

**Draft resolutions**  
**of the Ordinary General Meeting of ENEA S.A. with its registered office in Poznań**  
**convened for 24 June 2024**

*Draft resolution to item 2 of the proposed agenda*

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name**  
**of**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**on ..... 2024**

**to elect the Chairperson of the Ordinary General Meeting**

Acting pursuant to Article 409 § 1 of the Commercial Company Code and § 29(5) of the Company's Statute, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§1

The Ordinary General Meeting of ENEA S.A. hereby elects Mr./Ms. .... as the Chairperson of the Ordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Draft resolution to item 4 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on .... 2024**

**to accept the agenda of the Ordinary General Meeting**

The Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. with its registered office in Poznań accepts the following agenda of the Ordinary General Meeting:

1. Open the Ordinary General Meeting.
2. Elect the Chairperson of the Ordinary General Meeting.
3. Assert that the Ordinary General Meeting has been convened correctly and is capable of adopting resolutions.
4. Adopt the agenda.
5. Adopt a resolution to approve the *Report of the ENEA S.A. Supervisory Board on its activity in 2023*.
6. Present the report of the independent certified auditor on the audit of the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2023*, the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2023* and the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2023*.
7. Examine and adopt a resolution to approve the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2023*.
8. Examine and adopt a resolution to approve the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2023*.
9. Examine and adopt a resolution to approve the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2023*.
10. Adopt a resolution to cover the net loss of ENEA S.A. for the financial year covering the period from 1 January 2023 to 31 December 2023
11. Adopt resolutions to discharge the ENEA S.A. Management Board Members on the performance of their duties in the financial year 2023.
12. Adopt resolutions to discharge the ENEA S.A. Supervisory Board Members on the performance of their duties in the financial year 2023.
13. Adopt a resolution to issue an opinion on the document, adopted by the Supervisory Board, entitled "*Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2023*".
14. Adopt a resolution to approve the *„Remuneration policy for members of the supervisory body and management body at ENEA Spółka Akcyjna”*.
15. Present information on the outcome of the recruitment procedure for the positions of ENEA S.A. Management Board Members, which was conducted from 5 February 2024 to 23 February 2024.
16. Adjourn the Ordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Draft resolution to item 5 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to approve the document entitled “Report of the ENEA S.A. Supervisory Board on its activity in  
2023”**

Acting pursuant to principle 2.11 of the “*Best Practice for WSE Listed Companies 2021*” in conjunction with Article 382(3)(3) of the Commercial Company Code, the Ordinary General Meeting resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby approves the “*Report of the ENEA S.A. Supervisory Board on its activity in 2023*” in the wording adopted by Resolution No. 63/XI/2024 of the ENEA S.A. Supervisory Board of 13 May 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

Pursuant to principle 2.11 of the “*Best Practice for WSE Listed Companies 2021*”, in addition to activities resulting from the applicable laws, once per year the supervisory board prepares and presents an annual report for approval to the ordinary general meeting. Moreover, the obligation imposed on the supervisory board to submit an annual written report to the general meeting arises from Article 382(3)(3) of the Commercial Company Code.

By Resolution No. 63/XI/2024 of 13 May 2024, the ENEA S.A. Supervisory Board adopted the “*Report of the ENEA S.A. Supervisory Board on its activity in 2023*”.

Accordingly, it is necessary for the Ordinary General Meeting of ENEA S.A to examine and make a decision on approving the document entitled “*Report of the ENEA S.A. Supervisory Board on its activity in 2023*”.

**Draft resolution to item 7 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to approve the *Standalone Financial Statements of ENEA S.A  
for the financial year ended 31 December 2023***

Acting pursuant to Article 53(1) of the Accounting Act and Article 395(2)(1) of the Commercial Company Code, the Ordinary General Meeting hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2023*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. standalone statement of financial position as at 31 December 2023, showing a balance of assets and liabilities in the amount of PLN 22,574,103 thousand (twenty-two billion five hundred seventy-four million one hundred three thousand Polish zloty),
2. standalone statement of comprehensive income for the period from 1 January 2023 to 31 December 2023, showing a net loss of PLN 1,602,940 thousand (one billion six hundred two million nine hundred forty thousand Polish zloty) and total income of PLN -1,739,275 thousand (minus one billion seven hundred thirty-nine million two hundred seventy-five thousand Polish zloty),
3. standalone statement of changes in equity for the financial year from 1 January 2023 to 31 December 2023, showing a decrease in equity by PLN 1,739,275 thousand (one billion seven hundred thirty-nine million two hundred seventy-five thousand Polish zloty),
4. standalone statement of cash flows, showing a decrease in cash by PLN 500,343 thousand (five hundred million three hundred forty-three thousand Polish zloty),
5. notes to the standalone financial statements, including a description of key accounting policies applied and other explanations;

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

In accordance with Article 53(1) of the Accounting Act of 29 September 1994, the annual standalone financial statements are subject to approval by the approving body, no later than within 6 months from

the balance sheet date. Moreover, pursuant to Article 395(2)(1) of the Commercial Company Code, the subject matter of an ordinary general meeting should be the examination and approval of the financial statements. In light of the foregoing, the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2023* have been submitted to the Ordinary General Meeting.

