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Appendix No. 1

Resolution No. …
of the Extraordinary General Meeting
of ENERGA Spółka Akcyjna with its registered office in Gdańsk
of 2 April 2026

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

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

§ 1

The Extraordinary General Meeting elects Mr/Ms……..... as the Chairman/Chairwoman of the Extraordinary General Meeting of the Company.

§ 2

This Resolution shall come into force upon being adopted.

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Appendix No. 2

Resolution No. …
of the Extraordinary General Meeting
of ENERGA Spółka Akcyjna with its registered office in Gdańsk
of 2 April 2026

concerning: the adoption of the agenda of the Extraordinary General Meeting

Acting pursuant to § 6.1 of the Regulations of the General Meeting of ENERGA Spółka Akcyjna with the registered office in Gdańsk, the Extraordinary General Meeting of Shareholders of ENERGA S.A. ("**Company**") hereby decides as follows:

§ 1

The Extraordinary General Meeting of the Company resolves to adopt the following agenda of the Extraordinary General Meeting of ENERGA S.A.:

1) Opening of the Extraordinary General Meeting.
2) Election of the Chair of the Extraordinary General Meeting.
3) Confirmation that the Extraordinary General Meeting has been properly convened and is capable of adopting resolutions.
4) Adoption of the agenda of the Extraordinary General Meeting.
5) Adoption of a resolution on the increase of the Company's share capital through the issuance of series CC shares by means of closed subscription (i.e., respecting the pre-emptive rights of existing shareholders), setting 7 April 2026 as the record date for pre-emptive rights to series CC shares, and amending the Company's Articles of Association.
6) Passing of a resolution on adoption of a uniform text of the Articles of Association of the Company.
7) Adoption of a resolution on the registration in Krajowy Depozyt Papierów Wartościowych of CC series shares and pre-emptive rights to CC series shares and on applying for admitting CC series shares and pre-emptive rights to CC series shares to trading on the regulated market of the Warsaw Stock Exchange.
8) Adoption of a resolution on the incurring of the costs of convening and holding the Extraordinary General Meeting.
9) Closure of the Extraordinary General Meeting.

§ 2

This Resolution shall come into force upon being adopted.

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Appendix No. 3

Resolution No. …
of the Extraordinary General Meeting
of ENERGA Spółka Akcyjna with its registered office in Gdańsk
of 2 April 2026

on the: increase of the company's share capital through the issuance of series CC shares by means of closed subscription (i.e., respecting the pre-emptive rights of existing shareholders), setting 7 April 2026 as the record date for pre-emptive rights to series CC shares, and amending the company's Articles of Association

The Extraordinary General Meeting of Shareholders of ENERGA S.A. ("**the Company**") resolves as follows:

§ 1

1. Pursuant to Articles 431, 432 and 310 § 2 in conjunction with Article 431 § 7 of the Commercial Companies Code ("**CCC**") and § 7(2) and § 27(1)(10) of the Company's Articles of Association, the Company's share capital shall be increased by PLN 3,014,408,582.64 (in words: three billion fourteen million four hundred and eight thousand five hundred and eighty-two zlotys and sixty-four grosz), i.e. from PLN 4,521,612,884.88 (in words: four billion five hundred and twenty-one million six hundred and twelve thousand eight hundred and eighty-four zlotys and eighty-eight grosz) to PLN 7,536,021,467.52 (in words: seven billion five hundred and thirty-six million twenty-one thousand four hundred and sixty-seven zlotys and fifty-two grosz).
2. The increase in the Company's share capital effected pursuant to this Resolution shall be effected through the issuance of 276,044,742 (in words: two hundred and seventy-six million forty-four thousand seven hundred and forty-two) series CC shares with a par value of PLN 10.92 (in words: ten zlotys ninety-two grosz) each ("**CC Series Shares**").
3. All CC Series Shares will be ordinary bearer shares.
4. Series CC shares will participate in dividends in the following manner:
    1) Series CC shares first recorded in a securities account no later than the dividend record date set in a resolution of the Company's General Meeting of Shareholders on the distribution of profit shall participate in dividends starting from the profit for the previous financial year, i.e. from 1 January of the financial year immediately preceding the year in which the shares were first recorded in the securities account.
    2) Series CC shares first recorded in a securities account on a day falling after the dividend record date set in a resolution of the Company's General Meeting of Shareholders on the distribution of profit shall participate in dividends starting from the profit for the financial year in which such shares were first recorded in

a securities account, i.e. from 1 January of that financial year.

5. The Company's shareholders shall have pre-emptive rights to subscribe for CC Series Shares in accordance with the provisions of the Commercial Companies Code and this Resolution.
6. A shareholder is entitled to a single pre-emptive right per 1 (in words: one) Company share held at the end-of-day on the record date for the pre-emptive right. 1:1.5000000036226 pre-emptive rights are required to subscribe for one CC Series Share.
7. It is hereby agreed that the record date for pre-emptive rights to CC Series Shares will be 7 April 2026.
8. CC Series Shares shall be issued by means of closed subscription within the meaning of Article 431 § 2(2) of the Commercial Companies Code and will constitute a public offer of securities within the meaning of Article 2(d) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC ("**Regulation 2017/1129**"), with the understanding that, pursuant to Article 1(4)(db) of Regulation 2017/1129, the obligation to draw up and approve a prospectus referred to in the Regulation will not apply to this public offering.
9. Pursuant to Article 436 of the Commercial Companies Code, subscriptions for CC Series Shares will be accepted in the same period, and shareholders with pre-emptive rights to CC Series Shares will be allowed to make an additional concurrent subscription for CC Series Shares on the exercise date of such rights, in a number not exceeding the maximum issue size of CC Series Shares, if the other shareholders do not exercise their subscription rights.
10. It is hereby agreed that the subscription for CC Series Shares shall open on 23 April 2026 and close on 14 May 2026.
11. It is hereby agreed that the issue price of CC Series Shares shall be PLN 18.50 (eighteen zlotys fifty grosz) per Series CC Share. All CC Series Shares shall be covered in full by cash contributions no later than prior to notifying the increase of the Company's share capital made pursuant to this Resolution to the register of entrepreneurs of the National Court Register.

§ 2

In connection with the issuance of CC Series Shares, the Company's Extraordinary General Meeting authorises the Company's Management Board to:

1) take steps to prepare, submit to the Polish Financial Supervision Authority and make public a document relating to the public offering of CC Series Shares, as referred to in Article 1(4)(db)(iii) of Regulation 2017/1129;
2) establish detailed rules for the subscription of CC Series Shares, including rules of the application process for CC Series Shares and rules for payment for CC Series Shares, as well as detailed rules for the allotment of CC Series Shares;
3) allot CC Series Shares;

4) perform any other acts necessary for the issuance of CC Series Shares.

