



REPORT ON REMUNERATION
OF ENEA S.A. MANAGEMENT BOARD
AND SUPERVISORY BOARD MEMBERS
IN 2021

27 April 2022

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Overview

This “Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2021” (hereinafter “the Remuneration Report”) has been prepared by the Supervisory Board of ENEA S.A. pursuant to Article 90g of the Act of 29 July 2005 *on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies* (Journal of Laws of 2020, Item 2080, as amended), hereinafter referred to as “the Act on Offerings”.

It provides a comprehensive overview of remuneration, including all benefits, regardless of their form, due to or received by individual members of ENEA S.A. Management Board and ENEA S.A. Supervisory Board in the last financial year, in accordance with the remuneration policy referred to in Chapter 4A of the Act on Offerings. Thus, the report shows all the components referred to in Article 90d sec. 3 item 1 thereof as well as the ratios between individual components in line with the “Remuneration policy for members of the supervisory body and management body at ENEA Spółka Akcyjna” adopted by the Ordinary General Meeting of ENEA S.A. on 30 July 2020 (hereinafter the “Remuneration Policy”).

CHAPTER 1

Rules for remunerating Members of the ENEA S.A. Management Board and ENEA S.A. Supervisory Board Members in effect in 2021

I. Rules for remunerating Members of the ENEA S.A. Management Board

The remuneration rules for ENEA S.A. Management Board Members effective in 2021 had been implemented by virtue of a resolution No. 3 of the Extraordinary General Meeting of ENEA S.A. of 19 December 2019 *on the rules for setting remuneration of Management Board Members*, hereinafter the “Resolution”. Remuneration of ENEA S.A. Management Board Members was set and paid out in accordance with the Remuneration Policy.

The Resolution put in place the following principles:

1. A management services agreement (hereinafter the “Agreement”) is signed with a Management Board Member, the content of which is determined by the ENEA S.A. Supervisory Board on the terms and conditions laid down in the Act of 9 June 2016 *on the Rules for Remunerating Persons Heading Certain Companies* (Journal of Laws of 2020, Item 1907, as amended), hereinafter the “Act on Setting Remuneration”.
2. The Management Board Members:
 - are entitled to monthly Fixed Remuneration, set as an amount within the range from 7 to 15 times the base amount referred to in Article 1 sec. 3 item 11 of the Act on Setting Remuneration, which is reflected in Article 2 sec. 2 letters (a) and (b) of the Resolution on

Setting Remuneration and in Chapter 4 Article 3 sec. 2 letters (a) and (b) of the Remuneration Policy.

- The Variable Remuneration, which depends on the level of achievement of the management objectives in line with Article 3 sec. 1 of the Resolution on Setting Remuneration and Chapter 4 Article 3 sec. 3 of the Remuneration Policy may not exceed 100% of the Fixed Remuneration amount in the previous financial year.
3. In accordance with Article 3 sec. 4 letter (a) of the Resolution on Setting Remuneration and Chapter 4 Article 3 sec. 5 letter (a) of the Remuneration Policy, a given Management Board Member is entitled to the Variable Remuneration following approval by the General Meeting of the following:
- the Management Board's Report on the Company's Activity;
 - the Financial Statements of the Company for the previous financial year;
 - and after a discharge on the performance of his/her duties is granted.
4. The Supervisory Board may sign with a Management Board Member a no-compete agreement effective after he/she ceases to perform the function, however it may be signed only if the Management Board Member has performed the function for at least six (6) months and the compensation amount for each month of the no-compete undertaking may not exceed 50% of the monthly Fixed Remuneration received by the Management Board Member before he/she ceased to perform the function. The no-compete period may not exceed 6 months after the Management Board Member ceases to perform the function. In the event of non-performance or improper performance of the no-compete agreement by a Management Board Member he/she will pay the Company a contractual penalty, which will not be lower than the compensation amount payable for the entire no-compete period (Article 7 sec. 1-4 of the Resolution on Setting Remuneration and Article 3 sec. 10-13 of Chapter 4 of the Remuneration Policy).
5. In the event of termination or dissolution of the Agreement by the Company in line with Article 6 sec. 4-5 of the Resolution on Setting Remuneration and Chapter 4 Article 2 sec. 9-10 of the Remuneration Policy, the Management Board Member may be granted a severance pay in the amount not higher than 3 times the Fixed Remuneration under the condition he/she has discharged the function for the period of at least 12 months before termination of the Agreement. The severance pay will not be awarded to the Management Board Member in the event of:
- dissolution, termination or amendment of the Agreement resulting from a change of the function performed by the Management Board Member in the Management Board;
 - termination, dissolution or amendment of the Agreement resulting from the Management Board Member being appointed for another term of office of the Management Board;
 - the Management Board Member taking up a function in a company within the ENEA Group (hereinafter "the ENEA Group");
 - resignation from performing the function.

