



Warsaw, on 16 May 2022

KG/ /2022

**Management Board of
ENERGA Spółka Akcyjna
Al. Grunwaldzka 472
80-309 Gdańsk**

Dear Sir/Madam,

Acting on behalf of: Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock (further also: "PKN ORLEN S.A."), being shareholder of ENERGA Spółka Akcyjna with its registered office in Gdańsk (further also: "ENERGA S.A.", "Company"), holding a total of 376,488,640 shares, which represent 90.92% of the share capital of ENERGA S.A. and give right to 521,416,640 votes, which constitutes 93.28% of the total number of votes, i.e. representing solely at least one twentieth of the share capital of ENERGA S.A., pursuant to Article 401 § 4 of the Polish Code of Commercial Companies and Partnerships:

- 1) as regards item 13 of the agenda of the Ordinary General Meeting of the Company convened to take place on 20 May 2022 – *Adoption of resolution on amendments to the Company's Articles of Association*, we submit a draft resolution concerning an additional amendment to the Company's Articles of Association,
- 2) as regards item 14 of the agenda of the Ordinary General Meeting of the Company convened to take place on 20 May 2022 – *Adoption of resolution on the consolidated text of the Company's Articles of Association*, we submit a draft resolution on the consolidated text of the Company's Articles of Association which takes account of both the amendments put forward by the Management Board and the aforesaid amendment proposed by PKN ORLEN S.A.,
- 3) as regards item 16 of the agenda of the Ordinary General Meeting of the Company convened to take place on 20 May 2022 – *Adoption of resolution on the establishment of the principles of setting the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna and on repealing Resolution 34 of the Ordinary General Meeting of 29 June 2020*, we submit a draft resolution on the establishment of the



principles of setting the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna and on repealing Resolution 34 of the Ordinary General Meeting of 29 June 2020, which replaces the draft resolution submitted by way of Shareholder's Motion dated 27 April 2022,

- 4) as regards item 17 of the agenda of the Ordinary General Meeting of the Company convened to take place on 20 May 2022 – *Changes to the composition of the Supervisory Board of ENERGA SA*, we propose a candidate to be appointed Member of the Supervisory Board of ENERGA S.A. in accordance with the draft resolution published by the Company on 29 April 2022.

Statement of reasons

As regards item 13 of the agenda of the Ordinary General Meeting of the Company – *Adoption of resolution on amendments to the Company's Articles of Association*, we, as Shareholder, submit a draft resolution concerning the following amendment:

§ 16.1.6 of the Articles of Association

reading as follows:

- 6) examination and opining matters intended to be the object of General Meeting's resolutions,

will read as follows:

- 6) opining draft resolutions proposed by the Management Board to be included in the General Meeting's agenda,

The proposed amendment is required due to the need to adapt the wording of the Articles of Association to item 4.7. of the Best Practice for WSE Listed Companies 2021 approved by Resolution No. 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange of 29 March 2021. The Best Practice for WSE Listed Companies 2021 is a collection of corporate governance rules for joint stock companies which issue shares, convertible bonds, or senior bonds which are admitted to trading on the regulated market maintained by the Warsaw Stock Exchange. The Best Practice for WSE Listed Companies 2021 came in force on 1 July 2021.

As regards item 14 of the agenda of the Ordinary General Meeting of the Company – *Adoption of resolution on the consolidated text of the Company's Articles of Association*, we, as



Shareholder, submit a new wording of the consolidated text of the Company's Articles of Association which takes account of the amendment of § 16.1.6 of the Articles of Association proposed by PKN ORLEN S.A. and the amendments put forward by the Management Board.

As regards item 16 of the agenda of the Ordinary General Meeting of the Company – *Adoption of resolution on the establishment of the principles of setting the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna and on repealing Resolution 34 of the Ordinary General Meeting of 29 June 2020*, we, as Shareholder, withdraw the draft resolution of the Ordinary General Meeting submitted on 27 April 2022 and we replace it with a new draft resolution. The submitted draft resolution takes account of the current rules on remuneration of supervisory board members of ORLEN group companies.

The submitted draft resolution of the Ordinary General Meeting Resolution determining the rules on remuneration of Members of the Supervisory Board fine-tunes Resolution No. 34 of the Ordinary General Meeting of ENERGA S.A. of 29 June 2020, among other things, in the following respect:

- § 2 of the draft resolution explicitly states that a Member of the Company's Supervisory Board who, simultaneously, holds a function in the Management Board of a parent company within the meaning of the Competition and Consumer Protection Act of 16 February 2007 is not eligible to any remuneration from the Company. The fact of non-reception of remuneration by members of the Management Board of the Company's parent company follows from the Rules on the Structure of Remuneration of Persons Managing Certain Companies Act of 9 June 2016,
- § 3 of the draft resolution also stipulates rules pertaining to reimbursement of costs related to participation in Supervisory Board's works, which follows from Article 392 § 3 of the Polish Code of Commercial Companies and Partnerships.

As regards item 17 of the agenda of the Ordinary General Meeting of the Company – *Changes to the composition of the Supervisory Board of ENERGA Spółka Akcyjna*, we, as Shareholder, propose the following candidate to be appointed Member of the Company's Supervisory Board:
Ms. Barbara Hajdas



The candidate to the Supervisory Board of ENERGA S.A. meets the requirements for supervisory board members laid down in the law, including those provided in Article 19 of the Rules on State Property Management Act of 16 December 2016, accordingly. The proposed candidate has obtained a positive opinion of the Council for Companies with the Participation of State Treasury and State Legal Persons referred to in Article 24(1) of the Rules on State Property Management Act of 16 December 2016. Furthermore, the candidate herself has submitted the required declaration of a candidate for Member of the Supervisory Board of ENERGA S.A. which states that she meets the relevant requirements.

Short presentation of the candidate:

Barbara Hajdas has graduated from the Krakow Academy of Economics, majoring in Economics, specialising in public economy and administration. She completed a post-graduate MBA programme for Financiers at the Leon Kozminski Academy in Warsaw.

She has long experience working in finance. In 2004–2018, she worked in the Industrial Development Agency, among others, as Deputy Finance Department Director. Since 2018, she has been connected with PKN ORLEN S.A., as Executive Business Controlling Director in charge, among other things, of supervision over budget implementation within the Concern, financial supervision over ORLEN group companies, development of Investment and Financial Plans.

For many years, she has held the function of Supervisory Board Member in numerous companies, including lately in: Unipetrol a.s., Ruch S.A., ORLEN CUK Sp. z o.o., and ANWIL S.A.

On behalf of Polski Koncern Naftowy ORLEN S.A.

Appendices:

1. Draft resolution of the Ordinary General Meeting of ENERGA Spółka Akcyjna on amendments the Company's Articles of Association,
2. Draft resolution of the Ordinary General Meeting of ENERGA Spółka Akcyjna on the consolidated text of the Company's Articles of Association,
3. Draft resolution of the Ordinary General Meeting of ENERGA Spółka Akcyjna on the establishment of the principles of setting the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna and on repealing Resolution 34 of the Ordinary General Meeting of 29 June 2020,
4. Printout of information corresponding to the current excerpt from the register of entrepreneurs for PKN ORLEN S.A. retrieved on 16 May 2022.