

The Management Board of ENEA S.A. ("Company"), acting pursuant to Article 399(1) of the Commercial Company Code and §29(1) and §31(1) of the Company's Statute, in conjunction with Articles 400(1), 402<sup>1</sup>(1) and 402<sup>2</sup> of the Commercial Company Code, hereby convenes for **30 January 2024 at 12:00 noon** the Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań. The Extraordinary General Meeting will be held at the Mercure Warszawa Centrum Hotel, Ballada conference room, 1st floor, at ul. Złota 48/54 in Warsaw, postal code: 00-120.

Detailed agenda:

- 1) Open the Extraordinary General Meeting.
- 2) Elect the Chairperson of the Extraordinary General Meeting.
- 3) Assert that the Extraordinary General Meeting has been convened correctly and is capable of adopting resolutions.
- 4) Adopt the agenda.
- 5) Adopt a resolution to accept the amendments to the Statute of ENEA S.A. – which have received a favorable opinion from the Supervisory Board – concerning the rules and procedure for electing employees' representatives to the Company's Management Board and Supervisory Board.
- 6) Adopt a resolution to accept the amendments to the Statute of ENEA S.A. – which have received a favorable opinion from the Supervisory Board – concerning the powers of corporate bodies and issues of a clarifying and housekeeping nature.
- 7) Adopt a resolution on claims to remedy damage caused in the performance of management or supervision duties.
- 8) Adopt resolutions on changes in the composition of the Supervisory Board.
- 9) Adopt a resolution on covering the expenses incurred to hold the Extraordinary General Meeting.
- 10) Present information on the outcome of the recruitment procedure for the position of ENEA S.A. Management Board Member for Commercial Matters, which was conducted from 21 June 2023 to 6 July 2023.
- 11) Adjourn the Extraordinary General Meeting.

## **Right to participate in the Extraordinary General Meeting of ENEA S.A.**

Pursuant to Article 406<sup>1</sup>(1) of the Commercial Company Code, entitled to participate in the Extraordinary General Meeting of ENEA S.A. are only those persons who are Company shareholders sixteen days before the date of the Extraordinary General Meeting of ENEA S.A. (date of registration for participation in the general meeting), i.e. as at 14 January 2024.

In order to secure participation in the Extraordinary General Meeting of ENEA S.A., a shareholder entitled under book-entry bearer shares should request, not earlier than after the announcement of convocation of the Extraordinary General Meeting of ENEA S.A. and not later than on the first business day following the date of registration for participation in the Extraordinary General Meeting of ENEA S.A., i.e. not later than on 15 January 2024, from the entity keeping his/her/its securities account to issue a name-bearing certificate of entitlement to participate in the Extraordinary General Meeting of ENEA S.A. Such certificates of entitlement to participate in the Extraordinary General Meeting of ENEA S.A. shall form the basis for preparing lists of entitled persons to be submitted to the entity keeping the securities account in accordance with the provisions of the Act on Trading in Financial Instruments.

The list of shareholders entitled to participate in the Extraordinary General Meeting of ENEA S.A. will be available at the Company's head office in Poznań at ul. Pastelowa 8 during the three days preceding the date of the Extraordinary General Meeting of ENEA S.A., from 8:00 a.m. to 3:00 p.m. in room 423. A shareholder may request that the list of shareholders be sent to him/her/it free of charge by e-mail to the address of his/her/its choice. Such request may be submitted in electronic form to the Company's e-mail address: [wz@enea.pl](mailto:wz@enea.pl).

## **Right to participate in the Extraordinary General Meeting of ENEA S.A. by proxy.**

A shareholder may participate in the Extraordinary General Meeting of ENEA S.A. and exercise his/her/its right to vote in person or by proxy. Representatives of legal persons should present current excerpts from relevant registers listing the persons authorized to represent such entities.

A proxy exercises all rights of the shareholder during the Extraordinary General Meeting of ENEA S.A. unless the proxy instrument stipulates otherwise. A proxy may grant further proxy rights if such powers arise from the proxy instrument. A proxy may represent more than one shareholder and vote differently using shares of each such shareholder. A shareholder holding shares registered in a collective account may appoint separate proxies to exercise the rights attached to shares registered in such accounts. A shareholder holding shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each of his/her/its accounts.

An instrument of proxy to participate in the Extraordinary General Meeting of ENEA S.A. and exercise voting rights must be executed in writing or in electronic form. Proxy powers granted in electronic form do not require a safe electronic signature verifiable using a valid eligible certificate.