§ 3

In connection with the increase of the Company's share capital effected pursuant to this Resolution, the Extraordinary General Meeting of the Company resolves, pursuant to Articles 430 and 310 § 2 in conjunction with Article 431 § 7 of the Commercial Companies Code ("**CCC**"), to amend the Company's Articles of Association so that § 7(1) of the Company's Articles of Association reads as follows:

"The Company's share capital amounts to PLN 7,536,021,467.52 (in words: seven billion five hundred and thirty-six million twenty-one thousand four hundred and sixty-seven zlotys and fifty-two grosz) and is divided into 690,111,856 (in words: six hundred and ninety million one hundred and eleven thousand eight hundred and fifty-six) shares with a par value of PLN 10.92 (in words: ten zlotys and ninety-two grosz) each, which include the following:

1) 269,139,114 (two hundred and sixty-nine million one hundred thirty-nine thousand one hundred and fourteen) series AA bearer shares Nos. AA 00000001 to AA 269139114, which are ordinary shares and

2) 144,928,000 (one hundred and forty-four million nine hundred twenty-eight thousand) BB series registered shares Nos. BB 00000001 to BB 144928000, which are preference shares in terms of voting at the General Meeting of Shareholders, where one preference share gives the right to 2 (say: two) votes at the General Meeting,

3) 276,044,742 (two hundred and seventy-six million forty-four thousand seven hundred and forty-two) series CC bearer shares Nos. CC 00000001 to CC 276044742, which are ordinary shares."

§ 4

The Resolution comes into effect upon its adoption, except that the share capital increase and amendment to the Company's Articles of Association made pursuant thereto shall take effect upon their entry in the register of entrepreneurs of the National Court Register.

Reasoning for passing the resolution:

The submitted 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 item concerning the increase in the share capital of the company and amending the Articles of Association 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 increase in the share capital of the Company as provided for by the resolution is scheduled to take place by way of issue of new shares through a closed subscription while preserving the rights of its existing shareholders (i.e. maintaining their pre-emptive rights).

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Appendix No. 4

Resolution No. …
of the Extraordinary General Meeting
of ENERGA Spółka Akcyjna with its registered office in Gdańsk
of 2 April 2026

on the adoption of the consolidated text of the Articles of Association of ENERGA S.A.

The Extraordinary General Meeting of Shareholders of ENERGA S.A. ("**the Company**") resolves as follows:

§ 1

The Extraordinary General Meeting of the Company adopts the consolidated text of the Company's amended Articles of Association in connection with the amendments made to the Articles of Association pursuant to this Resolution and Resolution No. [•] of the Extraordinary General Meeting of ENERGA S.A. of [•] 2026 on the increase of the company's share capital through the issuance of series CC shares by means of closed subscription (i.e., respecting the pre-emptive rights of existing shareholders), setting 7 April 2026 as the record date for pre-emptive rights to series CC shares, and amending the company's Articles of Association, which shall read as follows:

ARTICLES OF ASSOCIATION

I. GENERAL PROVISIONS ----------

§ 1

1. The Company operates under the business name of: ENERGA Spółka Akcyjna. ----------
2. Whenever the Articles of Association refer to the Company, it shall mean the company referred to in section 1 above. ----------
3. The Company may use its abbreviated business name: ENERGA S.A. and its distinctive logo. ----------

§ 2

The registered office of the Company shall be in Gdańsk. ----------

§ 3

1. The Company shall carry on business in the territory of the Republic of Poland and abroad.

2. The Company may establish and operate branches, plants, offices, agencies and other entities, purchase, dispose of, lease and rent enterprises, real estate, movable property and property rights, purchase and dispose of units of participation in the income or property of other entities, create commercial law and civil law companies, and may also participate in other companies and ventures in the territory of the Republic of Poland and abroad. The Company may perform all legal and factual activities in the scope of its enterprise which are not prohibited by law. ----------

3. The Company may be a member of national and international associations. ----------

§ 4

The Company was established for an unlimited time. ----------

II. SUBJECT OF ACTIVITIES OF THE COMPANY----------

§ 5

1. According to the Polish Classification of Activities (PKD), the Company's business activities comprise of the following: ----------

   1) Activities of holding companies and financing conduits (64.2), ----------
   2) Activities of head offices and management consultancy (70), ----------
   3) Manufacture of electric motors, generators, transformers and electricity distribution and control apparatus (27.1), ----------
   4) Manufacture of wiring and wiring devices (27.3), ----------
   5) Manufacture of lighting equipment (27.40.Z), ----------
   6) Manufacture of other electrical equipment (27.90.Z), ----------
   7) Electric power generation, transmission and distribution; trade of electricity (35.1), --
   8) Steam and air conditioning manufacturing and supply (35.30.Z), ----------
   9) Construction of water projects (42.91.Z), ----------
   10) Wholesale of information and communication equipment (46.5), ----------
   11) Wholesale of other machinery, equipment and supplies (46.6), ----------
   12) Wholesale of other machinery and equipment (46.64.Z), ----------
   13) Accommodation (55), ----------
   14) Food and beverage service activities (56), ----------
   15) Telecommunications (61), ----------

16) Computer programming, consultancy and related activities (62), ----------

17) Service activities of computing infrastructure, data processing, website management (hosting) and other information service activities (63), ----------

18) Other information service activities (63.92.Z), ----------

19) Activities of trusts, funds and similar financial entities (64.3), ----------

20) Other financial service activities, except insurance and pension funding (64.9), -------

21) Activities auxiliary to financial services, except insurance and pension funding (66.1),-

22) Real estate activities (68), ----------

23) Accounting, bookkeeping and auditing activities; tax consultancy (69.2),----------

24) Architectural and engineering activities and related technical consultancy (71.1), -----

25) Activities of advertising agencies (73.11.Z), ----------

26) Other professional, scientific and technical activities n.e.c. (74.9), ----------

27) Rental and leasing of recreational and sports goods (77.21.Z), ----------

28) Leasing of intellectual property and similar products, except copyrighted works (77.4),

29) Activities of employment placement agencies (78.1),----------

30) Temporary employment agency activities and other human resource provisions (78.2), ----------

31) Operation of sports facilities (93.11.Z), ----------

32) Amusement and recreation activities (93.2),----------

33) Repair and maintenance of computers and communication equipment (95.1),----------

34) Publishing of books, newspapers and periodicals and other publishing activities, except software publishing (58.1). ----------

2. The Company performs functions associated with assurance of energy security of the Republic of Poland. ----------

3. If a licence or a permit is required for a given type of activity, the Company shall commence operations in this area only after obtaining the relevant licence or permit.----------

4. The Company is not obliged to conduct business in all areas listed in section 1 above. ---

III. EQUITIES ----------

§ 6

1. The share capital of the Company, in the amount specified in the By-Laws of the Company adopted upon incorporation (PLN 500,000) has been paid in full with cash contributions, made prior to the registration of the Company. ----------

2. The Company was founded by: ----------

1) The State Treasury, which took up 255,000 (say: two hundred fifty five thousand) registered shares with the total nominal value of PLN 255,000 (say zlotys: two hundred fifty five thousand), i.e. series A shares **nos. A000000001 to A 000255000**,----------

2) Koncern Energetyczny ENERGA SA, which took up 160,000 (say: one hundred sixty thousand) registered shares with the total nominal value of PLN 160,000 (say zlotys: one hundred sixty thousand) i.e. series A shares **nos. A 000255001 to A 000415000**,----------

3) Zespół Elektrowni Ostrołęka S.A., which took up 85,000 (say: eighty five thousand) registered shares with the total nominal value of PLN 85,000 (say zlotys: eighty five thousand) i.e. series A shares **nos. A 000415001 to A 000500000**. ----------

