, as well as its financial result and cash flows for the financial year from 1 January 2016 to 31 December 2016, in accordance with the International Financial Reporting Standards, International Accounting Standards and the associated interpretations announced in the form of the European Commission regulations and the adopted accounting principles (policy),
- have been prepared on the basis of correctly maintained ledgers,

- is compliant in terms of its form and content with the legal regulations binding the Company and the provisions of the Company Articles of Association.

The main reason of the negative financial result was the necessity to recognise the effects of impairment tests referring to stocks and shares as well as intra-group loans and bonds in subsidiaries, performed as at 30 June 2016 and 31 December 2016, in the financial statements, in accordance with IAS 36 Impairment of assets.

The result of impairment tests performed as at 30 June 2016 indicated the loss in the carrying value of stocks and shares in subsidiaries, TAURON Wytwarzanie S.A. and TAURON Ekoenergia Sp. z o.o. in the amount of 1,440,303 thousand and the reversal of the write down for TAURON Ciepło Sp. z o.o., created in 2015 at a level of PLN 443,252 thousand. The result of impairment tests performed as at 31 December 2016 indicated the loss in the carrying amount of stocks and shares in subsidiaries at a level of PLN 415,392 million. The aforementioned impairment write downs in the total amount of 1,412,443 thousand were charged to financial costs of the Company.

The necessity to apply the write down resulted from external circumstances affecting long-term maintaining of the Company capitalisation at a level below the carrying amount, including a decline in prices of energy certificates of origin from renewable sources, introduction of new regulations in the RES area, continuing unfavourable market conditions in terms of profitability of coal-fired power generation as well as growth in the risk-free rate.

In addition, impairment tests referring to stocks and shares as well as loans and bonds in subsidiaries performed as at 31 December 2016 indicated the necessity to recognise the impairment write down of the loan granted to the subsidiary in the amount of PLN 197,953 thousand. The net result of the Company for the financial year ended on 31 December 2016 was also charged with the loss recognised in the amount of PLN 88,311 thousand from the disposal of shares in the Nowe Brzeszcze Grupa TAURON Sp. z o.o. company to the subsidiary, TAURON Wydobywanie S.A.

The reserve capital presented in the Company financial statements for the year ended on 31 December 2016, mainly created from profits for previous years and from the reduction of share capital, as a result of covering net loss for the financial year 2015 (in the amount of PLN 3,453,908 thousand) currently amounts to PLN 7, 823,339 thousand and allows for covering the loss presented in the Company financial statements.

Taking into account Article 396 of Commercial Companies Code, in line with which the reserve capital is established to cover losses, it is justified to cover the net loss in the amount of PLN 166,252,898.52 presented in the Company financial statements from the reserve capital.

Pursuant to resolution No. 20/IV/2017 of 15 March 2017, 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. 109/IV/2017 of 13 March 2017 concerning net loss coverage from the reserve 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 2017**

concerning the acknowledgement of fulfilment of duties by the President of the Management Board, Filip Grzegorzczak for 2016

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

§ 1

Mr Filip Grzegorzczak is / is not discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 15 November 2016 to 31 December 2016.

§ 2

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

Rationale:

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

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 24/IV/2017 of 15 March 2017 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 15 November 2016 to 31 December 2016.

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Vice-President of the Management Board, Jarosław Broda for 2016

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

§ 1

Mr Jarosław Broda is / is not discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Rationale:

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

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 25/IV/2017 of 15 March 2017 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 of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Vice-President of the Management Board, Kamil Kamiński for 2016

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

§ 1

Mr Kamil Kamiński is / is not discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Rationale:

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

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 26/IV/2017 of 15 March 2017 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 of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Vice-President of the Management Board, Marek Wadowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 Wadowski is / is not discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 29 January 2016 to 31 December 2016.

§ 2

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

Rationale:

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

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 27/IV/2017 of 15 March 2017 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 of TAURON Polska Energia S.A. performed from 29 January 2016 to 31 December 2016.

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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 2017**

concerning the acknowledgement of fulfilment of duties by Mr Piotr Zawistowski for 2016

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

§ 1

Mr Piotr Zawistowski is / is not discharged from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Rationale:

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

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 28/IV/2017 of 15 March 2017 the Supervisory Board of TAURON Polska Energia S.A. Requested the Ordinary General Meeting of the Company to discharge Mr Piotr Zawistowski from fulfilment of his duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

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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 2017**

concerning the acknowledgement of fulfilment of duties by Mr Remigiusz Nowakowski for 2016

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

§ 1

Mr Remigiusz Nowakowski is / is not discharged from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 14 November 2016.

§ 2

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

Rationale:

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

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 29/IV/2017 of 15 March 2017 the Supervisory Board of TAURON Polska Energia S.A. Requested the Ordinary General Meeting of the Company to discharge Mr Remigiusz Nowakowski from fulfilment of his duties as the President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 14 November 2016.