6. In accordance with Article 4 sec. 2 of the Resolution on Setting Remuneration and Chapter 4 Article 3 sec. 8 of the Remuneration Policy, a Management Board Member may not receive remuneration for performing the function of a member of a corporate body in the Company's subsidiaries within ENEA Group as defined in Article 4 item 14 of the Act of 16 February 2007 *on Competition and Consumer Protection* (Journal of Laws of 2021, Item 275, as amended).

Acting based on the Remuneration Policy, the Act on Setting Remuneration, and the Resolution on Setting Remuneration, the Supervisory Board set the remuneration of the Management Board Members in the relevant resolutions, including those establishing the wording of the Agreements, as well as the amounts of the Fixed Remuneration for the Management Board Members, which were within the range set by the General Meeting of ENEA S.A.

II. Rules for remunerating Members of the ENEA S.A. Supervisory Board

The remuneration rules for ENEA S.A. Supervisory Board Members effective in 2021 had been implemented by virtue of Resolution of the General Meeting of ENEA S.A. of 15 December 2016, amended pursuant to the resolution of the General Meeting of 19 December 2019 on setting remuneration of Supervisory Board Members. Pursuant to Article 1 sec. 1 of the above-mentioned resolution, Supervisory Board Members are entitled only to the monthly remuneration determined as a product of the base amount for calculation referred to in Article 1 sec. 3 item 11 of the Act on Setting Remuneration¹ and the following multiplier:

- for the Chairman of the Supervisory Board – 1.7;
- for other Supervisory Board Members – 1.5.

The resolution of the General Meeting further stipulates that:

- Supervisory Board Members are entitled to the abovementioned remuneration regardless of the number of meetings convened (Article 1 sec. 2 of the Resolution on Setting Remuneration of Supervisory Board Members);
- a Supervisory Board Member is not entitled to any remuneration for the month in which he/she did not attend any of the correctly convened meetings and their absence was not excused (Article 1 sec. 3 of the Resolution on Setting Remuneration of Supervisory Board Members).

Remuneration rules for ENEA S.A. Management Board Members and ENEA S.A. Supervisory Board Members are defined in the Remuneration Policy and comply with the Remuneration Policy.

¹ The base amount was determined in the Act of 19 November 2020 on special solutions for implementing the 2021 budget act (Journal of Laws of 2020, Item 2400, as amended) as the average monthly salary in the corporate sector without profit-sharing in the fourth quarter of 2016, as announced by the President of Statistics Poland, which amounted to PLN 4,403.78.

CHAPTER 2

Persons subject to the disclosure obligation for 2021

The report concerns the individual ENEA S.A. Management Board Members and the individual Supervisory Board Members who performed functions in the ENEA S.A. Management Board and Supervisory Board, respectively, in the period from 1 January 2021 to 31 December 2021.

Tables 1 and 2 contain a list of persons who meet this condition, broken down into Management Board Members and Supervisory Board Members:

Table 1 Composition of ENEA S.A. Management Board in 2021

Name	Function	Time of service
Paweł Szczeszek	President of the Management Board	1 January 2021 – 31 December 2021
Tomasz Siwak	Management Board Member for Commercial Matters	1 January 2021 – 31 December 2021
Tomasz Szczegielniak	Management Board Member for Corporate Matters	1 January 2021 – 31 December 2021
Marcin Pawlicki	Management Board Member for Operational Matters	1 January 2021 – 31 December 2021
Rafał Mucha	Management Board Member for Financial Matters	1 January 2021 – 31 December 2021
Lech Żak	Management Board Member for Strategy and Development	29 November 2021 - 31 December 2021

Table 2 Remuneration of Supervisory Board in 2021

Name	Function	Time of service
Rafał Włodarski	Supervisory Board Member/ Supervisory Board Chairman as of 7 January 2021	1 January 2021 – 31 December 2021
Roman Stryjski	Supervisory Board Deputy Chairman	1 January 2021 – 31 December 2021
Michał Jaciubek	Supervisory Board Secretary	1 January 2021 – 31 December 2021
Piotr Mirkowski	Supervisory Board Member	1 January 2021 – 31 December 2021
Paweł Korobłowski	Supervisory Board Member	1 January 2021 – 31 December 2021
Tomasz Lis	Supervisory Board Member	18 November 2021 - 31 December 2021

Maciej Mazur	Supervisory Board Member	1 January 2021 – 31 December 2021
Mariusz Pliszka	Supervisory Board Member	1 January 2021 – 31 December 2021
Mariusz Fistek	Supervisory Board Member	1 January 2021 – 22 December 2021
Dorota Szymanek	Supervisory Board Member	7 January 2021 – 31 December 2021
Izabela Felczak-Poturnicka	Supervisory Board Chairwoman	1 January 2021 – 5 January 2021
Ireneusz Kulka	Supervisory Board Member	1 January 2021 – 16 September 2021

In 2021 and as at the date of signing this Remuneration Report, mandates of Supervisory Board Members have been held by the representatives of employees elected in line with the Articles of Association of ENEA S.A.: Mr. Michał Jaciubek, Mr. Maciej Mazur and Mr. Mariusz Pliszka, who were elected to the Supervisory Board as employees of ENEA Group companies and remain employed under employment agreements: Michał Jaciubek in ENEA Wytwarzanie spółka z o.o., Maciej Mazur in Lubelski Węgiel Bogdanka S.A., Mariusz Pliszka in ENEA Operator spółka z o.o. On account of their employment, they receive remuneration and other benefits due to employees of the respective companies.