§ 7

1. The Company's share capital amounts to PLN 7,536,021,467.52 (in words: seven billion five hundred and thirty-six million twenty-one thousand four hundred and sixty-seven zlotys and fifty-two grosz) and is divided into 690,111,856 (in words: six hundred and ninety million one hundred and eleven thousand eight hundred and fifty-six) shares with a par value of PLN 10.92 (in words: ten zlotys and ninety-two grosz) each, which include the following:

    1. 269,139,114 (in words: two hundred and sixty-nine million one hundred thirty-nine thousand one hundred and fourteen) series AA bearer shares Nos. AA 00000001 to AA 269139114, which are ordinary shares and

    2. 144,928,000 (in words: one hundred and forty-four million nine hundred twenty-eight thousand) BB series registered shares Nos. BB 00000001 to BB 144928000, which are preference shares in terms of voting at the General Meeting of Shareholders, where one preference share gives the right to 2 (in words: two) votes at the General Meeting,

    3. 276,044,742 (in words: two hundred and seventy-six million forty-four thousand seven hundred and forty-two) series CC bearer shares Nos. CC 00000001 to CC 276044742, which are ordinary shares."

2. The share capital of the Company may be increased by issuing new shares or by increasing the nominal value of existing shares. ----------

§ 8

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1. Shares may be registered or bearer shares. ----------

2. Registered shares to be dematerialised in accordance with provisions of the Act of 29 July 2005 on Trading in Financial Instruments, shall become bearer shares at the time of dematerialisation, subject to subparagraph 3 below. ----------

3. Registered shares that shall undergo mandatory dematerialisation, in accordance with provisions of the Act of 30 August 2019 Amending the Act on the Code of Commercial Companies and Certain Other Acts, and which are not traded on a regulated market, shall remain registered shares with any preference rights arising from these Articles of Association. ----------

4. Conversion of bearer shares to registered shares is not allowed.----------

5. Shares may be placed in the deposit of the Company or the deposit maintained by another entity on behalf of the Company.----------

§ 9

1. Shares may be redeemed only by way of a decrease in the share capital on the conditions set out by the General Meeting, unless pursuant to the provisions of the Code of Commercial Companies and the Company's Articles of Association, shares may be redeemed without the need for the General Meeting to adopt a resolution.----------

2. The shares may be redeemed upon the consent of a shareholder through their acquisition by the Company (voluntary redemption).----------

3. The resolution of the General Meeting authorising the Management Board to take actions to purchase the shares to be redeemed shall lay down the conditions for the purchase of shares by the Company.----------

4. Redemption of shares shall require a resolution of the General Meeting, subject to art. 363 § 5 of the Code of Commercial Companies.----------

5. The resolution on share redemption should determine in particular the legal basis for the redemption, the amount of consideration payable to the shareholder of the redeemed shares, or a statement of reasons for share redemption without a consideration, as well as the method of reducing the share capital. ----------

IV. BODIES OF THE COMPANY ----------

§ 10

The governing bodies of the Company are: ----------

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1) Management Board, ----------
2) Supervisory Board, ----------
3) General Meeting. ----------

A. MANAGEMENT BOARD OF THE COMPANY ----------

§ 11

1. The Management Board manages the affairs of the Company and represents the Company outside.----------
2. The work of the Management Board is headed by the President of the Management Board. The powers of the President in this field shall be determined by the By-laws of the Management Board.----------
3. Management Board resolutions are passed by an absolute majority of votes. Resolutions of the Management Board are valid provided that all members of the Management Board have been properly notified of the planned meeting and at least half of the members of the Management Board are present at the meeting. ----------
4. In the event of a tie vote, the vote of the President of the Management Board is decisive. -
5. The operating scope of the Management Board includes all matters not reserved by the Act or these Articles of Association to the competencies of the General Meeting or the Supervisory Board. ----------
6. The Management Board may adopt resolutions in a circular procedure or by means of direct communication at a distance. The detailed procedure for adopting resolutions in this way is specified in the Management Board's By-laws. ----------
7. The operating procedure of the Management Board and matters requiring a resolution of the Management Board, as exceeding the scope of ordinary activities of the Company, are specified in detail in the Management Board's By-laws, drawn up by the Management Board and approved by the Supervisory Board. Each amendment to the Management Board's By-laws shall take effect upon its approval by the Supervisory Board. ----------

§ 12

1. The Management Board of the Company shall consist of 1 to 5 persons, including the President and optionally one or several Vice Presidents. ----------
2. The term of office of members of the Management Board shall be a joint term and shall end on the day of the General Meeting approving the financial statements for the second full financial year of its term of office. Such a joint term of office shall commence on 31 May 2019. Notwithstanding other circumstances provided for in the Code of Commercial

Companies, the mandate of a member of the Management Board shall expire upon the end of the term of office. ----------

3. A member of the Management Board may be a person who always meets the requirements set out in the Act on State Property Management of 16 December 2016, in particular: -----

   1) has a university degree or a university degree received abroad and recognised in the Republic of Poland on the basis of the relevant provisions of law, ----------

   2) has a period of service on the basis of a contract of employment, appointment, choice, or designation, cooperative contract of employment, or of provision of services on the basis of another contract or under self-employment arrangements, of at least five years,

   3) has at least three years' experience in a managerial or independent capacity or self-employment experience, ----------

   4) meets requirements other than those specified in points 1–3 above as set forth in the relevant provisions of law, and in the first instance does not violate the restrictions or prohibitions on holding the position of a member of the management body in companies.

4. A Member of the Management Board may not be a person who satisfies, as a minimum, one of the following criteria: ----------

   1) he or she is a volunteer assistant or employee in the offices of Members of Parliament, Senators, Members of Parliament and Senators, or Members of the European Parliament, under a contract of employment, or works under a fee-for-task or similar contract, ----------

   2) he or she is a member of an organ of a political party which represents the political party and is authorised to incur liabilities,----------

   3) he or she is employed by a political party under a contract of employment or works under a fee-for-task or similar contract,----------

   4) he or she is an elected member of a trade union organisation or a trade union organisation of another Group company,----------

   5) his or her social or gainful activities give rise to a conflict interests in relation to the Company's business.----------

5. A person who meets the requirements referred to in sections 3 and 4 above may be a candidate for a member of the Management Board.----------
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§ 13

1. Management Board members are appointed and dismissed by the Supervisory Board.----

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2. The Supervisory Board shall appoint a member of the Management Board following a qualification procedure whose purpose is to verify and assess the qualifications of the candidates and select the best candidate for the position of a member of the Management Board.----------

3. The Supervisory Board shall conduct qualification proceedings in the event of circumstances which justify the appointment of a member of the Management Board.------

4. The Supervisory Board, when initiating the qualification procedure for the position of a member of the Management Board, shall determine, by way of a resolution, the detailed rules and mode of such a procedure, in particular the position that is the subject of the procedure, the date and place of acceptance of applications, the date and place of the interview, the scope of issues being the subject of the interview, requirements and manner of evaluation of the candidate.---------- ----------

5. The principles and amount of remuneration for members of the Management Board shall be determined taking into account the provisions of the Act of 9 June 2016 on the Rules of Structuring Remunerations of Persons Managing Certain Companies.----------

