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Appendix 1

**Resolution No. ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 4 September 2025**

**on:** the election of the Chairperson of the Extraordinary General Meeting

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 5 section 3 of the "Regulations of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk", the Extraordinary General Meeting of ENERGA S.A. (the "**Company**") resolves as follows:

§ 1

The Extraordinary General Meeting elects Mr./Ms. .... as the Chairperson of the Extraordinary General Meeting of the Company.

§ 2

The Resolution comes into effect upon its adoption.

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Appendix 2

**Resolution No. ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 4 September 2025**

**on:** the adoption of the agenda of the Extraordinary General Meeting of ENERGA S.A.

Acting pursuant to § 6 section 1 of the “Regulations of the General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk”, the Extraordinary General Meeting of ENERGA S.A. (“**Company**”) resolves as follows:

§ 1

The General Meeting of the Company resolves to adopt the following agenda of the Extraordinary General Meeting of the Company:

- 1) Opening of the Extraordinary General Meeting.
- 2) Electing of the Chairperson of the Extraordinary General Meeting.
- 3) Confirmation that the Extraordinary General Meeting has been properly convened and is capable of passing resolutions.
- 4) Approving the agenda.
- 5) Passing of a resolution amending the rules for determining the remuneration of Members of the Management Board of ENERGA Spółka Akcyjna.
- 6) Passing of a resolution amending the rules for determining the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna.
- 7) Passing of a resolution on the costs of convening and holding the Extraordinary General Meeting.
- 8) Closing the debates of the Extraordinary General Meeting.

§ 2

The Resolution comes into effect upon its adoption.

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Appendix 3

**Resolution No. ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 4 September 2025**

**on:** amending the rules for determining the remuneration of Members of the Management Board of ENERGA Spółka Akcyjna

Acting pursuant to Article 378 § 2 of the Code of Commercial Companies and Partnerships and § 27.1.8 of the Articles of Association of ENERGA S.A. (“**Company**”) in connection with the Resolution of the Ordinary General Meeting of the Company No 33 of 29 June 2020 laying down guidelines for setting remuneration of Members of the Management Board of ENERGA Spółka Akcyjna and repealing Resolution No 20 of the Ordinary General Meeting of the Company of 25 June 2019, as amended by Resolution No 33 of the Ordinary General Meeting of the Company of 15 June 2023 amending the guidelines for setting remuneration to Members of the Management Board of ENERGA Spółka Akcyjna (hereinafter jointly referred to as “**Resolutions on the Rules for Determining the Remuneration of Members of the Management Board**”), the Extraordinary General Meeting of the Company resolves as follows:

§ 1

The Resolution on the Rules for Determining the Remuneration of Members of the Management Board shall be amended as follows:

**1) § 2.2 shall now read as follows:**

*“2. The monthly Fixed Remuneration of Members of the Management Board of the Company shall be determined as an amount and shall not exceed 15 times the assessment basis referred to in Article 1(3)(11) of the Act of 9 June 2016 on the Rules for Setting Remuneration of Managers of Certain Companies and other acts of law that amend or modify the basis for remuneration, including the provisions of the Acts on Special Arrangements for the Implementation of the Budget Act for a Given Year.”;*

**2) § 3.2 shall now read as follows:**

*“2. A general catalogue of Managerial Goals shall be established, including in particular:*

- a) Implementation of the ORLEN Group’s strategy,*
- b) Implementation of the ORLEN Group’s sustainable development strategy and transformation plan,*
- c) Implementation of strategic and integration projects in accordance with the adopted budget and schedule of investments in the ORLEN Group,*

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- d) Increased operational effectiveness in the ORLEN Group,
- e) Improvement of cost effectiveness in the ORLEN Group,
- f) Increase in the Total Shareholder Return of ORLEN S.A. relative to the market,
- g) Reduction in accident rates in the ORLEN Group,
- h) Development of the portfolio of projects for research, development, innovations and digitalization in the ORLEN Group,
- i) Implementation of initiatives to support the professional development of women.”;

**3) § 3.3.a shall now read as follows:**

“a) applying the rules for remunerating members of management and supervisory bodies in accordance with the Act of 9 June 2016 on the Rules for Determining the Remuneration of Persons Managing Certain Companies and other acts of law that amend or modify the basis for remuneration, including the provisions of the Acts on Special Arrangements for the Implementation of the Budget Act for a Given Year in all companies of the Energa Group,”;

**4) § 5.3 shall now read as follows:**

“3. The contract may provide for the rules of the Company paying for the costs related to accommodation or co-financing the costs of renting a flat if the place of residence is more than 60 km from the registered office of the Company, up to PLN 4,500 gross, and the medical care package under the rules in effect in the Company.”;

**5) § 6.4 shall now read as follows:**

“4. Subject to subpara. 5 below, if the Contract is terminated or withdrawn from by the Company for reasons other than specified in subpara. 2, the Member of the Management Board may be granted a severance pay in the amount not higher than 3 times the Fixed Remuneration, provided that the Member performed the function for at least continuous 12 (twelve) months before the Contract is terminated.”;

**6) § 6.5.f shall now read as follows:**

“f) if the Member of the Management Board is employed continuously for at least one year and such employment continues uninterrupted for at least one year (under a contract of employment or another legal relation) in ORLEN S.A. or in ENERGA S.A. or in companies related to ORLEN S.A. or in companies related to ENERGA S.A. over a period shorter than 12 months from expiry of the mandate of the Member of the Management Board. If a Member is hired in ORLEN S.A. or in ENERGA S.A. or in companies related to ORLEN S.A. or in companies related to ENERGA S.A. before the date of payment of the severance pay, the payment of the severance pay shall be suspended for the duration of employment and if the severance pay was paid before that time, it shall be refunded at the first request of the Company by the specified date. After one year of uninterrupted employment, as referred to in the first sentence, the right to severance pay shall expire.”;

**7) in § 6.5, after letter f, the period is replaced by a semicolon and letter g is added to read as follows:**

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*“g) if the Manager continues employment undertaken prior to the expiration of the Manager’s mandate, under a contract of employment or another legal relation, in ORLEN S.A. or in ENERGA S.A. or in companies related to ORLEN S.A. or in companies related to ENERGA S.A.”.*

## § 2

The Resolution comes into effect upon its adoption.