By Resolution No. 43/XI/2024 of 17 April 2024, the ENEA S.A. Supervisory Board issued a favorable assessment of compliance of the said Financial Statements with the Company's accounting ledgers and documents as well as the facts, and recommended their approval by the Ordinary General Meeting.

**Draft resolution to item 8 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to approve the *Consolidated Financial Statements of the ENEA Group for the financial year  
ended 31 December 2023***

Acting pursuant to Article 63c(4) of the Accounting Act and Article 395(5) of the Commercial Company Code, the Ordinary General Meeting hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2023*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. consolidated statement of financial position as at 31 December 2023, showing a balance of assets and liabilities in the amount of PLN 39,110,745 thousand (thirty-nine billion one hundred ten million seven hundred forty-five thousand Polish zloty),
2. consolidated statement of comprehensive income for the period from 1 January 2023 to 31 December 2023, showing a net loss of PLN 442,623 thousand (four hundred forty-two million six hundred twenty-three thousand Polish zloty) and comprehensive income of PLN -675,129 thousand (minus six hundred seventy-five million one hundred twenty-nine thousand Polish zloty),
3. consolidated statement of changes in equity for the financial year from 1 January 2023 to 31 December 2023, showing a decrease in equity by PLN 706,512 thousand (seven hundred six million five hundred twelve thousand Polish zloty),
4. consolidated statement of cash flows, showing an increase in cash by PLN 1,462,417 thousand (one billion four hundred sixty-two million four hundred seventeen thousand Polish zloty),
5. notes to the consolidated financial statements including a description of key accounting policies applied and other explanations;

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

In accordance with Article 63c(4) of the Accounting Act of 29 September 1994, the annual consolidated financial statements are subject to approval by the approving body of the parent entity, no later than within 6 months from the balance sheet date, as at which the annual financial statements of the parent entity should be prepared. Moreover, pursuant to Article 395(5) of the Commercial Company Code, the subject matter of an ordinary general meeting may be the examination and approval of the financial statements of a corporate group within the meaning of accounting regulations. In light of the foregoing, the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2023* have been submitted to the Ordinary General Meeting.

By Resolution No. 43/XI/2024 of 17 April 2024, the ENEA S.A. Supervisory Board issued a favorable assessment of the said Financial Statements and recommended their approval by the Ordinary General Meeting.

**Draft resolution to item 9 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to approve the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2023***

Acting pursuant to Article 395(2)(1) and Article 395(5) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. approves the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2023*.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

In accordance with Article 395(2)(1) of the Commercial Company Code, the subject matter of the Ordinary General Meeting of ENEA S.A. should be the examination and approval of the management board's report on the company's activity in the previous financial year. Moreover, in accordance with Article 395(5) of the Commercial Company Code, the subject matter of the Ordinary General Meeting of ENEA S.A. may also be the examination and approval of the financial statements of a corporate group within the meaning of accounting regulations and other matters than those enumerated in § 2 of this Article.

Accordingly, it is necessary for the Ordinary General Meeting to examine and make a decision regarding the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2023*.

By Resolution No. 44/XI/2024 of 17 April 2024, the ENEA S.A. Supervisory Board issued a favorable assessment of the said Report, confirmed its compliance with the accounting ledgers, documents and facts, and recommended its approval by the Ordinary General Meeting.

**Draft resolution to item 10 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENEA Spółka Akcyjna with its registered office in Poznań  
on .... 2024**

**to cover the net loss of ENEA S.A. for the financial year covering the period from 1 January  
2023 to 31 December 2023**

Acting pursuant to Article 395(2)(2) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The net loss of ENEA S.A. for the financial year from 1 January 2023 to 31 December 2023 in the amount of PLN 1,602,940 thousand will be covered from future earnings.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

The adoption of this resolution constitutes the execution of the instruction contained in Article 395(2)(2) of the Commercial Company Code.

The standalone financial statements of ENEA S.A. for the financial year ended 31 December 2023 showed an operating loss of PLN 762,149 thousand (seven hundred sixty-two million one hundred forty-nine thousand Polish zloty) and a net loss of PLN 1,602,940 thousand (one billion six hundred two million nine hundred forty thousand Polish zloty).

The largest contributor to the operating loss was the restatement of the provision for loss, recognized in expenses, arising from the distribution fee rebate which was settled by ENEA S.A. acting as the offtaker of last resort in relation to electricity supplied to the grid by prosumers. The increase in the provision was aimed at reflecting the impact of anticipated future losses to be incurred in connection with the performance of comprehensive contracts entered into with prosumers whose microinstallations were connected to the grid by 31 March 2022.

In turn, the negative financial result for the financial year ended 31 December 2023, in addition to the operating loss, was mainly affected by the impairment of shares in subsidiaries. Based on the performed impairment tests, impairment was ascertained on the shares held by ENEA S.A. in ENEA Wytwarzanie Sp. z o.o., ENEA Elektrownia Połaniec S.A., ENEA Ciepło Sp. z o.o. and Lubelski Węgiel Bogdanka S.A. in the total amount of PLN 1,654,666 thousand, whereupon impairment losses were posted on the value of shares in the said companies in the standalone financial statements of ENEA S.A. for the financial year ended 31 December 2023, recognized in the profit and loss account

under “Change in impairment losses on shares in subsidiaries, associates and jointly controlled entities”.