6. One of the Management Board members shall be appointed by the Supervisory Board to the position of President of the Management Board and one or several others to the position of Vice-President of the Management Board.----------

7. A member of the Management Board may resign from membership in the Management Board of the Company. Subject to section 8 below, resignation shall be effective for the Company if it is submitted in writing, to at least one member of the Management Board or a proxy. A member of the Management Board should notify at least one member of the Supervisory Board of the resignation. ----------

8. If, as a result of resignation of a Member of the Management Board, no mandate in the Management Board is taken, Art. 369 § 5^1 and § 5^2 of the Code of Commercial Companies shall apply. ----------

9. In the event of suspension or dismissal of the President of the Management Board or expiration of the mandate of the President of the Management Board before the expiry of the term of office, until a new President is appointed or the suspension of the existing President is cancelled, all powers of the President other than the right to the casting vote, as referred to in § 11 section 4 above, shall be exercised by a person appointed by the Supervisory Board to act as President of the Management Board.----------

§ 14

In contracts between the Company and members of the Management Board, the Company is represented by the Supervisory Board. Statements of will on behalf of the Supervisory Board are made by two of its members authorised by an appropriate resolution of the Supervisory Board.----------

§ 15

1. Two members of the Management Board acting jointly or one member of the Management Board acting jointly with a proxy are authorised to make statements of will on behalf of the Company in the case of a multi-person Management Board.----------

2. In the case of a single-person Management Board, only a member of the Management Board is authorised to make statements of will on behalf of the Company.----------

3. Proxy may include authorisation only to perform actions jointly with a member of the Management Board.----------

B. SUPERVISORY BOARD ----------

§ 16

1. In addition to the matters laid down in separate provisions of law and the provisions of these Articles of Association, the specific powers of the Supervisory Board include:-------

   1) assessing the Management Board's reports on the Company's and capital group's operations as well as the financial statements for the previous financial year and the consolidated financial statements of the capital group in terms of their consistency with the records, relevant documents and the actual state of affairs, and assessing the Management Board's motion on allocation of profit or coverage of loss,----------

   2) submitting to the General Meeting a written report on the outcome of the activities referred to in point 1 above,----------

   3) preparing reports in connection with the exercise of supervision over the performance of investments by the Management Board and supervision over correctness and effectiveness of investment outlays made,----------

   4) preparing, at least once per year, together with a report on the results of the assessment of the annual financial statements and the consolidated financial statements of the capital group, an opinion of the Supervisory Board on the economic viability of the Company's capital exposure to other commercial companies effected in the relevant financial year,---------- ----------

   5) preparing and presenting, once per year, to the Ordinary General Meeting a brief assessment of the Company's standing, including an evaluation of the internal control system and the system for managing risks of significant importance to the Company,-

   6) reviewing and presenting opinions on issues forming the subject matter of the resolutions to be passed by the General Meeting,----------

   7) selection of the audit firm to examine the financial statements, the consolidated financial statements of the capital group, and attestation of the capital group's

sustainability reporting,----------

8) specifying the scope and deadlines for submission of annual/long-term material and financial plans, other long-term plans and strategies for the Company and its capital group by the Management Board, ----------

9) approving strategies for the Company and its capital group, ----------

10) approving annual/long-term material and financial plans and investment plans for the Company and its capital group, ----------

11) adopting the bylaws defining in detail the mode of operation of the Supervisory Board,

12) approving the Management Board's Bylaws, ----------

13) approving the Organisational Bylaws for the Company's enterprise, ----------

14) approving the principles of the Company's sponsoring activity and assessing its effectiveness,----------

15) adoption of the consolidated text of the Company's Articles of Association,----------

16) granting the Management Board a consent for:----------

    a) purchasing fixed assets within the meaning of the Accounting Act of 29 September 1994 of the value exceeding:----------

        - PLN 20,000,000----------

        - 5% of the total assets within the meaning of the Accounting Act of 29 September 1994, as determined on the basis of the most recent approved financial statements,----------

    b) disposal of fixed assets within the meaning of the Polish Accounting Act of 29 September 1994, classified as intangible assets, tangible assets or long-term investment, including as a contribution made to a company or co-operative if the market value of those assets exceeds PLN 20,000,000 or 5% of the total assets within the meaning of the Accounting Act, as determined on the basis of the most recently approved financial statements, as well as transfer of these assets for use to another entity for a period longer than 180 days in the calendar year, on the basis of a legal transaction, if the market value of the object of the legal transaction exceeds PLN 500,000 or 5% of the total assets, and transfer for use in the case of:-

        i. rental or lease contracts and other contracts on transfer of an asset for paid use to other entities – the market value of an object of a legal transaction is understood as the value of performances made:----------

- over a period of one year if the asset was transferred for use on the basis of a contract concluded for an unspecified time,----------

- throughout the term of the contract in the case of contracts concluded for a specified time,----------

ii. contracts of lending for use and other contracts on transfer of an asset for gratuitous use to other entities – the market value of the object of the legal transaction shall be understood as the equivalent of the value of the performances that would have been due had a contract of rental or lease been signed:----------

- for a period of one year if the asset was transferred for use on the basis of a contract concluded for an unspecified time,----------

- throughout the term of the contract in the case of contracts concluded for a specified time,----------

c) conclusion by the Company of an agreement with an affiliated entity, the value of which exceeds 10% of the Company's equity, except for typical agreements concluded on market terms within the framework of the Company's operating activity with a subsidiary in which the Company holds a majority capital share,--

d) contracting contingent liabilities the value of which exceeds PLN 10,000,000, including the granting by the Company of financial guarantees and sureties, except for contingent liabilities pertaining to subsidiaries,----------

e) issue of bills of exchange with a value exceeding PLN 10,000,000,----------

f) conclusion of a donation contract or another contract with a similar effect, the value of which exceeds the equivalent of PLN 20,000 or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994, as determined on the basis of the most recently approved financial statements,----------

g) disbursement of interim dividends,----------
-

h) subscription to or acquisition of shares, within the meaning of the Act on State Property Management of 16 December 2016, of another company,----------

i) disposal of shares, within the meaning of the Act on State Property Management of 16 December 2016, of another company,----------

j) investment projects relating to or associated with a generation unit and a co-generation unit or a distribution network within the meaning of the Energy Law if the value of the project exceeds EUR 50,000,000 for a generation unit or a co-generation unit and exceeds EUR 5,000,000 for a distribution network –----------

(i) implementation of the project by the Company, or----------

(ii) the Company granting a collateral for the implementation or financing of the project, or----------

(iii) its co-financing,----------

k) conclusion of a contract for legal services, marketing services, public relations and social communication services, as well as management consulting services, if the amount of remuneration provided for services rendered jointly in this contract or other contracts concluded with the same entity exceeds PLN 500,000 net, on an annual basis,----------

l) amendment to a contract for legal services, marketing services, public relations and social communication services and management-related consulting services raising the remuneration beyond the amount referred to in letter k,----------

m) signing a contract for legal services, marketing services, public relations and social communication services and management-related consulting services where no maximum amount of the remuneration is specified,----------

n) release from debt or another contract with a similar effect, the value of which exceeds the equivalent of PLN 50,000 or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994, as determined on the basis of the most recently approved financial statements.----------