CHAPTER 3

Total remuneration of ENEA S.A. Management Board Members

I. Ratios between individual components of remuneration

The ratios described below between individual components of remuneration are regulated in the same way for each ENEA S.A. Management Board Member.

1. Each ENEA S.A. Management Board Member receives a monthly basic remuneration (Fixed Remuneration) in the amount within the range from 7 to 15 times the base amount referred to in Article 1 sec. 3 item 11 of the Act on Setting Remuneration (Article 2 sec. 2 letters (a) and (b) of the Resolution on Setting Remuneration and in Chapter 4 Article 3 sec. 2 letters (a) and (b) of the Remuneration Policy).
2. In accordance with Article 1 sec. 3 items 3.1.1 and 3.1.2 of the Resolution No. 86/X/2021 of 22 December of the ENEA S.A. Supervisory Board on setting remuneration of the ENEA S.A. Management Board Members, the Supervisory Board, acting within its powers, set the monthly Fixed Remuneration for:
 - the President of the Management Board in the amount of PLN 65,000;

- other Management Board Members in the amount of PLN 55,000.
3. The monthly Fixed Remuneration is paid for the calendar month, after it ends, on the basis of an invoice issued by a Management Board Member and in accordance with the rules set forth in the Agreement.
 4. In accordance with Article 3 sec. 1 of the Resolution on Setting Remuneration and Chapter 4 Article 3 sec. 3 of the Remuneration Policy, each ENEA S.A. Management Board Members is entitled to Variable Remuneration for a given financial year which depends on the level of achievement of the management objectives and may not exceed 100% of the Fixed Remuneration amount in the previous financial year.
 5. The Variable Remuneration due for a given financial year is determined by the Supervisory Board during the financial year following the year for which the management objectives were set. Variable Remuneration is payable to the respective Management Board Member after the Management Board Activity Report and the Financial Statements of the Company for the previous financial year are approved and a discharge on the performance of his/her duties is granted by the General Meeting (Article 3 sec. 4 letter (a) of the Resolution on Setting Remuneration and Chapter 4 Article 3 sec. 5 letter (a) of the Remuneration Policy). The amount for 2021 has not been determined as at the date of adoption of this Report, as the conditions referred to above have not been fulfilled, i.e. the Management Board Activity Report and the Financial Statements for the previous year have not been approved and the respective Management Board Members have not been discharged. The actual level of fulfillment of the objectives along with the Variable Remuneration amount due for 2021 will be determined by the Supervisory Board for each Management Board Member after the General Meeting approves financial statements for 2021, grants a discharge to Management Board Members for 2021 and the Management Board submits a report on the fulfillment of objectives set for 2021. In this Remuneration Report, the Company presents the Variable Remuneration granted and paid to the Management Board Members during 2021 and relating to 2020.
 6. In line with Article 6 sec. 4-5 of Resolution on Setting Remuneration and Chapter 4 Article 2 sec. 9-10 of the Remuneration Policy, every Member of the ENEA S.A. Management Board, who has performed the function for at least 12 months before the Agreement is terminated, is entitled to a severance pay equal to 3 times the Fixed Remuneration, provided that:
 - the termination, dissolution or amendment of the Agreement has not resulted from a change in the function performed by the Management Board Member within the Management Board;
 - the termination, dissolution or amendment of the Agreement has not resulted from appointing the Management Board Member for another term of office of the Management Board;
 - he/she has not been appointed as a Management Board Member in an ENEA Group company;
 - he/she has not resigned from the position on the Management Board.

7. Any Management Board Member who has performed his/her function for at least 6 months is entitled, after the performance of the function ends, to compensation for withholding from conducting competitive activity after the performance ends. Every Member of the ENEA S.A. Management Board is entitled to compensation in the total amount calculated as follows: 50% of the monthly Fixed Remuneration multiplied by 6 to be paid in 6 equal monthly installments (Article 7 sec. 1-4 of Resolution on Setting Remuneration and Chapter 4 Article 3 sec. 10-13 of the Remuneration Policy).
8. Subject to approval of the Supervisory Board, ENEA S.A. has the right to demand from each of the Management Board Members, after the performance of the function in the Management Board ends, to provide services related to the handing-over of the responsibilities for a period of 1 month, for the remuneration equal to the monthly Fixed Remuneration in effect when the function was performed (Article 8 sec. 13 of the Agreement template attached as Appendix 1 to Resolution No. 86/X/2021 of 22 December 2021 of ENEA S.A. Supervisory Board on setting remuneration of ENEA S.A. Management Board).
9. The Supervisory Board has the right to give its consent for ENEA S.A. to cover the costs of individual training for the Management Board Member up to the net amount of PLN 15,000 per calendar year (Article 1 sec. 17 of Resolution No. 86/X/2021 of 22 December 2021 of ENEA S.A. Supervisory Board on setting remuneration of ENEA S.A. Management Board).
10. ENEA S.A. covers the costs of accommodating an ENEA S.A. Management Board Member in Poznań (registered office of ENEA S.A.) if the place of his/her residence is farther than 100 km on a public road from Poznań, up to the gross amount of PLN 4,500 per month (Article 1 sec. 16 of Resolution No. 86/X/2021 of ENEA S.A. Supervisory Board on setting remuneration of ENEA S.A. Management Board).
11. The Company is obliged to provide (make available) the Management Board Members, for use while performing his/her contractual duties, with office space with equipment, including a portable personal computer with wireless Internet access and other necessary equipment, means of communication, including a mobile phone, and a car, in accordance with the standards and regulations applicable in the Company (Article 1 sec. 14 of Resolution No. 86/X/2021 of 22 December 2021 of ENEA S.A. Supervisory Board on setting remuneration of ENEA S.A. Management Board).

