

**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

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.

**Resolution No. [•]
of the Extraordinary General Meeting of ENERGA
S.A.
dated [•] 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.

Resolution No. [•] of the Extraordinary General Meeting of ENERGA S.A. dated [•] 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.