17) determining the individual conditions for the provision of services by members of the Management Board, as part of the resolution of the General Meeting as referred to in § 27 section 1 clause 8) below,----------

18) determining the Rules of the Bonus System for members of the Management Board,-

19) suspending, for major reasons, individual or all members of the Management Board, as well as delegating members of the Supervisory Board, for a period not exceeding three months, to perform temporarily the duties of Management Board members who are at the time unable to perform their duties and setting their remuneration, provided that the total remuneration received by the delegated person for his or her performance of the function of a Supervisory Board member and his or her temporary performance of the duties of a Management Board member does not exceed the salary set in respect of the Management Board member being filled in for by the delegated member of the Supervisory Board,----------

20) granting consent for the establishment of the Company's branches abroad,----------

21) authorising Management Board members to assume positions in corporate bodies of other companies and collecting resulting remuneration,----------

22) defining the mode for exercising the voting right by the Company at the general meetings or shareholders' meetings of companies involved in generation, transmission or distribution of electricity in the following matters:----------

    a) incurring of contingent liabilities by such companies, ----------

    b) signing of credit facility and loan agreements,----------

    c) the establishment of collateral by such companies, including the establishment of security interests on their assets,----------

    d) concluding other agreements or determining the manner of exercising the voting rights by these companies at the general meeting or shareholders' meeting of the company in which these companies hold shares or stocks, ----------

    relating to or associated with generation units, co-generation units or a distribution network within the meaning of the Energy Law if the value of liabilities of such a company under the agreement or the value of the matter which is the subject of the resolution exceeds EUR 50,000,000 for a generation unit or a co-generation unit and exceeds EUR 5,000,000 for a distribution network.----------

23) specifying the Company's voting instructions for the general meetings of companies in which the Company holds shares with a total par value in excess of PLN 20,000,000 and which at the same time represent more than 50% of the share capital of such companies or the Company's subsidiaries within the meaning of the provisions of the Code of Commercial Companies, in the following matters:----------

    a) contracting of a liability, the establishment of a limited right in rem or the disposal of a right, including in particular the purchase or sale of a real property, a right of perpetual usufruct or an interest in a real property or in a right of perpetual usufruct with a value in excess of PLN 10,000,000,----------

    b) granting by the company of financial guarantees and sureties the value of which exceeds PLN 10,000,000,----------

    c) the amendment of the company's articles of association or articles of partnership,-

    d) the increase or lowering of the share capital,----------

    e) the merger, split-up or transformation of the company,----------

f) the establishment by such company of another company or the subscription for, purchase or sale by such company of shares or interests in another company,---

g) the sale or lease of the Company's enterprise or an organised part thereof or the establishment of a limited right in rem thereon if their value is in excess of PLN 40,000,000,----------

h) the issuance of bonds,----------

i) the dissolution and liquidation of the company,----------

24) granting the consent to conclude a material transaction with an entity related to the Company within the meaning of the Act of 29 July 2005 on Public Offering and on the Terms of Introducing Financial Instruments into Organised Trading and on Public Companies,----------

25) developing a procedure for periodic assessment whether material transactions with a related party of the Company are concluded on an arm's length basis as part of the ordinary business of the Company or a subsidiary of the Company.----------

2. The Company's Management Board shall:----------

1) provide the Supervisory Board with quarterly information about investment projects pursued by the companies in which the Company holds shares with a total nominal value in excess of PLN 20,000,000 and which at the same time represent more than 50% of the share capital of such companies or where the Company is the parent entity within the meaning of provisions of the Commercial Companies Code if such projects involve generation units, co-generation units or distribution networks within the meaning of the Energy Law and the value of the project exceeds EUR 50,000,000 for a generation unit or a co-generation unit and exceeds EUR 5,000,000 for a distribution network - regardless of how advanced the progress of the project is,-

2) provide the Supervisory Board with information on the course of and decisions taken at the general meeting or shareholders' meeting of the company referred to in para. 1 point 22 and 23 - with regard to the matters referred to in para. 1 point 22 and point 1 of this subparagraph above,----------

3) provide the Supervisory Board, within two months of the adjournment of the general meeting of companies in which the Company holds shares approving the financial statements and the activity reports or the consolidated financial statements of capital groups and the activity reports of capital groups, with annual information on the execution of investment projects pertaining or related to a generation unit or a cogeneration unit with a value in excess of EUR 50,000,000 or a distribution grid with a value in excess of EUR 5,000,000,----------

4) submit to the Supervisory Board, together with the Management Board's report on the Company's activities for the previous financial year, reports on:----------

   a) representation expenses, expenditure on legal services, marketing services, public relations and communication services and management consulting services,----------

   b) the application of good practices referred to in Art. 7 (3) (2) of the Act on State Property Management of 16 December 2016, if they apply to the Company-------

5) at least once a year prepare a report on supervision over the implementation of investment projects and submit it to the Supervisory Board for approval,----------

6) in companies where the Company is a dominant entrepreneur within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, in conjunction with Article 17(7), Article 18(2), Article 20 and Article 23, taking into account Articles 18a and 23a of the Act on State Property Management, introduce the rules enumerated in the Act on State Property Management.----------

§ 17

1. The Supervisory Board consists of 5 to 9 members.----------

2. Members of the Supervisory Board shall be appointed and dismissed by the General Meeting, subject to section 3 below. The number of members of the Supervisory Board shall be set by the General Meeting.----------

3. ORLEN S.A. shall have the personal right to appoint and dismiss members of the Supervisory Board, as follows:----------

   1) if the General Meeting determines that the Supervisory Board is composed of an even number of members of the Supervisory Board – ORLEN S.A. shall appoint such a number of members of the Supervisory Board which results from (a) dividing an even number of members of the Supervisory Board by two and then (b) increasing such a quotient by one so that ORLEN S.A. has the absolute number of votes in the Supervisory Board;----------

   2) if the General Meeting determines that the Supervisory Board is composed of an odd number of members of the Supervisory Board – ORLEN S.A. shall appoint such a number of members of the Supervisory Board which results from (a) dividing an odd number of members of the Supervisory Board by two and then (b) rounding off a

quotient so calculated upwards to the closest integer so that ORLEN S.A. has the absolute number of votes in the Supervisory Board;----------

3) appointing and dismissing of members of the Supervisory Board shall take place by means of a written statement of ORLEN S.A. filed to the Management Board of the Company. The statement shall be deemed filed upon its delivery.----------

4. The term of office of members of the Supervisory Board shall be a joint term and shall end on the day on which the General Meeting approves the financial statements for the second full financial year of its term of office. The beginning of the joint term of office so defined shall be the day following the day on which the General Meeting of the Company approves the financial statements for 2019. Notwithstanding other circumstances provided for in the Code of Commercial Companies, the mandate of a member of the Supervisory Board shall expire upon the end of the term of office.----------

5. ORLEN S.A. shall name, as a candidate for the position of a member of the Supervisory Board or appoint to the Supervisory Board a person who has been positively reviewed by the Council for Companies with State Treasury Shareholding and State Legal Persons as referred to in provisions of the Act on State Property Management of 16 December 2016.----------

6. Members of the Supervisory Board referred to in section 5 above should each time meet the requirements set out in the Act on State Property Management of 16 December 2016, in particular:----------