The principles mentioned in items 1 to 11 above are reflected, in terms of their value, in the lists with the specific names presented in this Chapter, in which appropriate remuneration components and costs reimbursed by ENEA S.A. are specified for the individual Members of the ENEA S.A. Management Board.

All the amounts specified in the lists are in compliance with the regulations in effect in ENEA S.A. pertaining to remuneration for Members of the ENEA S.A. Management Board, including the

Remuneration Policy, in particular in terms of their amount and ratios to the reference levels specified in the regulations.

II. Total remuneration in 2021 broken down into components

The remuneration of ENEA S.A. Management Board Members is presented so that it shows its individual components for the year, for which they were due.

The main components of remuneration of a Management Board Member are: the monthly Fixed Remuneration and Variable Remuneration which depends on the level of fulfillment of management objectives.

The rules for paying out this remuneration and other remuneration components are described in the part of this Chapter entitled "Ratios between individual components of remuneration of ENEA S.A. Management Board Members".

Table 3 Remuneration of ENEA S.A. Management Board Members in 2021.

Name	Fixed Remuneration (FR) [PLN]	Variable Remuneration for 2020 ² (VR) [PLN]	Other ³ [PLN]	Total Remuneration (TR) [PLN]	Ratios		
					FR/TR (%)	VR/TR (%)	Other/TR (%)
Paweł Szczeszek	780,000.00	239,166.58	-	1,019,166.58	77%	23%	0%
Tomasz Siwak	660,000.00	159,409.84	-	819,409.84	81%	19%	0%
Tomasz Szczegielnik	660,000.00	172,303.28	-	832,303.28	79%	21%	0%
Marcin Pawlicki	660,000.00	--	-	660,000.00	100%	0%	0%
Rafał Mucha	660,000.00	--	-	660,000.00	100%	0%	0%
Lech Żak	58,666.66	--	-	58,666.66	100%	0%	0%
Jarosław Ołowski⁴	-	377,426.23	110,000.00	487,426.23	0%	77%	23%
Mirosław Kowalik⁴	-	180,833.31	-	180,833.31	0%	100%	0%
Piotr Adamczak⁴	-	261,385.25	27,500.00	288,885.25	0%	90%	10%
Zbigniew Piętka⁴	-	241,459.02	-	241,459.02	0%	100%	0%
Total	3,478,666.66	1,631,983.51	137,500.00	5,248,150.17			

² Variable Remuneration for 2020 accounted for and paid in 2021

³ Includes: No-Compete Obligation, Severance pay, Handing-over of responsibilities.

⁴ The Management Board Members did not perform their functions in 2021, but were entitled to Variable Remuneration for 2020 and other benefits.

In 2021, the ENEA S.A. Management Board Members used an individual training and accommodation in the town of the Company's registered office place, financed by ENEA S.A., which is in conformity with the regulation included in the Resolution of the Supervisory Board on setting remuneration of ENEA S.A. Management Board Members and with the Agreement signed by the Supervisory Board with each of the ENEA S.A. Management Board Members.

Table 4 Information on training and accommodation in the town of the Company's headquarters

Name	Gross value [PLN]		Total
	Individual training	Accommodation	
Paweł Szczeszek	-	33,857	33,857
Tomasz Siwak	-	46,644	46,644
Tomasz Szczegielniak	4,200	31,436	35,636
Marcin Pawlicki	-	28,288	28,288
Rafał Mucha	-	28,120	28,120
Lech Żak	-	255	255

CHAPTER 4

Total remuneration of ENEA S.A. Supervisory Board Members in 2021

Remuneration of Supervisory Board Members consists of monthly Fixed Remuneration only.

Table 5 Remuneration of Supervisory Board Members in 2021.

Name	Remuneration [PLN]
Rafał Włodarski	89,666.46
Roman Stryjski	79,268.04
Michał Jaciubek	79,268.04
Piotr Mirkowski	79,268.04
Paweł Korobłowski	79,268.04
Tomasz Lis	9,468.14
Maciej Mazur	79,268.04
Mariusz Pliszka	79,268.04
Mariusz Fistek	77,506.33
Dorota Szymanek	77,989.37
Izabela Felczak-Poturnicka	1,207.45
Ireneusz Kulka	56,368.40
Total	787,814.39

Since the remuneration of Supervisory Board Members consists of the fixed part only, in the form of monthly remuneration, the requirements to present the ratios between remuneration components does not apply.