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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 2017**

concerning the acknowledgement of fulfilment of duties by Ms Anna Striżyk for 2016

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

§ 1

Ms Anna Striżyk is / is not discharged from fulfilment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 8 January 2016.

§ 2

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

Rationale:

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

Following the analysis and evaluation of financial statements and reports on the operations of the Company and TAURON Capital Group, pursuant to resolution No. 30/IV/2017 of 15 March 2017 the Supervisory Board of TAURON Polska Energia S.A. Requested the Ordinary General Meeting of the Company to discharge Ms Anna Striżyk from fulfilment of her duties as the Vice-President of the Management Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 8 January 2016.

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Beata Chłodzińska for 2016

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

§ 1

Ms Beata Chłodzińska is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Rationale:

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

In the financial year 2016, 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 Company Articles of Association and Best Practice of WSE Listed Companies.

The Supervisory Board of TAURON Polska Energia S.A., pursuant to resolution No. 23/IV/2016 of 15 March 2017, adopted the "*Report on the Supervisory Board activities in the financial year 2016*" comprising, among others:

- 1) assessment of the Company standing including an assessment of internal control, risk management and compliance systems and the internal audit function,
- 2) assessment of the Company fulfilment of the disclosure obligations concerning the compliance with the corporate governance principles,

- 3) assessment of the rationality of the Company policy of sponsorship, charity or other similar activities,
- 4) assessment of fulfilment of 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 2016.

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Ms Anna Mańk for 2016

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

§ 1

Ms Anna Mańk is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Jacek Szyke for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 / is not discharged from fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Stanisław Bortkiewicz for 2016

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

§ 1

Mr Stanisław Bortkiewicz is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 30 December 2016 to 31 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Leszek Koziowski for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 31 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Jan Płudowski for 2016

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

§ 1

Mr Jan Płudowski is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 30 December 2016 to 31 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Jacek Rawecki for 2016

Acting pursuant to Article 393(1) and Article 395 § 2(3) of the Commercial Companies Code and § 35(1)(2) of the Company 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 Rawecki is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 8 June 2016 to 31 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Stefan Świątkowski for 2016

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

§ 1

Mr Stefan Świątkowski is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 8 June 2016 to 31 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Agnieszka Woźniak for 2016

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

§ 1

Ms Agnieszka Woźniak is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 16 December 2016 to 31 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by Ms Anna Biesialska for 2016

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

§ 1

Ms Anna Biesialska is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 30 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by Mr Michał Czarnik for 2016

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

§ 1

Mr Michał Czarnik is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 30 December 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by Mr Wojciech Myślecki for 2016

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

§ 1

Mr Wojciech Myślecki is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 14 November 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Renata Wiernik-Gizicka for 2016

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

§ 1

Ms Renata Wiernik-Gizicka is / is not discharged from fulfilment of her duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 6 June 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning the acknowledgement of fulfilment of duties by the Member of the Supervisory Board, Maciej Koński for 2016

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

§ 1

Mr Maciej Koński is / is not discharged from the fulfilment of his duties as the Member of the Supervisory Board of TAURON Polska Energia S.A. performed from 1 January 2016 to 6 June 2016.

§ 2

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

Rationale:

The rationale concerning all resolutions on acknowledgement of the fulfilment of duties by members of the Supervisory Board in the financial year 2016 is included in draft resolution of the Ordinary General Meeting on acknowledgement of the fulfilment of duties in the financial year 2016 by the Member of the Supervisory Board, Beata Chłodzińska (Appendix No. 18).

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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 2017**

concerning determining the number of members of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code, § 22(1) of the Company Articles of Association and § 24(1) and (5) of the By-laws of the General Meeting of TAURON Polska Energia S.A., the Ordinary General Meeting of TAURON Polska Energia S.A. with its registered office in Katowice resolves as follows:

§ 1

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

§ 2

The effective resolution of the Ordinary General Meeting of TAURON Polska Energia S.A. No. 46 of 8 June 2016 is repealed.

§ 3

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

Rationale:

Pursuant to § 24(5) of the By-laws of the General Meeting of TAURON Polska Energia S.A. the number of members of the Supervisory Board is determined by the General Meeting prior to elections to the Supervisory Board.

DRAFT

**RESOLUTION NO [•]
of the Ordinary General Meeting
of the Company operating under the enterprise name: TAURON Polska Energia S.A.
of 2017**

concerning the appointment of a Member of the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 22(1) of the Company Articles of Association, 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 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.

Rationale:

In connection with the termination of the term of office of the Supervisory Board of the Company as of 15 May 2017 and the expiry of the mandates as of the day of holding the Ordinary General Meeting of the Company approving the financial statements of the Company for the financial year 2016, it is justified to commence the elections to the Supervisory Board of TAURON Polska Energia S.A. of the fifth joint term of office and adopt the relevant resolutions concerning the appointment of Members of the Supervisory Board for the fifth joint term of office.