1) have a university degree or a university degree received abroad and recognised in the Republic of Poland on the basis of the relevant provisions of law, and have a service period on the basis of a contract of employment, appointment, choice, or designation, cooperative contract of employment, or a period of provision of services on the basis of another contract or under self-employment arrangements, of at least five years, and meet at least one of the following requirements:----------

a) hold the degree of DEcon, LL.D. or DSc in technical sciences,----------

b) have the professional title of legal adviser, advocate, registered auditor, tax adviser, investment adviser, or restructuring adviser,----------

c) have the title of Master of Business Administration (MBA),----------

d) hold the Chartered Financial Analyst (CFA) credential,----------

e) hold a Certified International Investment Analyst (CIIA) certificate,----------

f) hold an Association of Chartered Certified Accountants (ACCA) certificate,------

g) hold the Certified in Financial Forensics (CFF) credential,----------

h) have a confirmation that he or she has passed the examination before a committee appointed by the Minister of Ownership Transformations, the Minister of Industry and Trade, the Minister of the Treasury or a Selection Committee appointed pursuant to Article 15(2) of the Act of 30 April 1993 on National Investment Funds and their Privatisation,- ----------

i) have a confirmation that he or she has passed the examination before a committee appointed by the Minister of the Treasury pursuant to Article 12(2) of the Act of 30 April 1996 on Commercialisation and Privatisation,----------

j) have a confirmation of successfully passed examination for candidates for members of supervisory organs before an examination committee appointed by the Prime Minister;- ----------

k) pass the examination for candidates for members of supervisory bodies before an examination committee appointed by the minister competent for state assets;-

l) have knowledge or professional experience in the field of business management, supervision over the activities of management bodies of entrepreneurs, business consultancy or the specific nature of operations of the market of companies recognised in accordance with the secondary legislation issued pursuant to Art. 31 (2) of the Act on State Property Management of 16 December 2016 as the companies of significant importance to the state economy;----------

2) not be in an employment relationship with the Company or provide work or services thereto under any other legal relationship;----------

3) not hold shares, within the meaning of the Act on State Property Management of 16 December 2016, in a subsidiary, except for shares admitted to trading on a regulated market within the meaning assigned by the Act on Trading in Financial Instruments of 29 July 2005;----------

4) not be in an employment relationship with the company referred to in point 3) above or provide work or services thereto under any other legal relationship;----------

5) not to perform any activities that would be in conflict with his or her duties as a member of the Supervisory Board or which could give rise to any suspicion of

partiality or interest or a conflict of interests in relation to the Company's business;----------

6) meet requirements for a member of the Supervisory Board other than those specified in points 1 to 5 above, as specified in the relevant provisions of law,----------

7. The limitations referred to in paragraph 6 section 4 above shall not apply to the membership in the supervisory bodies.----------

8. ORLEN S.A. may not name as a candidate for the position of a member of the Supervisory Board or appoint as a member of the Supervisory Board any person who meets at least one of the following conditions:----------

   1) he or she is a volunteer assistant or employee in the offices of Members of Parliament, Senators, Members of Parliament and Senators, or Members of the European Parliament, under a contract of employment, or works under a fee-for-task or similar contract;----------

   2) he or she is a member of an organ of a political party which represents the political party and is authorised to incur liabilities;----------

   3) he or she is employed by a political party under a contract of employment or works under a fee-for-task or similar contract;----------

9. ORLEN S.A. shall immediately take actions to dismiss a member of the Supervisory Board referred to in section 5 above who does not meet the requirements set out in this article.----------

10. In the period in which the Company is a public company with at least one share admitted to trading in the regulated market, the majority of members of the Audit Committee appointed by the Supervisory Board out of members of the Supervisory Board and established by the General Meeting should meet the independence criteria provided for an independent member of the Supervisory Board, as defined in § 24 section 2 clause 3 below.----------

11. A member of the Supervisory Board may resign from their function in the Company. A resignation shall be effective if it is made in writing to the Company, to the hands of at least one member of the Management Board or a proxy. A copy of the resignation must be forwarded to the Chairman of the Supervisory Board for reference.----------

§ 18

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1. ORLEN S.A. shall have the personal right to appoint, out of members of the Supervisory Board appointed in accordance with § 17 section 3 above, a member of the Supervisory Board who shall act as the Chairman of the Supervisory Board. This right also applies if the Supervisory Board is elected by voting in separate groups in accordance with Article 385 of the Code of Commercial Companies. The Chairman of the Supervisory Board shall be appointed by way of a written statement filed with the Management Board. The statement shall be deemed filed upon its delivery. ----------

2. The Supervisory Board shall appoint and dismiss the Vice-Chairman and the Secretary of the Supervisory Board. Appointment of the Vice-Chairman and Secretary of the Supervisory Board should take place at the first meeting of the Supervisory Board of the new term of office.----------

3. Meetings of the Supervisory Board shall be conducted by the Chairman, or in his absence, the Vice-Chairman.----------

4. Statements addressed to the Supervisory Board shall be submitted to the Chairman of the Supervisory Board, and when it is impossible or very difficult, to the Vice-Chairman or the Secretary. ----------

§ 19

1. The Supervisory Board maintains regular supervision over activities of the Company in all fields of its operations.----------

2. The Supervisory Board shall meet at least once every 2 months.----------

3. Meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board or another authorised member of the Supervisory Board, presenting a detailed agenda.----------

4. A meeting of the Supervisory Board should be convened at the request of any member of the Supervisory Board or at the request of the Management Board.----------

5. A meeting of the Supervisory Board may be also attended by using means of direct remote communications.----------

§ 20

1. In order to convene a meeting of the Supervisory Board, it is required to invite all members of the Supervisory Board at least 7 days before the meeting. For important reasons, the Chairman of the Supervisory Board may shorten this period to two days, while ensuring that members of the Supervisory Board are timely informed of the accelerated date of the meeting with the appropriate means of communication.----------

2. In the invitation to the meeting of the Supervisory Board, the Chairman shall specify the date, venue and agenda of the meeting.----------

§ 21

1. The Supervisory Board may adopt resolutions if at least one half of its members are present and if all the Supervisory Board members have been invited to the meeting.----------
2. Resolutions of the Supervisory Board are passed by the absolute majority of votes. In the event of a tie vote, the vote cast by the Chairperson of the Supervisory Board shall prevail.-
3. The Supervisory Board adopts resolutions in an open ballot.----------
4. The Supervisory Board may adopt resolutions by following a written procedure or via remote means of direct communication, including in particular:----------

   - via e-mail, video-conference or teleconference. A resolution is valid if all members of the Supervisory Board have been notified of the wording of the draft resolution.----------
5. Resolutions adopted pursuant to the procedure set forth in section 4 above shall be presented at the next Supervisory Board meeting together with the outcome of the vote.--