Pursuant to Chapter 3 Article 3 of the Remuneration Policy, the Supervisory Board states that total remuneration of each Supervisory Board Member is in line with the adopted Remuneration Policy.

CHAPTER 5

Compliance of the total remuneration with the accepted Remuneration Policy

1. Acting pursuant to the Remuneration Policy and the Resolution on Setting Remuneration, the Supervisory Board set the remuneration of the ENEA S.A. Management Board Members by adopting appropriate resolutions, which constituted authorized decisions of the statutory body and which:

- set forth that the total remuneration of an ENEA S.A. Management Board Member is composed of a fixed part, which constitutes the monthly base remuneration (Fixed Remuneration) and a variable part, which constitutes the supplementary remuneration for the Company's financial year (Variable Remuneration).
- set the monthly Fixed Remuneration of Management Board Members as an amount within the range from 7 to 15 times the base amount referred to in the Act on setting remuneration, account being taken of the applicable specific provisions of law affecting its amount, in particular:
 - for the President of the Management Board in the amount of PLN 65,000;
 - for every other Management Board Member in the amount of PLN 55,000;
- set the amount of the Variable Remuneration, which is dependent on the level of fulfillment of the management objective as a percentage of the annual Fixed Remuneration up to 100%, i.e. the level set forth in the Remuneration Policy.
- specified in detail the management objectives, set their weights and fulfillment criteria;
- adopted a form of the Agreement in force in the Company, containing among others the provisions included in the Remuneration Policy, in particular in respect to the severance pay and the remuneration for the no-compete obligation;
- set forth the scope and rules for providing a Management Board Member with resources and technical devices owned by ENEA S.A.

In view of the above, the Supervisory Board states that total remuneration of each ENEA S.A. Management Board Member is in line with the adopted Remuneration Policy.

2. On 15 December 2016 and on 19 December 2019, the General Meeting set the remuneration of the Supervisory Board Members, by resolving that:

- the monthly remuneration of Supervisory Board Members is the product of the base amount referred to in Article 1 sec. 3 item 11 of the Act on Setting Remuneration and the following multiplier:
 - for the Chairman of the Supervisory Board – 1.7;
 - for other Supervisory Board Members – 1.5;
- the Supervisory Board Members are entitled to the abovementioned remuneration regardless of the number of meetings convened;
- a Supervisory Board Member is not entitled to any remuneration for the month in which he/she did not attend
- any of the correctly convened meetings and their absence was not excused.
- Supervisory Board members are entitled to reimbursement of costs related to participation in the work of the Supervisory Board in accordance with Article 392 of the Commercial Company Code.

In view of the above, the Supervisory Board states that total remuneration of each Supervisory Board Member is in line with the adopted Remuneration Policy.

CHAPTER 6

Remuneration criteria referring to the results of ENEA Group, including ENEA S.A., and how the remuneration contributes to the achievement of long-term results

The remuneration of an ENEA S.A. Management Board Member consists of a fixed part, which constitutes the monthly base remuneration, and a variable part, which depends on the level of fulfillment of management objectives.

The general catalog of Management Objectives has been set in the Remuneration Policy and includes:

- achieving the ratios defined by the Supervisory Board, in particular profitability, financial liquidity, management efficiency or solvency ratios,
- achieving or changing production or sales levels;
- the amount of revenues, in particular sales revenues, operating income, revenues from other operating or financial activities;
- reduction of losses, reduction of management or operating costs;
- implementation of a strategy or a restructuring plan;
- implementation of investment projects, while taking into account, in particular, its scale, rate of return, innovation, timely execution;
- a change of the company's market position measured by market share or other criteria or relations with business partners identified as key accounts using specific criteria;
- implementation of the staffing policy and increase in employee engagement.

By using the powers granted by the General Meeting of ENEA S.A., the Supervisory Board has set the criteria pertaining to the results to be achieved in 2021, including the objectives, their fulfillment conditions and the weights, on the fulfillment of which the Variable Remuneration of ENEA S.A. Management Board Members was conditional upon.

The management objectives mentioned above are set annually by the Supervisory Board, are aimed at achieving long-term results and objectives included in the Development Strategy of the ENEA Group (hereinafter referred to as “the Strategy”). The Strategy contains the key development directions for the ENEA Group, which constitute a foundation for setting strategic goals in the long term.

The Supervisory Board has established the following management objectives for 2020:

- financial objectives: ENEA Group’s EBITDA, investment rating ratio, current liquidity ratio, ENEA S.A.’s interest rate risk measure;
- non-financial (strategic and operational) objectives: update of the Development Strategy for ENEA Group’s Business Areas, reorganization of the RES Segment in ENEA Group, execution of investments in the distribution grid, ratios related to DSO qualitative regulation, commercial coal production, availability of system power plants, organization’s management efficiency, and management objectives in ENEA Group.

