

**Resolution No. ...  
of the Ordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
of 15 June 2023**

**on:** the change in the principles of setting the remuneration of Members of the Management Board of ENERGA Spółka Akcyjna

The Ordinary General Meeting of ENERGA Spółka Akcyjna (hereinafter also referred to as: "ENERGA S.A.", the "Company"), acting under 378 § 2 of the Code of Commercial Companies, having regard Article 27(1)(8) of the Company's Articles of Association, in connection with Resolution No. 33 of the Ordinary General Meeting of ENERGA S.A. of 29 June 2020, hereby resolves as follows:

§ 1

Resolution No. 33 of the Ordinary General Meeting of ENERGA S.A. of 29 June 2020 on establishing the principles of setting the remuneration of Members of the Management Board of ENERGA Spółka Akcyjna and repealing Resolution No. 20 of the Ordinary General Meeting of June 2019 is amended as follows:

➤ § 3 sec. 3 is replaced by the following:

“3. Moreover, additional Managerial Goals are established to determine payment of Variable Remuneration for a given financial year, consisting in:

a) applying the rules for remunerating members of management and supervisory bodies in accordance with the Act of 9 June 2016 on the Rules for Determining the Remuneration of Persons Managing Certain Companies in all companies of the Energa Group,

b) fulfilling the obligations referred to in Articles 17-20, Article 22 and Article 23 of the Act of 16 December 2016 on the Rules for Managing State Assets in the subsidiaries of the Company within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection.”;

➤ § 5 sec. 3 is replaced by the following:

“3. The contract may provide for the rules of the Company paying for the costs related to accommodation or co-financing the costs of renting a flat if the place of residence is more than 100 km from the registered office of the Company, up to PLN 4,500 gross, and the medical care package under the rules in effect in the Company.”;

➤ § 6 sec. 5f) is replaced by the following:

“f) if the Member of the Management Board is employed for at least one year and such employment continues uninterrupted for at least one year (under a contract of employment or another legal relation) in PKN ORLEN S.A. or in ENERGA S.A. or in companies related to PKN ORLEN S.A. or in companies related to ENERGA S.A. over a period shorter than 12

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months from the revoking or expiry of the mandate of the Member of the Management Board. If a Member is hired in PKN ORLEN S.A. or in ENERGA S.A. or in companies related to PKN ORLEN S.A. or in companies related to ENERGA S.A. before the date of payment of the severance pay, the payment of the severance pay shall be suspended for the duration of employment and if the severance pay was paid before that time, it shall be refunded at the first request of the Company by the specified date. After one year of uninterrupted employment, as referred to in the first sentence, the right to severance pay shall expire.”

§ 2

The Resolution comes into effect upon its adoption.