An independent auditor audited the standalone financial statements of ENEA S.A. for the financial year ended 31 December 2023 and, on 17 April 2024, issued an unqualified opinion on the financial statements, stating that the standalone financial statements of ENEA S.A. for the financial year ended 31 December 2023 present in a reliable and clear manner the property and financial standing of the Company as at 31 December 2023, the financial result and the cash flows for the financial year ended on that day, that the said financial statements have been prepared in compliance with International Financial Reporting Standards, as endorsed by the European Union, that the said financial statements are in compliance with the provisions of law affecting the content of the standalone financial statements and the provisions of the Company’s Articles of Association, and that the said financial statements have been prepared on the basis of properly kept accounting ledgers.

By Resolution No. 56/XI/2024 of 13 May 2024, the ENEA S.A. Supervisory Board issued a positive opinion on the motion submitted by the Company’s Management Board regarding the proposed coverage of ENEA S.A.’s net loss for the period from 1 January 2023 to 31 December 2023 from future earnings and the recommendation to refrain from the disbursement of a dividend for the financial year from 1 January 2023 to 31 December 2023.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Paweł Majewski, President of the Management Board,  
on the performance of his duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Paweł Majewski, President of the Management Board, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Paweł Majewski served as President of the Management Board in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

On 13 May 2024, after a discussion, the ENEA S.A. Supervisory Board put to a vote a resolution to render a positive opinion and recommend to the Ordinary General Meeting of ENEA S.A. to discharge Mr. Paweł Majewski, President of the Company's Management Board, on the performance of his duties in the financial year 2023. Following a discussion and a vote held by the Supervisory Board, the resolution on this subject matter was not adopted.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Jakub Kowaleczko, Management Board Member  
on the performance of his duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Jakub Kowaleczko, Management Board Member, on the performance of his duties in the period from 17 July 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Jakub Kowaleczko served as Management Board Member for Commercial Matters in the period from 17 July 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

On 13 May 2024, after a discussion, the ENEA S.A. Supervisory Board put to a vote a resolution to render a positive opinion and recommend to the Ordinary General Meeting of ENEA S.A. to discharge Mr. Jakub Kowaleczko, Member of the Company's Management Board, on the performance of his duties in the financial year 2023. Following a discussion and a vote held by the Supervisory Board, the resolution on this subject matter was not adopted.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**adopt a resolution to discharge Mr. Rafał Marek Mucha, Management Board Member,  
on the performance of his duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Rafał Marek Mucha, Management Board Member, on the performance of his duties in the period from 1 January 2023 to 30 November 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Rafał Marek Mucha served as Management Board Member for Finance in the period from 1 January 2023 to 30 November 2023, the adoption of this resolution is appropriate and reasonable.

On 13 May 2024, after a discussion, the ENEA S.A. Supervisory Board put to a vote a resolution to render a positive opinion and recommend to the Ordinary General Meeting of ENEA S.A. to discharge Mr. Rafał Marek Mucha, Member of the Company's Management Board, on the performance of his duties in the financial year 2023. Following a discussion and a vote held by the Supervisory Board, the resolution on this subject matter was not adopted.

**Draft resolution to item 11 of the proposed agenda**

**DRAFT**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENEA Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Marcin Pawlicki, Management Board Member,  
on the performance of his duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Marcin Pawlicki, Management Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Marcin Pawlicki served as Management Board Member for Operational Matters in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

On 13 May 2024, after a discussion, the ENEA S.A. Supervisory Board put to a vote a resolution to render a positive opinion and recommend to the Ordinary General Meeting of ENEA S.A. to discharge Mr. Marcin Pawlicki, Member of the Company's Management Board, on the performance of his duties in the financial year 2023. Following a discussion and a vote held by the Supervisory Board, the resolution on this subject matter was not adopted.

**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Dariusz Szymczak, Management Board Member,  
on the performance of his duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Dariusz Szymczak, Management Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Dariusz Szymczak served as Management Board Member for Corporate Matters in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

On 13 May 2024, after a discussion, the Enea S.A. Supervisory Board put to a vote a resolution to render a positive opinion and recommend to the Ordinary General Meeting of Enea S.A. to discharge Mr. Dariusz Szymczak, Member of the Company's Management Board, on the performance of his duties in the financial year 2023. Following a discussion and a vote held by the Supervisory Board, the resolution on this subject matter was not adopted.

**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENEA Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Lech Adam Żak, Management Board Member,  
on the performance of his duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Lech Adam Żak, Management Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Lech Adam Żak served as Management Board Member for Strategy and Development in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

On 13 May 2024, after a discussion, the ENEA S.A. Supervisory Board put to a vote a resolution to render a positive opinion and recommend to the Ordinary General Meeting of ENEA S.A. to discharge Mr. Lech Adam Żak, Member of the Company's Management Board, on the performance of his duties in the financial year 2023. Following a discussion and a vote held by the Supervisory Board, the resolution on this subject matter was not adopted.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Rafał Włodarski, Supervisory Board Chairman, on the performance of his  
duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Rafał Włodarski, Supervisory Board Chairman, on the performance of his duties in the period from 1 January 2023 to 4 January 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Rafał Włodarski served as Supervisory Board Chairman in the period from 1 January 2023 to 4 January 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Łukasz Ciołko, Supervisory Board Chairman, on the performance of his duties  
in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Łukasz Ciołko, Supervisory Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023, including as Supervisory Board Chairman from 13 March 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Łukasz Ciołko served as Supervisory Board Member from 1 January 2023 to 31 December 2023, including as Supervisory Board Chairman from 13 March 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Roman Stryjski, Supervisory Board Deputy Chairman, on the performance of  
his duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Roman Stryjski, Supervisory Board Deputy Chairman, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Roman Stryjski served as Supervisory Board Deputy Chairman, in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Mariusz Pliszka, Supervisory Board Secretary, on the performance of his  
duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Mariusz Pliszka, Supervisory Board Secretary, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies.