Table 6 Variable Remuneration for 2020 determined by the ENEA S.A. Supervisory Board in 2021 for each Member of the ENEA S.A. Management Board

Name	Remuneration [PLN]
Paweł Szczeszek	239,166.58
Tomasz Siwak	159,409.84
Tomasz Szczegielniak	172,303.28
Jarosław Ołowski	377,426.23
Mirosław Kowalik	180,833.31
Piotr Adamczak	261,385.25
Zbigniew Piętka	241,459.02

The objectives set by the Supervisory Board for 2021 are linked to the key development directions included in the Strategy serving the achievement of long-term results of the ENEA Group, including ENEA S.A. This system creates an incentive, since a significant portion of remuneration of an ENEA S.A. Management Board Member, i.e. the Variable Remuneration, is dependent on the achievement of the objectives, which are necessary to achieve the results designed for the long term.

In 2021, in line with the Remuneration Policy and the Resolution on Setting Remuneration the maximum possible level of Variable Remuneration set by the ENEA S.A. Supervisory Board was up

to 100% of the annual Fixed Remuneration calculated as the sum of monthly Fixed Remuneration paid for the previous financial year defined as the year, for which the management objectives were set.

Table 7 Maximum amount of Variable Remuneration for 2021 for the individual Management Board Members was established in compliance with the Remuneration Policy and the Resolution on Setting Remuneration as up to 100% of Fixed Remuneration.

Name	Remuneration [PLN]
Paweł Szczeszek	780,000.00
Tomasz Siwak	660,000.00
Tomasz Szczegiłniak	660,000.00
Marcin Pawlicki	660,000.00
Rafał Mucha	660,000.00

The Supervisory Board has set the following management objectives (KPIs) for ENEA S.A. Management Board Members in 2021:

- financial objectives: ENEA Group's EBITDA, investment rating ratio, net debt/EBITDA;
- non-financial (strategic and operational) objectives: execution of investments in the distribution grid, ratios related to DSO qualitative regulation, share of coal from LW Bogdanka in total purchases of coal in ENEA Group, availability of system power plants, transformation of power generation technology of units 1-8 of Kozienice Power Plant, electricity sales volume, development plan for renewable energy sources, and organization's management efficiency.

Variable Remuneration is conditional on the achievement of the following additional management objectives:

- setting and application of rules of remunerating members of management and supervisory bodies of subsidiaries in line with the principles set forth in the Act on Setting Remuneration,
- performance of obligations referred to in Articles 17-20, 22 and 23, account being taken of Articles 18a and 23a of the Act of 16 December 2016 on the Rules for Managing State Property (Journal of Laws of 2021, Item 1933, as amended).

The level of fulfillment of the objectives for 2021 will be determined by the Supervisory Board for each Management Board Member after the General Meeting approves statements for 2021 (on Company Activity and Financial Statements), grants a discharge to Management Board Members for 2021 and the Management Board submits a report on the fulfillment of objectives set for 2021.

This principle is consistent with the Remuneration Policy and the authorized decisions made by the Company's bodies on its basis.

CHAPTER 7

Annual change in remuneration of Management Board Members and Supervisory Board Members, ENEA Group's results, and average salary of Company employees who are not Members of Management Board or Supervisory Board in 2019 – 2021

This Chapter presents information on the annual changes of total remuneration of the ENEA S.A. Management Board Member and the ENEA S.A. Supervisory Board Members, selected results of the ENEA Group and the average salary of ENEA S.A. employees. The Chapter presents the results of the ENEA Group because the remuneration of the ENEA S.A. Management Board Members, especially the variable component of the remuneration, is linked largely to the results of the ENEA Group.

Below, the Supervisory Board presents the absolute values and changes in percentage terms (as compared to previous year), on the basis of which it has presented in this Chapter, the information required in Article 90g sec. 2 item 4 of the Act on Offerings on the changes, by year, in the remuneration, results of the Company and the average salary of the Company's employees who are not Members of the Management Board or Supervisory Board, in a manner facilitating comparison.

2019 is the first year shown in the information, as previously there was no obligation to prepare such information and in accordance with Article 90g sec. 3 of the Act on Offerings, data for previous years have been omitted.

Table 8 Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2019-2021

	Name	2019	2020	2021	Time of service since 1 January 2019
Total aggregate remuneration of each Member of ENEA S.A. Management Board⁵ [PLN 000s, % change]	Mirosław Kowalik	1,227	1,374 + 12%	181 - 87%	1 January 2019 – 5 June 2020
	Piotr Adamczak	1,089	1,290 + 18%	289 - 78%	1 January 2019 – 10 August 2020
	Piotr Olejniczak	642	316 - 51%	-	1 January 2019 – 20 May 2019
	Zbigniew Piętka	660	1,288 + 95%	241 -81%	1 January 2019 – 24 July 2020
	Jarosław Ołowski	405	1,130 + 179%	487 - 57%	21 May 2019 – 17 November 2020

⁵ Total aggregate remuneration of Management Board Members in a given year contains the Variable Remuneration amount paid out in a given year.