Starting on the date of publication of this announcement on its website at [www.enea.pl](http://www.enea.pl) in the Investor Relations tab, the Company will make available for downloading a form containing such instrument of proxy. The execution of an instrument of proxy in electronic form should be notified to the Company by means of electronic communication. Together with the notification of the execution of an instrument of proxy in electronic form, the shareholder is required to send a scanned copy of the executed instrument of proxy and a scanned copy of an ID card, passport or other document enabling identification of the shareholder as the principal and the appointed proxy. If the instrument of proxy is executed by a legal person (within the meaning of Article 33 of the Civil Code) or an organizational unit without legal personality but holding legal capacity (within the meaning of Article 33<sup>1</sup> of the Civil Code), the shareholder as the principal is additionally required to send a scanned copy of an excerpt from the register in which the principal is registered. If the proxy is a legal person or an organizational unit within

the meaning of Article 33<sup>1</sup> of the Civil Code, the shareholder as the principal is additionally required to send a scanned copy of an excerpt from the register in which the proxy is registered. Any documents sent electronically that are in a language other than Polish should be translated into Polish by a sworn translator. All such documents should be sent to the following e-mail address: [wz@enea.pl](mailto:wz@enea.pl). A shareholder sending a notification on the execution of an instrument of proxy is required to provide the Company at the same time with an e-mail address via which the Company will be able to communicate with the shareholder and his/her/its proxy. The Company may take appropriate action to identify a shareholder and his/her/its proxy. Such verification may involve, in particular, a return query in telephone or electronic form to the shareholder or proxy to confirm the execution of the instrument of proxy. The rules governing the submission of instruments of proxy and identification of proxies and principals apply accordingly to notifying the Company of the revocation of the legal proxy.

Any notification of the granting or revocation of the legal proxy out of compliance with the foregoing requirements will generate no legal effects in respect of the Company. The manner of appointment of a proxy shall be selected by the shareholder. The Company shall not be liable for any errors in the completion of an instrument of proxy or any actions of persons using an instrument of proxy. The sending of the aforementioned documents in electronic form shall not release the proxy from the obligation to present identification documents during preparation of the attendance record of persons authorized to participate in the Extraordinary General Meeting of ENEA S.A.

#### **Shareholder's rights.**

The Company's shareholder(s) representing at least one-twentieth of the share capital may request the inclusion of specific business in the agenda of the Extraordinary General Meeting of ENEA S.A. Such request, containing the reasons or a draft resolution concerning the proposed item of the agenda, should be submitted to the ENEA S.A. Management Board not later than 21 days prior to the date of the Extraordinary General Meeting of ENEA S.A., that is until (and including) 9 January 2024. The request may be submitted in electronic form to the Company's e-mail address: [wz@enea.pl](mailto:wz@enea.pl) or in writing to the mailing address: Management Board of ENEA S.A., ul. Pastelowa 8, 60-198 Poznań.

The Company's shareholder(s) representing at least one-twentieth of the share capital may, prior to the date of the Extraordinary General Meeting of ENEA S.A., submit draft resolutions on the business included in the agenda of the Extraordinary General Meeting of ENEA S.A. or business to be added to the agenda of the Extraordinary General Meeting of ENEA S.A. Such submission may be made in electronic form to the Company's e-mail address: [wz@enea.pl](mailto:wz@enea.pl) or in writing to the mailing address: ENEA S.A. Management Board, ul. Pastelowa 8, 60-198 Poznań.

Shareholders may, during the Extraordinary General Meeting of ENEA S.A., submit draft resolutions on the business included in the agenda of the Extraordinary General Meeting of ENEA S.A. Such drafts should be submitted in Polish.

Shareholders participating in the Extraordinary General Meeting of ENEA S.A. have the right to ask questions regarding matters put on the agenda of the Extraordinary General Meeting.

#### **Electronic communication and voting by mail.**

The Company's Management Board does not provide for the possibility of participating or expressing opinions during the Extraordinary General Meeting of ENEA S.A. using electronic means of communication, please be advised that using this form of participation and exercise of voting rights during the Extraordinary General Meeting of ENEA S.A. will not be possible.

Because the Rules and Regulations of the General Meeting do not provide for the exercise of voting rights by mail, please also be advised that voting by mail will not be permitted.

**Access to documentation.**

The full text of the documentation to be presented to the Extraordinary General Meeting of ENEA S.A. along with draft resolutions will be available on the Company's website: [www.enea.pl](http://www.enea.pl) in the Investor Relations tab from the date of convening the Extraordinary General Meeting of ENEA S.A. Any notes from the ENEA S.A. Management Board or Supervisory Board regarding any business placed on the agenda of the Extraordinary General Meeting of ENEA S.A. or any business to be added to the agenda of the Extraordinary General Meeting of ENEA S.A. prior to the date of its holding shall be made available on the Company's website: [www.enea.pl](http://www.enea.pl) in the Investor Relations tab immediately after their preparation.

**Other information.**

Please be advised that an audiovisual recording of the Extraordinary General Meeting of ENEA S.A. scheduled to be held on 30 January 2024 will be prepared and uploaded to the Company's website.