By Resolution No. 29 of 24 June 2022, the Ordinary General Meeting of Enea S.A. appointed Mr. Mariusz Pliszka as a Member of the Supervisory Board of the 11th term of office elected by employees of the Enea Group.

Because Mr. Mariusz Pliszka served as Supervisory Board Secretary in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on .... 2024**

**to discharge Ms. Aleksandra Agatowska, Supervisory Board Member, on the performance of  
her duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Ms. Aleksandra Agatowska, Supervisory Board Member, on the performance of her duties in the period from 13 March 2023 to 31 July 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Aleksandra Agatowska served as Supervisory Board Member in the period from 13 March 2023 to 31 July 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Mariusz Damasiewicz, Supervisory Board Member, on the performance of his  
duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Mariusz Damasiewicz, Supervisory Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies.

By Resolution No. 28 of 24 June 2022, the Ordinary General Meeting of ENEA S.A. appointed Mr. Mariusz Damasiewicz as a Member of the Supervisory Board of the 11th term of office elected by employees of the ENEA Group.

Because Mr. Mariusz Damasiewicz served as Supervisory Board Member in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Ms. Aneta Kordowska, Supervisory Board Member, on the performance of her  
duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Ms. Aneta Kordowska, Supervisory Board Member, on the performance of her duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Aneta Kordowska served as Supervisory Board Member in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Tomasz Lis, Supervisory Board Member,  
on the performance of his duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Tomasz Lis, Supervisory Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Tomasz Lis served as Supervisory Board Member in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on .... 2024**

**to discharge Mr. Paweł Łącki, Supervisory Board Member, on the performance of his duties in  
the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants a discharge to Mr. Paweł Łącki, Supervisory Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Paweł Łącki served as Supervisory Board Member in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to discharge Mr. Mariusz Romańczuk, Supervisory Board Member, on the performance of his  
duties in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Mariusz Romańczuk, Supervisory Board Member, on the performance of his duties in the period from 1 January 2023 to 31 December 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies.

By Resolution No. 30 of 24 June 2022, the Ordinary General Meeting of ENEA S.A. appointed Mr. Mariusz Romańczuk as a Member of the Supervisory Board of the 11th term of office elected by employees of the ENEA Group.

Because Mr. Mariusz Romańczuk served as Supervisory Board Member in the period from 1 January 2023 to 31 December 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on .... 2024**

**to discharge Mr. Piotr Zborowski, Supervisory Board Member, on the performance of his duties  
in the financial year 2023**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of ENEA S.A. grants a discharge to Mr. Piotr Zborowski, Supervisory Board Member, on the performance of his duties in the period from 1 January 2023 to 4 July 2023.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Piotr Zborowski served as Supervisory Board Member in the period from 1 January 2023 to 4 July 2023, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 13 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENE A Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to issue an opinion on the document entitled “Report on Remuneration of ENEA S.A.  
Management Board and Supervisory Board Members in 2023”.**

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, having read the “Independent auditor’s report on the assurance engagement regarding the evaluation of the Remuneration Report”:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby issues its favorable opinion on the “Report on remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2023” in the wording adopted by Resolution No. 48/XI/2024 of the ENEA S.A. Supervisory Board of 17 April 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, the General Meeting adopts a resolution with an opinion on the Remuneration Report. Such resolution is of an advisory nature.

By Resolution No. 48/XI/2024 of 17 April 2024, the ENEA S.A. Supervisory Board adopted the “Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2023”. The certified auditor has verified that the Remuneration Report includes all information required under Article 90g(1)-(5) and (8) of the Act on Public Offerings. In the “Independent auditor’s report on the assurance engagement regarding the evaluation of the Remuneration Report,” the auditor stated that the Remuneration Report, in all material respects, contains all the elements enumerated in Article 90g(1)-(5) and (8) of the Act.

Following the completion of the Ordinary General Meeting, the Remuneration Report will be uploaded to the website [www.enea.pl](http://www.enea.pl), where it will be available free of charge for at least 10 years.

Accordingly, it is necessary for the Ordinary General Meeting of ENEA S.A to examine and make a decision regarding an opinion on the document entitled *“Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2023”*.

**Draft resolution to item 14 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
ENEA Spółka Akcyjna with its registered office in Poznań  
on ..... 2024**

**to approve the „Remuneration policy for members of the supervisory body and management  
body at ENEA Spółka Akcyjna”**

Pursuant to Article 90d(1) in conjunction with Article 90e(4) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies:

**§ 1**

The Ordinary General Meeting of ENEA S.A. hereby accepts the document entitled “Remuneration Policy for members of the supervisory body and management body at ENEA Spółka Akcyjna” forming an attachment to this resolution.