	Paweł Szczeszek	-	444	1,019 + 130%	30 June 2020 – 10 April 2022
	Tomasz Siwak	-	248	819 + 230%	17 August 2020 – to now
	Tomasz Szczegielniak	-	266	832 + 213%	7 August 2020 – to now
	Marcin Pawlicki	-	116	660 + 469%	29 October 2020 – to now
	Rafał Mucha	-	20	660 + 3200%	21 December 2020 – to now
	Lech Żak	-	-	59	29 November 2021 – to now
	Rafał Włodarski	-	23,119.86	89,666.46 + 288%	16 September 2020 – to now
	Roman Stryjski	85,275.30	82,159.84 - 4%	79,268.04 - 4%	1 January 2019 – to now
	Michał Jaciubek	50,030.17	82,159.84 + 64%	79,268.04 - 4%	21 May 2019 – to now
	Piotr Mirkowski	85,275.30	82,159.84 - 4%	79,268.04 - 4%	1 January 2019 – to now
	Paweł Korobłowski	85,275.30	82,159.84 - 4%	79,268.04 - 4%	1 January 2019 – to now
Total aggregate remuneration of each Member of ENEA S.A. Supervisory Board [PLN 000s, % change]	Tomasz Lis	-	-	9,468.14	18 November 2021 – to now
	Maciej Mazur	50,030.17	82,159.84 + 64%	79,268.04 - 4%	21 May 2019 – to now
	Mariusz Pliszka	50,030.17	82,159.84 + 64%	79,268.04 - 4%	21 May 2019 – to now
	Mariusz Fistek	-	62,313.50	77,506.33 + 24%	19 March 2020 – 22 December 2021
	Dorota Szymanek	-	-	77,989.37	7 January 2021 – to now
	Izabela Felczak-Poturnicka	-	70,622.02	1,207.45 - 98%	19 March 2020 – 5 January 2021
	Ireneusz Kulka	85,275.30	82,159.84 - 4%	56,368.40 - 31%	1 January 2019 – 16 September 2021

Stanisław Hebda	96,645.36	10,950.13 - 89%	-	1 January 2019 – 6 February 2020
Paweł Jabłoński	79,168.73	-	-	1 January 2019 – 2 December 2019
Wojciech Klimowicz	35,498.92	-	-	1 January 2019 – 20 May 2019
Sławomir Brzeziński	35,498.92	-	-	1 January 2019 – 20 May 2019
Tadeusz Mikłosz	35,498.92	-	-	1 January 2019 – 20 May 2019
Bartosz Nieścior	-	26,403.00	-	3 February 2020 – 27 May 2020
Paweł Szczeszek	-	2,201.90	-	27 May 2020 – 29 June 2020

In 2019, the Variable Remuneration for 2017 was paid, in 2020 the Variable Remuneration for 2018 and 2019 was paid and in 2021 the Variable Remuneration for 2020 was paid out.

Table 9 ENEA Group's results and average remuneration of Company employees who are not Members of Management Board or Supervisory Board in 2019 – 2021.

	2019	2020	2021
Total revenue – ENEA Group [PLN 000s, % change]	16,761,766	18,515,743 + 10%	21,565,592 + 16%
EBITDA - ENEA GROUP [PLN 000s], % change]	3,337,916	3,301,958 - 1%	3,636,777 + 10%
Net profit – ENEA Group [PLN 000s]	540,697	- 2,234,337	1,786,470
Sales of electricity to retail customers [GWh, % change]	19,279	19,783 + 3%	22,940 + 16%
Total SAIDI	148.66	122.90	152.40
[average interruption duration in min/customer, % change]		- 17%	+ 24%
Total SAIFI	2.98	2.55	2.68
[average interruption frequency per customer, % change]		- 14%	+ 5%
Average monthly total salary of ENEA S.A. employees⁶ [PLN, % change]	11,563.19	12,166.24 + 5%	12,909.90 + 6%

⁶ The average monthly salary was calculated on the basis of data provided by ENEA S.A. to Statistics Poland in the Z-06 Report.

The Supervisory Board evaluates the Company's results using, among others, the ENEA Group's EBITDA in accordance with the ESMA Guidelines on Alternative Performance Measures (The European Securities and Markets Authority). The ENEA Group's EBITDA presented in this Remuneration Report is not calculated in accordance with IFRS. This measure should be treated as supplementary information adding to the presentation of results and other Company and ENEA Group's data. The ENEA Group's EBITDA is not defined in IFRS and therefore this measure should not be treated as an alternative to those defined in IFRS, such as net profit/(loss), operating profit, net cash from operating activities, liquidity or other IFRS measures.

Moreover, the ENEA Group's EBITDA does not have a uniform and set definition. The methodologies for calculating this measure in other companies may be significantly different from those used by ENEA S.A. For this reason, the ENEA Group's EBITDA may not be comparable to similar measures calculated by other companies.

The ENEA Group's EBITDA has been presented in this Remuneration Report because it is significant in terms of the satisfaction of the criteria for granting Variable Remuneration to the Company's Management Board Members.