§ 22

1. The Members of the Supervisory Board shall carry out their duties in person.----------
2. Participation in meetings is the duty of a Member of the Supervisory Board. Excusing the absence of a Member of the Supervisory Board shall require a resolution of the Supervisory Board.----------
3. Members of the Supervisory Board shall be entitled to a monthly remuneration in the amount determined by the General Meeting.----------
4. The Company covers the expenses incurred in connection with the performance of functions by the members of the Supervisory Board, in particular the cost of travel to attend Supervisory Board meetings, costs of accommodation and meals.----------
5. A member of the Supervisory Board shall disclose their relation to any shareholder holding shares representing at least 5% of votes at the general meeting to the Management Board of the Company. The above obligation shall apply to business, family and other relationships capable of affecting the standpoint of such member of Supervisory Board on any matter settled by the Supervisory Board.----------
6. The Company, pursuant to a resolution adopted by the General Meeting, may insure Members of the Supervisory Board from civil liability.----------

§ 23

1. During the period when the Company's shares are traded on a regulated market of Giełda Papierów Wartościowych w Warszawie S.A. [the Warsaw Stock Exchange], the Supervisory Board shall elect an Audit Committee from among its members.----------

2. Subject to § 24 section 2 below, the Supervisory Board may appoint standing or ad hoc committees. ----------

§ 24

1. A member of the Supervisory Board may not perform activities that would remain in conflict with their duties or could result in a suspicion of bias or self-interest.----------

2. In the period in which the Company is a public company with at least one share admitted to trading in the regulated market:----------

   1) at least three-member Audit Committee appointed by the Supervisory Board out of its members shall operate in the Company;----------

   2) at least one member of the Audit Committee should have knowledge and skills in the field of accounting or auditing of financial statements ("Criterion of Knowledge of Reporting");----------

   3) the majority of members of the Audit Committee, including its chairman, must meet the requirement of independence ("Criterion of Independence") provided for by the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight ("Act on Auditors");----------

   4) members of the Audit Committee should have skills and knowledge in the industry in which the Company operates; this condition is considered to be fulfilled if at least one member of the Audit Committee has skills and knowledge of the industry or if individual members, to specific extent, have skills and knowledge of the industry ("Criterion of Industry Knowledge").----------

3. A candidate for a member of the Supervisory Board intending to perform a function within the Audit Committee shall submit to the Company, before their appointment to the Supervisory Board, a written declaration of fulfilment of: The Criterion of Knowledge of Reporting, Criterion of Independence or Criterion of Industry Knowledge. In the event of circumstances resulting in failure to meet any of the declared criteria, in particular the Criterion of Independence, the member of the Supervisory Board shall immediately notify the Company of that fact. The Company shall publicly publish information on the current number of independent members of the Supervisory Board.----------

4. Subject to § 17 section 3 above, if the Company fails to meet any of the requirements regarding members of the Audit Committee referred to in the Act on Auditors, the Management Board of the Company shall immediately convene the General Meeting and put in its agenda an item concerning replenishment or changes to the composition of the Supervisory Board. Until changes in the composition of the Supervisory Board are made to adjust the number of members of the Audit Committee to the requirements of the Act on Auditors, the Supervisory Board and its members shall act in the existing composition and retain the ability to hold meetings and pass resolutions, as well as perform any other legal and factual activities.----------

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C. GENERAL MEETING----------

§ 25

1. General Meetings shall be held at the registered office of the Company or in Warsaw.------
2. The General Meeting shall be ordinary or extraordinary.----------
3. The General Meeting shall be convened by the Management Board of the Company:------
   1) on its own initiative,----------
   2) at the written request of the Supervisory Board,----------
   3) at the written request of a shareholder or shareholders representing at least one-twentieth of the share capital.----------
4. In the case referred to in art. 369 § 5^2 of the Code of Commercial Companies, a member of the Management Board shall convene a General Meeting.----------

§ 26

1. Shareholders may participate in the General Meeting and exercise their voting rights in person or by proxy.----------
2. The proceedings of the General Meeting shall be transmitted in real time and the audio or video recording of the proceedings shall be posted on the Company's website upon the end of the proceedings.----------
3. The General Meeting is entitled to adopt the Bylaws of the General Meeting setting forth the detailed rules for the operation of this corporate body.----------

§ 27

1. The following matters, beyond the matters specified in separate provisions of law and these Articles of Association, require the adoption of a resolution by the General Meeting:-------
   1) the Company's execution of a loan, advance or surety agreement or another similar agreement with a member of the Management Board, a member of the Supervisory Board, a commercial proxy or a liquidator or in favour of any such person,----------
   2) the Company's acquisition of its treasury stock in the situation referred to in Article 362 § 1 item 2 of the Code of Commercial Companies,----------
   3) the establishment, use or dissolution of the capital accounts or funds referred to in § 31 section 1 item 5 and section 2, created by way of a General Meeting resolution below,-
   4) shifting of the dividend record date, indication of the dividend payable date or splitting of the dividend payment into instalments,----------

5) all decisions concerning claims for damage caused in the course of the formation of the Company or the exercise of management or supervision,----------

6) disposal or lease of the enterprise or a branch of activities and creation of limited property rights thereon,----------

7) making decisions on awarding remuneration to members of the Supervisory Board and, if granted, determining its amount and rules of remuneration,----------

8) definition of the rules for determining the remuneration of members of the Management Board,----------

9) issue of convertible bonds or bonds with the right of priority and issue of subscription warrants referred to in art. 453 § 2 of the Code of Commercial Companies,----------

10) increase or decrease of the share capital,----------

11) adopting a policy specifying the principles of remuneration for members of the Management Board and Supervisory Board of the Company.----------

2. Save as otherwise provided in these Articles of Association or legislation, the purchase or sale of real property, perpetual usufruct or an interest in real property shall not require a resolution of the General Meeting.----------

3. In the matters referred to in section 1, the Management Board should present to the General Meeting a written explanation of its position together with a written opinion of the Supervisory Board on each of such matters.----------

§ 28

1. Resolutions of the General Meeting concerning:----------

1) the introduction of different types of shares, establishment of new types of shares,-----

2) changes to share preferences,----------

3) merger of the Company by formation of a new company or by acquisition by another company,----------

4) a division of the Company, with the exception of division by separation,----------

5) dissolution of the company, moving the registered office or principal establishment of the Company abroad,----------

6) transformation of the Company,----------

7) any decrease in the share capital by redemption of a portion of shares, unless made in parallel with an increase in share capital,----------

require a four-fifths majority of votes cast.----------

2. A resolution concerning a significant change to the Company's line of business can be passed without the redemption of shares from the shareholders who oppose the change.-

V. ECONOMY OF THE COMPANY----------

§ 29

The calendar year shall be the financial year of the Company.----------

§ 30

The Company's accounts shall be kept in accordance with the International Accounting Standards and applicable law.----------

§ 31

1. The Company shall set up the following equities and funds:----------
   1) share capital,----------
   2) supplementary capital,----------
   3) revaluation reserve capital,----------
   4) reserve capital,----------
   5) other funds created by means of a resolution of the General Meeting.----------
2. The Company may set up and dissolve other equities, by means of a resolution of the General Meeting, to cover specific losses or expenses, at the beginning and during the financial year.----------

§ 32

1. The General Meeting may allocate profits to pay dividends, equities and funds of the Company and for other purposes, under the principles defined by the General Meeting.---
2. The Management Board of the Company shall be authorised to pass a resolution on making an advance payment to the shareholders against the dividend expected to be paid out at the end of the financial year provided that the Company has sufficient funds to make such a payment. The advance payment shall require the consent of the Supervisory Board.----------