**§ 2**

The “Remuneration Policy for members of the supervisory body and management body at ENEA Spółka Akcyjna” of 30 July 2020, as amended on 7 November 2022, is hereby repealed.

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

Pursuant to Article 90d(1) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, the Company’s General Meeting accepts, by way of a resolution, a remuneration policy for members of the management board and the supervisory board. Pursuant to Article 90e(4) of the Act, a resolution on the remuneration policy is adopted at least once every four years.

The remuneration policy currently in effect was adopted by Resolution No. 24 of the Ordinary General Meeting of 30 July 2020, and was subsequently amended by Resolution No. 4 of the Extraordinary General Meeting of 7 November 2022.

In connection with the expiration of the four-year period during which the existing remuneration policy has been in effect, it is necessary for the Ordinary General Meeting of ENEA S.A to examine and make a decision on approving, after a discussion, the document entitled “Remuneration policy for members of the supervisory body and management body at ENEA Spółka Akcyjna”.

By Resolution No. 70/XI/2024 of 23 May 2024, the ENEA S.A. Supervisory Board rendered a positive opinion on the document entitled “Remuneration Policy for members of the supervisory body and management body at ENEA Spółka Akcyjna”.

## **REMUNERATION POLICY FOR MEMBERS OF THE SUPERVISORY BODY AND MANAGEMENT BODY AT ENEA SPÓŁKA AKCYJNA**

### **Preamble**

This Remuneration Policy for members of the supervisory body and management body at ENEA Spółka Akcyjna (hereinafter referred to as "ENEA S.A." or the "Company"), hereinafter referred to as the "Policy", has been prepared in connection with the coming into force, on 30 November 2019 of the amendments to the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies and Certain Other Acts.

### **CHAPTER 1. Scope and goals of the Remuneration Policy for members of the supervisory body and management body at ENEA Spółka Akcyjna.**

#### **§ 1.**

1. This Policy sets forth the principles of remuneration for:
  - a) members of the supervisory body at ENEA S.A. (Supervisory Board);
  - b) members of the management body at ENEA S.A. (Management Board); in a way that reflects the connection between the fulfillment of the strategy adopted by the ENEA Group with the remuneration system. The Policy:
    - defines the remuneration system, the levels of its individual components and the rules for awarding them;
    - confirms compliance of the accepted remuneration rules with the generally applicable law,
    - takes into account the market practices and the approach to remuneration, which ensures continuity of the Company's activities.
2. The solutions adopted in the Policy have been set forth in a manner that is to contribute to the implementation of the business strategy, long-term interests, stability and development of ENEA S.A., which should be supported in particular by the levels, rules and structure of remuneration of Management Board members and Supervisory Board members, while taking into consideration the current financial standing of ENEA S.A. when awarding such remuneration.
3. The key principle underlying the Policy is to ensure the competitive level and effectiveness of remuneration and its transparency depending on the achieved performance. The general Policy framework serves the purpose of ensuring consistency of remuneration components while keeping them aligned with risk management and the long-term strategy.
4. ENEA S.A. pays remuneration to the Management Board and Supervisory Board members in accordance with this Policy, taking into account the acts of the Company's statutory bodies exercising their powers based on generally applicable laws, including, in particular, the provisions of the Act of 9 June 2016 on the Rules for Remunerating Persons Heading Certain Companies.
5. The Policy was adopted while taking into account the financial standing of ENEA S.A.
6. The content of this Policy takes into account the working conditions and salary conditions of the Company's employees other than the Management Board and Supervisory Board members and the remuneration has been designed by dividing it into fixed and variable parts where the variable part of the remuneration is linked with the level of fulfillment of goals/tasks. The goals set to be fulfilled by the Management Board members for a given year are then cascaded to the companies of the ENEA Group and the ENEA S.A. employees.

### **CHAPTER 2. Description of the decision-making process conducted to establish, implement and review the remuneration policy.**

#### **§ 1.**

1. The draft Policy is prepared by the Management Board and submitted to the Supervisory Board for an opinion and possible changes. Subsequently, the Management Board presents the draft Policy prepared by the Management Board and opined by the Supervisory Board to the General Meeting.
2. When preparing the Policy, the Management Board will be guided by the applicable law and market practices.
3. The final version of the Policy will be adopted by the General Meeting in a resolution.
4. A Policy resolution will be adopted no less frequently than every four years.

5. An amendment to the Policy requires that it is adopted in a General Meeting resolution.
6. Where there is a need to amend the Policy within a period shorter than four years from the adoption of the most recent amendment, the Management Board will draw up the amendment proposal and submit the draft to the Supervisory Board for its opinion and possible changes. The Management Board will then present the draft Policy opined by the Supervisory Board to the General Meeting. The Supervisory Board may also submit a request to the General Meeting to amend the Policy on its own initiative.
7. ENEA S.A. will immediately post the Policy and the General Meeting resolution regarding the Policy, the adoption date and voting results on its website. The documents will remain available at least as long as they are applicable.
8. Where it is required for the implementation of long-term interests or for ensuring financial stability or profitability of ENEA S.A., the Supervisory Board may decide to suspend the application of the Policy temporarily by adopting a resolution setting forth the manner and scope of the derogation from the rules set forth in this Policy. The derogation mentioned in the first sentence may apply to selected provisions of the Policy, except for the provisions arising under the Act of 9 June 2016 on rules for setting the remuneration of persons managing certain companies.

