

Warsaw, 1 March 2024

KG/ 49 /2024

**Management Board of the Company**

**ENERGA Spółka Akcyjna**

**Al. Grunwaldzka 472**

**80-309 Gdańsk**

**MOTION OF A SHAREHOLDER REPRESENTING AT LEAST ONE TWENTIETH OF THE SHARE CAPITAL TO CONVENE AN EXTRAORDINARY GENERAL MEETING AND PLACE SPECIFIC MATTERS ON THE AGENDA**

Acting on behalf of: Orlen Spółka Akcyjna with its registered office in Płock (hereinafter also referred to as: "Orlen S.A."), as a shareholder of ENERGA Spółka Akcyjna with its registered office in Gdańsk (hereinafter also referred to as: "ENERGA S.A.", "Company"), holding the total of 376,488,640 shares, which represent 90.92% of the share capital of ENERGA S.A. and carry 521,416,640 votes, which represent 93.28% of the total number of votes, i.e., representing independently at least one-twentieth of the share capital of ENERGA S.A., pursuant to Article 400 § 1 of the Code of Commercial Companies, we request that the Extraordinary General Meeting of ENERGA Spółka Akcyjna be convened as soon as possible and the following item be placed on the agenda of the Extraordinary General Meeting:

"Passing of resolutions on changes in the composition of the Supervisory Board of ENERGA Spółka Akcyjna".

**Statement of reasons**

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. Placing on the agenda of the Extraordinary General Meeting of the Company an item regarding changes in the composition of the Supervisory Board results from the competence of the General Meeting to appoint and dismiss members of the Supervisory Board.

For and on behalf of ORLEN S.A.

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**Tomasz Zieliński**

Member of the Supervisory Board of ORLEN S.A.  
delegated to temporarily perform the duties of a  
Member of the Management Board of ORLEN  
S.A.

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**Witold Literacki**

Member of the Board of ORLEN S.A.  
acting as President of the Management Board of  
ORLEN S.A.

**Appendices:**

1. Draft Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna on the dismissal of a Member of the Supervisory Board of ENERGA Spółka Akcyjna,
2. Draft Resolution of the Extraordinary General Meeting of ENERGA Spółka Akcyjna on the appointment of a Member of the Supervisory Board of ENERGA Spółka Akcyjna.

**ORLEN Spółka Akcyjna**

Registered office in Płock: ul. Chemików 7, 09-411 Płock, tel. +48 24 256 00 00

Entered in the National Court Register maintained by the District Court for Łódź-Śródmieście in Łódź  
20th Commercial Division under number 0000028860

Tax ID [NIP] 774 00 01 454, National Waste Database [BDO] 000007103, share capital/paid-in capital: PLN  
1,451,177,561.25  
www.orlen.pl

DRAFT

**Resolution No. ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
date ..... 2024**

**on:** dismissal of a Member of the Supervisory Board of ENERGA Spółka Akcyjna

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 17.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to:

§1

Dismiss Mr./Ms. .... from the composition of the Supervisory Board of ENERGA Spółka Akcyjna and the function held in the Supervisory Board of the Company.

§2

The Resolution comes into effect upon its adoption.

DRAFT

**Resolution No. ...  
of the Extraordinary General Meeting  
of ENERGA Spółka Akcyjna with its registered office in Gdańsk  
dated .....2024**

**on:** appointment of a Member of the Supervisory Board of ENERGA Spółka Akcyjna

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 17.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby resolves to:

§1

Appoint Mr./Ms..... to the composition of the Supervisory Board of ENERGA Spółka Akcyjna to perform the function of a Member of the Supervisory Board.

§2

The Resolution comes into effect upon its adoption.