The ENEA Group's EBITDA specified in this Remuneration Report is presented in a manner consistent with this measure as presented in the Management Board Report on the activity of ENEA S.A. and the ENEA Group for 2021.

CHAPTER 8

Other information

This Chapter presents all other information required under Article 90g sec. 2 of the Act on Offerings which is not presented in the previous Chapters.

The information addresses items 5, 6, 7 and 8 of Article 90g sec. 2 of the Act on Offerings.

1. The ENEA S.A. Supervisory Board Members and the ENEA S.A. Management Board Members performing these functions in 2021 did not receive any remuneration from entities from the same ENEA Group within the meaning of the Accounting Act of 29 September 1994 (Journal of Laws of 2021, Item 217, as amended), except that three Members of the Supervisory Board, who were elected to the Supervisory Board as employee representatives, received remuneration under their employment contracts and enjoyed benefits as other employees of the ENEA Group. This situation is described also in Chapter 2 of this Remuneration Report.
2. The ENEA S.A. Supervisory Board Members and the ENEA S.A. Management Board Members who performed their functions in 2021 were not awarded and were not offered financial instruments.

At this point, the Supervisory Board additionally reports that two of the Supervisory Board Members who performed these functions in 2021 perform them on the date of signing this Remuneration

Report as representatives of ENEA Group employees in the Supervisory Board, hold ENEA S.A. shares partially acquired free of charge on the basis of the Act of 30 August 1996 on Commercialization and Certain Employee Rights (Journal of Laws of 2022, Item 318), and partially purchased by them as natural persons. These individuals came into possession of the ENEA S.A. shares before they were appointed to the ENEA S.A. Supervisory Board.

Table 10 Number of shares held by Supervisory Board Members

Name	Function	Number of ENEA S.A. shares as at 31 Dec. 2021	Number of ENEA S.A. shares as at the date of signing this Remuneration Report
Michał Jaciubek	Supervisory Board Secretary	5,020	5,020
Mariusz Pliszka	Supervisory Board Member	3,880	3,880

Other current members of the Management Board or Supervisory Board did not hold any ENEA S.A. shares in 2021 and as at the date of signing this Remuneration Report.

3. In respect to the ENEA S.A. Management Board Members who performed their functions in 2021, the option of requesting a refund of variable remuneration components has not been exercised, because there were no instances of granting them to a Management Board Member on the basis of data, which proved to be incorrect. The remuneration of Supervisory Board Members who performed their functions in 2021 consisted of the fixed part only.
4. The implementation of the Remuneration Policy was consistent with Article 36 sec. 1 of the Act of 16 October 2019 amending the Act on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies and certain other acts, with Article 90d sec. 1 and Article 90e sec. 1 and sec. 5 of the Act on Offerings, i.e.:
 - on 30 July 2020, the Ordinary General Meeting of ENEA S.A. adopted a Resolution introducing the Remuneration policy for members of the supervisory body and management body at ENEA Spółka Akcyjna thus fulfilling the requirement set forth in Article 36 sec. 1 of the Act of 16 October 2019 amending the Act on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies and certain other acts and Article 90d sec. 1 of the Act on Offerings;
 - the wording of the Resolutions, including the Remuneration Policy, was posted on the ENEA S.A.'s website in the "Investor relations" module, "GM" tab, document "OGM Resolutions" (link: <https://ir.enea.pl/wydarzenia-inwestorskie/17416>), which fulfilled the requirement of Article 90e sec. 5 of the Act on Offerings;

- The Remuneration Policy was posted in the “Investor relations” module, “Corporate governance” tab, in the part named “Corporate documents” (link: <https://ir.enea.pl/lad-korporacyjny>);
 - on 17 June 2021, by way of Resolution no. 29, the Ordinary General Meeting of ENEA S.A. adopted a document entitled „Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2019–2020”;
5. The Supervisory Board has not used the delegation included in Article 90f of the Act on Offerings or the delegation included in Chapter 2 Article 1 item 8 of the Remuneration Policy and has not made any decision on derogation from the Remuneration Policy applied pursuant to Article 90f of the Act on Offerings.
6. ENEA S.A. pays remuneration to the Management Board Members and Supervisory Board Members only under the Remuneration Policy, which implements Article 90e sec. 1 of the Act on Offerings.

ENEA S.A. Supervisory Board Members:

Rafał Włodarski	–	Supervisory Board Chairman	_____
Roman Stryjski	–	Supervisory Board Deputy Chairman	_____
Michał Jaciubek	–	Supervisory Board Secretary	_____
Dorota Szymanek	–	Supervisory Board Member	_____
Paweł Koroblowski	–	Supervisory Board Member	_____
Maciej Mazur	–	Supervisory Board Member	_____
Piotr Mirkowski	–	Supervisory Board Member	_____
Mariusz Pliszka	–	Supervisory Board Member	_____
Tomasz Lis	–	Supervisory Board Member	_____
Radosław Kwaśnicki	–	Supervisory Board Member	_____