### **CHAPTER 3. Remuneration rules for members of the Supervisory Board**

#### **§ 1. General**

1. The General Meeting will set the remuneration of Supervisory Board members in the form of a resolution, in accordance with the function performed by each Supervisory Board member.
2. ENEA S.A. does not operate any additional pension and disability programs or early retirement programs for Supervisory Board members.
3. ENEA S.A. does not award any remuneration in the form of financial instruments to Supervisory Board members.

#### **§ 2. Rules for establishing a legal relationship with Supervisory Board members.**

1. Members of the ENEA S.A. Supervisory Board Member perform their functions based on an appointment and for a 3-year joint term of office. The detailed rules for appointing the Supervisory Board are presented in the Statute of ENEA S.A.
2. The mandate of a Supervisory Board member begins when the member is appointed to the position and expires on the date of holding the General Meeting approving the financial statements for the last full financial year of performing this function, and also upon dismissal, resignation or death of a Supervisory Board member.

#### **§ 3. Description of fixed and variable components of remuneration of Supervisory Board members.**

1. Remuneration of a member of the ENEA S.A. Supervisory Board consists solely of the fixed part, which includes monthly remuneration (fixed remuneration), which is the product of the calculation basis referred to in the Act of 9 June 2016 on rules for setting the remuneration of persons managing certain companies, detailed provisions of law determining its level and the multiplier:
  - a) for the Supervisory Board Chairperson – up to 2.75;
  - b) for the other Supervisory Board members – up to 2.75.
2. Remuneration of a Supervisory Board member may be increased by up to 10% due to the function performed in the Company's supervisory body or participation in a committee operating in the supervisory body.
3. Supervisory Board members are entitled to the remuneration referred to in sec. 1 notwithstanding the number of meetings convened.
4. Supervisory Board members are not entitled to variable remuneration components (variable remuneration).
5. Where appointment or dismissal of a Supervisory Board member takes place during a calendar month then the remuneration referred to in sec. 1 above will be calculated pro rata to the number of days in which the function in the Supervisory Board is performed during that month.

6. Supervisory Board members are not entitled to any remuneration for the month in which they did not attend any of the correctly convened meetings and their absence was not excused.
7. The Supervisory Board decides by resolution to excuse or not to excuse the absence of a Supervisory Board member from a meeting.
8. The Company will cover the costs incurred in connection with the performance of the functions entrusted to Supervisory Board members.

#### **CHAPTER 4. Remuneration rules for members of the Management Board**

##### **§ 1. General**

1. Remuneration of Management Board members is set by the Supervisory Board based on a resolution of the General Meeting.
2. The Supervisory Board exercises oversight over the adopted remuneration regulations to the extent they apply to Management Board members. Among others, it will verify whether the criteria and conditions required for variable remuneration components have been satisfied before such remuneration is paid in full or partially.
3. ENEA S.A. does not operate any additional pension and disability programs or early retirement programs for Management Board members.
4. ENEA S.A. does not award any remuneration in the form of financial instruments to Management Board members.
5. In addition to their Fixed Remuneration and Variable Remuneration, Management Board members may receive additional benefits, as determined by a resolution of the Supervisory Board.
6. A Management Board member may not receive remuneration for performing the function of a member of a corporate body in the Company's subsidiaries within its group as defined in Article 4 Item 14 of the Act of 16 February 2007 on competition and consumer protection.

##### **§ 2. Rules for signing and terminating agreements with Management Board members.**

1. Management Board members are appointed for a joint term of office, which lasts three years.
2. A Management Board member performs his/her function under a management services agreement signed for the period of performing the function, stipulating an obligation to provide the services in person, regardless of whether the member acts within his/her business activity.
3. The wording of the agreement signed with the Management Board members is determined by the Supervisory Board.
4. The agreement referred to in sec. 2 comes into effect from the date specified in the wording of the agreement signed with the Management Board member and is concluded for the period of performing the function of a Management Board member.
5. In the event of expiry of the mandate, in particular as a result of death, dismissal or resignation, the agreement referred to in sec. 2 will terminate on the last day of performing the function without any additional activities required.
6. The Company has the right to terminate this agreement referred to in sec. 2 with immediate effect in the event of a material breach of the provisions of the agreement by the Management Board member.
7. A Management Board member has the right to terminate this agreement referred to in sec. 2 with immediate effect in the event of a material breach of the provisions of the agreement by the Company.
8. Each party has the right to terminate the agreement with a notice period no longer than three (3) months, however if an event referred to in sec. 5 occurs during the notice period resulting in the termination of the agreement as a result of cessation to perform the function, the Agreement will terminate in accordance with sec. 5.
9. If the management services agreement is dissolved or terminated by the Company for reasons other than a material breach of the provisions of the agreement by the other party, a severance pay may be awarded to a Management Board member, in an amount no higher than three (3) times the fixed component of remuneration, provided that he/she has performed the function for at least twelve (12) months prior to the termination of the agreement.

