

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 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. Adoption of the resolution concerning the amendment to Resolution no. 5 of the Extraordinary General Meeting of 15 December 2016 concerning the principles for determining remuneration of the Management Board members.
 19. Adoption of the resolution concerning the amendments to the *“Articles of Association of TAURON Polska Energia S.A.”*
 20. Adoption of the resolutions on the following issues:
 - 1) disposal of components of fixed assets,

- 2) rules of procedure while concluding agreements for legal services, marketing services, PR services and social communication, and advisory services associated with management as well as amendments to such agreements,
- 3) rules of procedure while concluding agreements on donations, discharge of debt or other agreements with similar implications by the Company,
- 4) principles and procedure for disposal of fixed assets,
- 5) the obligation to submit a report on representation expenses, expenses incurred for legal services, marketing services, PR services and social communication, and advisory services associated with management,
- 6) determining the requirements for a candidate for a member of the Company Management Board,
- 7) concerning the fulfilment of the obligations arising from Article 17(7), Article 18(2), Article 20 and Article 23 of the Act on principles of state assets management.

21. Closing of the session of the Ordinary General Meeting.

§ 2

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