§ 33

The Company may issue bonds including convertible bonds and bonds with right of priority.--

VI. PRINCIPLES OF SALE OF FIXED ASSETS----------

§ 34

1. Subject to section 2 below, the sale by the Company of fixed assets within the meaning of the Accounting Act of 29 September 1994 shall take place under a tendering procedure or an auction in the event of assets with a market value exceeding 0.1% of the total assets, as determined on the basis of the most recently approved financial statements, unless the market value of the asset put up for sale does not exceed the equivalent of PLN 20,000 (say: twenty thousand zlotys).----------

2. The Company may sell fixed assets without holding a tendering procedure or an auction if:-

   1) the object of the contract are shares/interests or other financial fixed assets or licenses, patents or other industrial property rights or know-how, provided the terms and conditions of the sale process other than a public tendering procedure or an auction have been defined in a resolution of the Supervisory Board,----------

   2) the sale takes place in the winding-up proceedings on the terms and conditions defined in a resolution of the General Meeting, under separate legal regulations,----------

   3) the object of the sale are residential units constituting the company's property and the sale takes place in return for a price not lower than 50% of their market value to the tenant or the tenant's relative living with the tenant on a permanent basis within the meaning of Article 4.13 of the Act on Real Estate Management of 21 August 1997; the price shall be specified taking into account the fact that occupied units constitute the object of the sale; the values of improvements made by the tenant shall be counted towards the price of the unit,----------

   4) in other justified cases – on the motion from the Management Board, in return for the price or on the terms and conditions specified by way of a resolution of the Supervisory Board,----------

   5) the sale is made to the subsidiaries and companies of the ORLEN Group,----------

   6) the object of the sale are carbon dioxide emission allowances and their equivalents,---

   7) the rules of sale of fixed assets of a particular type are defined separately in mandatory provisions of law,----------

3. The following mode of disposal of fixed assets is hereby adopted:----------

   1) the announcement of the tender or auction shall be published on the website of the Company, in a visible and publicly accessible place at the Company's registered office and in other places customary for placing announcements.----------

   2) the auction or tender may take place no earlier than 14 days after the announcement of the auction or tender.----------

   3) the following may not participate in the auction or tender as bidders:----------

a) Members of the Management Board and Supervisory Board of the Company,--------

b) the business entity conducting the tender or auction and Members of its Management Board and Supervisory Board,----------

c) persons entrusted with the performance of activities related to the conduct of the auction or tender,----------

d) the spouse, children, parents and siblings of the persons referred to in letters a-c,--

e) persons who remain in a legal or actual relationship with the auctioneer that may raise reasonable doubt as to the impartiality of the auctioneer.----------

4) entering a tender or auction shall be contingent upon providing a tender bond of at least 5% of the starting price of the fixed asset put on sale. The Terms and Conditions referred to in clause 7) below may provide for a higher amount of the bond.----------

5) before commencing a tender or auction, the Company shall determine the starting price, which may not be lower than the market value determined by experts; if such value cannot be determined, such price may not be lower than the net book value.-----

6) The Company may waive the valuation of a fixed asset by an appraiser if:----------

a) the costs of its valuation obviously exceeds its market value,----------

b) the fixed asset has a set market price.----------

7) the terms and conditions setting forth the rules and mode of the tender or auction, the content of the announcement, the form and conditions of the tender or audition shall be adopted by the Company.----------

8) the tender or auction organiser shall have the right to close the tender without selecting any bid, without giving reasons.----------

9) the winner of the tender or auction shall be the bidder who offered the highest price.---

VII. MISCELLANEOUS ----------

§ 35

1. Whenever these By-Laws refer to the amount expressed in zlotys, this shall mean the net amount.----------

2. If the Company is to perform an operation expressed in a currency other than zloty, then in order to determine whether performance of such an operation requires corporate approvals, the equivalent of such an amount in zlotys shall be used at the average exchange rate of that currency to the Polish currency as announced by the National Bank of Poland on the day

preceding the date of request for the consent to perform such an operation or on the day on which the Management Board determines that the operation does not require corporate approvals given its value.----------

DRAFT

Appendix No. 5

Resolution No. …
of the Extraordinary General Meeting
of ENERGA Spółka Akcyjna with its registered office in Gdańsk
of 2 April 2026

on the: registration in Krajowy Depozyt Papierów Wartościowych of CC series shares and pre-emptive rights to CC series shares and on applying for admitting CC series shares and pre-emptive rights to CC series shares to trading on the regulated market of the Warsaw Stock Exchange.

The Extraordinary General Meeting of Shareholders of ENERGA S.A. ("**the Company**") resolves as follows:

§ 1

1. CC Series Shares issued pursuant to Resolution No. [•] of the Extraordinary General Meeting of ENERGA S.A. dated [•] 2026 on the increase of the company's share capital through the issuance of series CC shares by means of closed subscription (i.e., respecting the pre-emptive rights of existing shareholders), setting 7 April 2026 as the record date for pre-emptive rights to series CC shares, and amending the company's Articles of Association ("**CC Series Shares**") and pre-emptive rights relating to CC Series Shares shall be dematerialised pursuant to the provisions of the aforementioned Act of 29 July 2005 on trading in financial instruments, i.e. they will be registered in a depository maintained by Krajowy Depozyt Papierów Wartościowych S.A. ("**KDPW**").
2. The Company will apply for admitting CC Series Shares and pre-emptive rights to CC Series Shares to trading on the regulated market of the Warsaw Stock Exchange ("**GPW**").
3. The Company's Management Board is hereby authorised to:
   1) take all actions in law and fact to register CC Series Shares and pre-emptive rights to CC Series Shares in the depository maintained by the KDPW, in particular, to conclude agreements with KDPW concerning the registration of such financial instruments in the depository maintained by the KDPW;
   2) take all actions in law and fact to admit and introduce CC Series Shares and pre-emptive rights to CC Series Shares to trading on the regulated market of the Warsaw Stock Exchange;
   3) prepare, submit to the Polish Financial Supervision Authority and make public the document referred to in Article 1(5)(ba)(iii) of Regulation 2017/1129, relating to the admission to trading of CC Series Shares and pre-emptive rights to CC Series Shares.

§ 2

The Resolution comes into effect upon its adoption.

Reasoning for passing the resolution:

The submitted 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.

Including in the agenda an item concerning the adoption of a resolution on the registration in Krajowy Depozyt Papierów Wartościowych of CC series shares and pre-emptive rights to CC series shares and on applying for admitting CC series shares and pre-emptive rights to CC series shares to trading on the regulated market of the Warsaw Stock Exchange is intended to enable shareholders to trade CC series shares and associated financial instruments on a regulated market.

DRAFT

Appendix No. 6

Resolution No. …
of the Extraordinary General Meeting
of ENERGA Spółka Akcyjna with its registered office in Gdańsk
of 2 April 2026

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

The Extraordinary General Meeting of Shareholders of ENERGA S.A. ("**the Company**") resolves as follows:

§ 1

The Extraordinary General Meeting of Energa S.A., acting pursuant to Article 400 §4 of the Commercial Companies Code, hereby resolves that the costs of convening and conducting the Extraordinary General Meeting shall be borne by the Company.

§ 2

The Resolution comes into effect upon its adoption.