10. The severance pay referred to sec. 9 will not be awarded to a Management Board member in the event of:
- a) dissolution, termination or amendment of the agreement resulting from a change of the function performed by the Management Board member in the Management Board,
  - b) termination, dissolution or amendment of the agreement resulting from the Management Board member being appointed for another term of office of the Management Board,
  - c) appointment as a management board member in an ENEA Group company,
  - d) resignation from performing the function.

### **§ 3. Description of fixed and variable components of remuneration of Management Board members.**

1. The total remuneration of a member of the ENEA S.A. Management Board is composed of a fixed part, which constitutes the monthly base salary (Fixed Remuneration) and a variable part, which constitutes the supplementary remuneration for the Company's financial year (Variable Remuneration).
2. The amount of the monthly Fixed Remuneration of Management Board members is set by the Supervisory Board, while taking into account the remuneration rules adopted by a General Meeting resolution, where:
  - a) Fixed Remuneration of the President of the Management Board will be set as an amount within the range from seven to fifteen times the calculation basis referred to in the Act of 9 June 2016 on rules for setting the remuneration of persons managing certain companies, detailed provisions of law determining its level;
  - b) Fixed Remuneration of the remaining Management Board members will be set as an amount within the range from seven to fifteen times the calculation basis referred to in the Act of 9 June 2016 on rules for setting the remuneration of persons managing certain companies, detailed provisions of law determining its level.
3. Variable Remuneration of Management Board Members depends on the level of fulfillment of the Management Objectives by that Management Board Members and may not exceed 100% of the Fixed Remuneration amount of the Management Board member in the previous financial year.
4. The general catalog of Management Objectives includes:
  - a) achieving the ratios defined by the Supervisory Board, in particular profitability, financial liquidity, management efficiency or solvency ratios,
  - b) achieving or changing production or sales levels;
  - c) the amount of revenues, in particular sales revenues, operating income, revenues from other operating or financial activities;
  - d) reduction of losses, reduction of management or operating costs;
  - e) implementation of a strategy or a restructuring plan;
  - f) implementation of investment projects, while taking into account, in particular, its scale, rate of return, innovation, timely execution;
  - g) a change of the Company's market position measured by market share or other criteria or relations with business partners identified as key accounts using specific criteria;
  - h) implementation of the staffing policy and increase in employee engagement.
5. The Supervisory Board is authorized to define precisely the Management Objectives and to set their weights and adopt objective and measurable criteria to measure fulfillment and to settle such Objectives (KPIs) while giving consideration to the following:
  - a) Variable Remuneration is payable to the respective Management Board member after the Management Board activity report and the Company's financial statements for the previous financial year are approved and a discharge on the performance of his/her duties is granted by the General Meeting;
  - b) the criteria to measure fulfillment and to settle Management Objectives should be clear, comprehensive and diversified in terms of financial and non-financial results.

- i. Non-financial criteria should consider, among others, the public interest and the Company's contribution to environmental protection, which is understood, among others, as:
      - implementation of social programs benefiting local communities or innovation programs;
      - taking action to prevent the negative social effects of the ENEA Group's activities and mitigate their impact if they occur;
      - implementation of activities mitigating the adverse impact of the ENEA Group's activities on the natural environment, including in particular phasing out conventional generation units and developing zero- and low-emission units, among others reducing unit CO<sub>2</sub> emissions to the levels assumed in the strategy;
      - striving towards rational management of environmental resources and raw materials used by the ENEA Group;
      - implementation of activities to preserve biodiversity and to ensure sustainability of environmental processes in the ENEA Group's surroundings;
      - undertaking and promoting activities in the area of inter-generational cooperation, diversity management, to create a work environment where employees irrespective of their differences have the opportunity to use their potential fully, where diversity management is understood as purposeful utilization of different points of view, experiences and ideas;
    - ii. The criteria for measuring fulfillment and settling Management Objectives may refer in particular to the level of financial results achieved by the Company/ENEA Group and evaluation of cooperation between the Company's Management Board and the Supervisory Board Chairperson;
  - c) payment of a portion of Variable Remuneration may be deferred for a period no longer than 36 months, depending on the fulfillment of conditions by the specified time limit in accordance with the adopted Management Objectives; then such portion of Variable Remuneration may be paid in full or in part at the end of the settlement period,
  - d) Variable Remuneration is calculated on a pro rata basis, based on the number of days when the Management Board members provided services in a given financial year.
  - e) the Supervisory Board confirms satisfaction of the conditions for receiving Variable Remuneration for individual Management Board members for whom Management Objectives have been set for the financial year and who performed the functions in the financial year being assessed, specifying the amount due on the basis of the financial statements reviewed by auditors and other documents, depending on the Objectives.
6. ENEA S.A. will have a claim for a refund of the Variable Remuneration paid out if, after its payment, it is demonstrated that the amount has been awarded to the Management Board member based on data that turned out to be false.
  7. Expiration of a mandate, which is evaluated in terms of achievement of the Management Objectives does not trigger forfeiture of the right to Variable Remuneration as stipulated in 3-5 above, provided that the period of performance of the function in the ENEA S.A. Management Board during the financial year in question was longer than three (3) months or, if the Management Board member during the financial year in question also performed a function in the management board of a Material Subsidiary of ENEA S.A. within the meaning of § 40 sec. 5 of the Articles of Association of ENEA S.A. (Material Subsidiary) and the member's total continuous period of performing the function in the Management Board of ENEA S.A. and in the management board of the Material Subsidiary during the financial year in question was longer than three (3) months and during the financial year in question the Management Board member did not acquire the right to variable remuneration in the Material Subsidiary.