### **Reasoning for passing the resolution:**

The presented resolution is adopted at the request of ORLEN S.A. shareholder. The request to convene an Extraordinary General Meeting and place specific matters on the agenda of that meeting is a statutory right of a shareholder representing at least one twentieth of the share capital. The inclusion on the agenda of the Extraordinary General Meeting of the Company of an item concerning amendment of the rules for determining remuneration of Members of the Management Board of the Company stems from the competencies of the General Meeting as defined in the Code of Commercial Companies and Partnerships and the Articles of Association of the Company.

The need to adopt this resolution arises from the need to adjust the wording of the currently binding resolution of the General Meeting on the rules for determining the remuneration of Members of the Management Board of the Company to the rules for determining the remuneration of members of management boards of the companies which belong to the ORLEN Group, which are in effect in that Group. Thus, this results in the need to introduce amendments to such rules, as indicated in the aforementioned resolution presented to the Extraordinary General Meeting, where such rules include:

- introducing a new definition of the assessment basis for calculating remuneration of Members of the Management Board of the Company;
- introducing of a new catalogue of management goals for Members of the Management Board of the Company;
- updating the additional management goal that conditions the payment of variable remuneration for a given financial year, in accordance with the provisions of the Act on the Rules for Setting Remuneration of Managers of Certain Companies and provisions of other acts of law that amend or modify the basis for remuneration, including the provisions of the Acts on Special Arrangements for the Implementation of the Budget Act for a Given Year;
- changing the existing distance that entitles the requester to apply for coverage of the costs related to accommodation or co-financing the costs of renting a flat for a Member of the Management Board if the place of residence of that Member of the Management Board is distant from the registered office of the Company;

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- introducing an amendment to the provisions regarding the right of a Member of the Management Board to severance pay upon termination of the agreement for management services.

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Appendix 4

**Resolution No. ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 4 September 2025**

**on:** amending the rules for determining the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna

Acting pursuant to Article 392 § 1 of the Code of Commercial Companies and Partnerships and § 27.1.7 of the Articles of Association of ENERGA S.A. (“**Company**”) in connection with the Resolution of the Ordinary General Meeting of the Company No 26 of 20 May 2022 laying down guidelines for setting remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna and repealing Resolution No 34 of the Ordinary General Meeting of the Company of 29 June 2020 (hereinafter jointly referred to as “**Resolution on the Rules for Determining the Remuneration of Members of the Supervisory Board**”), the Extraordinary General Meeting of the Company resolves as follows:

§ 1

The Resolution on the Rules for Determining the Remuneration of Members of the Supervisory Board shall be amended in such a way that **§ 1.1 shall read as follows:**

*“1. The monthly remuneration of Members of the Supervisory Board of the Company shall be hereby set as the product of the basis referred to in Article 1(3)(11) of the Act of 9 June 2016 on the Rules for Setting Remuneration of Managers of Certain Companies and other acts of law that amend or modify the basis for remuneration, including the provisions of the Acts on Special Arrangements for the Implementation of the Budget Act for a Given Year and a multiplier of 2.75 for all members of the Supervisory Board of the Company.”.*

§ 2

The Resolution comes into effect upon its adoption.

**Reasoning for passing the resolution:**

The presented resolution is adopted at the request of ORLEN S.A. shareholder. The request to convene an Extraordinary General Meeting and place specific matters on the agenda of that meeting is a statutory right of a shareholder representing at least one twentieth of the share capital. The inclusion on the agenda of the Extraordinary General Meeting of the Company of an item concerning amendment of the rules for determining remuneration of Members of the Supervisory Board of the Company stems from the competencies of the General Meeting as defined in the Code of Commercial Companies and Partnerships and the Articles of Association of the Company.

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The need to adopt this resolution arises from the need to adjust the wording of the currently binding resolution of the General Meeting on the rules for determining the remuneration of Members of the Supervisory Board of the Company to the rules for determining the remuneration of members of supervisory boards of the companies which belong to the ORLEN Group, which are in effect in that Group. Thus, this results in the need to introduce amendments to such rules, as indicated in the aforementioned resolution presented to the Extraordinary General Meeting, where such rules include the introduction of a new definition of the assessment basis for calculating the remuneration of Members of the Supervisory Board of the Company.



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Appendix 5

**Resolution No. ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 4 September 2025**

**on:** the costs of convening and holding the Extraordinary General Meeting

Acting pursuant to Article 400 § 4 of the Code of Commercial Companies and Partnerships, the Extraordinary General Meeting of ENERGA S.A. ("**Company**") hereby resolves as follows:

§1

The costs of convening and holding of this Extraordinary General Meeting shall be borne by the Company.

§2

The Resolution comes into effect upon its adoption.