#### **§ 4. Obligations of the Company and other fringe benefits**

1. In order for Management Board Members to properly perform their duties related to their functions and to fulfill security requirements, the Company shall furnish Management Board Members with technical facilities and resources owned by the Company as shall be necessary for the

performance of their functions, in particular: office space with equipment, including a portable personal computer with wireless Internet access and other necessary equipment, means of communication, including a mobile phone.

2. Due to the duties of Management Board Members involving participation in conferences, seminars or meetings of a business nature associated with the Company's line of business, the Company shall cover the costs of participation in such conferences and meetings as well as expenses related to domestic and international business travel, including travel and accommodation expenses.
3. Management Board Members may be granted additional benefits, including, in particular:
  - 1) use of a company car for personal purposes,
  - 2) coverage of the cost of medical and sports packages,
  - 3) provision of accommodation in connection with services rendered in the city where the Company's head office is located, at a standard appropriate to the function performed, or coverage of the cost of such accommodation if the place of residence of the respective Management Board Member is significantly distant from the Company's head office,
  - 4) refinancing or coverage by the Company of the cost of individual training, including foreign languages learning, participation in postgraduate studies or other forms of education.
4. The Supervisory Board shall be authorized to determine the detailed rules for the Company's performance of the duties referred to in sec. 1-2, establish the detailed scope of additional benefits referred to in sec. 3 to be granted to Management Board members, and determine the rules for the use of such benefits.
5. In the event of termination or dissolution of the agreement, Management Board Members may be granted a severance pay in the amount not higher than 3 times the Fixed Remuneration under the condition he/she has discharged the function for the period of at least twelve (12) months before termination of the agreement with the Company. The terms and conditions of granting such severance pay shall be determined by the Supervisory Board on the basis of a resolution of the Company's General Meeting on the rules for setting the remuneration of Management Board Members.
6. The Supervisory Board may sign with a Management Board member a no-compete agreement effective after he/she ceases to perform the function, however it may be signed only if the Management Board member has performed the function for at least six (6) months and the compensation amount for each month of the no-compete undertaking may not exceed 100% of the monthly fixed remuneration received by the Management Board member before he/she ceased to perform the function.
7. The no-compete agreement may not be signed with a Management Board Member after dissolution or termination of the management services agreement.
8. The no-compete period may not exceed 6 months after the Management Board member ceases to perform the function.
9. In the event of non-performance or improper performance of the no-compete agreement by a Management Board member he/she will pay the Company a contractual penalty, which will not be lower than the compensation amount payable for the entire no-compete period.

## **CHAPTER 5. Measures taken to avoid or manage conflicts of interest related to remuneration policy.**

### **§ 1.**

1. A conflict of interest is a situation, in which a real conflict arises between private interests and official interests of a Management Board member or a Supervisory Board member, or a situation, in which the activity of a Management Board member or a Supervisory Board member may have an adverse effect on his/her impartiality or neutrality in the future (Conflict of Interest).
2. With respect to the issues regulated by this Policy, Conflict of Interest prevention is supported by the allocation of powers to set the remuneration amount as set forth in Art. 378 and 392 of the Commercial Company Code, taking into account the provisions of Chapters 3 and 4 of this Policy.
3. In connection with their appointment as members of the management or supervisory body, Management Board members and Supervisory Board members are obliged to provide the Company with representations used to identify the likely occurrence of a Conflict of Interest.

4. A Management Board member or a Supervisory Board member who identifies a Conflict of Interest that is likely to arise with respect to the issues regulated by this Policy is obliged to report his/her comments to the Supervisory Board Chairperson. If the Conflict of Interest relates to the Supervisory Board Chairperson, the notification is made to the Supervisory Board Deputy Chairperson. If a Conflict of Interest is identified, the member of the body is obliged to refrain from taking the floor in a discussion and from voting on a resolution, in which the Conflict of Interest has arisen.
5. The agreement signed with a Management Board member contains an obligation for the Management Board member to report his/her intention to perform a function in corporate bodies of another commercial company, purchase its shares or obtain consent from the Supervisory Board for the above and may contain a ban against the performance of functions in corporate bodies of any other commercial company or introduce other limitations on activities of the Management Board member.
6. If the report referred to in sec. 4 is received, the Supervisory Board commences a procedure in order to update the Policy in accordance with Chapter 2 hereof in order to eliminate or prevent the occurrence of the identified Conflict of Interest.

## **CHAPTER 6. Final provisions.**

### **§ 1.**

1. This Policy is adopted pursuant to Resolution No. .... of ..... 2024 adopted by the General Meeting of ENEA S.A.
2. This Policy comes into force with effect as of ..... 2024 and from that date it is applicable to the payment of remuneration to Management Board and Supervisory Board members.
3. The Policy adopted pursuant to Resolution No. 24 of the ENEA S.A. General Meeting of 30 July 2020, as amended by Resolution No. 4 of the ENEA S.A. General Meeting of 7 November 2022, is repealed.
4. The Policy is not applicable to the payment of remuneration, to which the persons subject to this Policy acquired rights before its effective date.