Current Report No.: 37/2026
Date of Preparation: 20 August 2026
Issuer's Abbreviated Name: Enea S.A.
Subject: Wording of the Resolution adopted by the Extraordinary General Meeting of Enea S.A. after the meeting recommenced on 20 August 2026
Legal Basis: Article 56(1)(2) of the Act on Offerings – current and periodic information

Body of the report:

The Management Board of Enea S.A. ("Company", "Issuer") hereby provides the wording of the resolution adopted by the Extraordinary General Meeting ("EGM") of Enea S.A. convened for 31 July 2026, which, after adjournment, recommenced on 20 August 2026.

At the same time, the Company hereby reports that, following the adjournment, the EGM decided to omit item 6 of the proposed agenda – regarding the adoption of a resolution on changes to the composition of the Company's Supervisory Board – due to the absence of any motions submitted in this regard.

The Company also reports that an objection regarding Resolution No. 1 of the EGM was entered in the minutes and that there were no draft resolutions put to a vote during the EGM that were not adopted.

In connection with the adoption of Resolution No. 1 by the EGM, the entry regarding the Issuer's demerger in the National Court Register is tentatively expected to take place in Q4 2026.

At the same time, please note that the Company's intention is to issue a subsequent current report (if any) on this matter only if circumstances arise that prevent the formal and legal completion of the Issuer's demerger by spin-off, as referred to in Article 529(1)(5) of the Commercial Company Code.

SIGNATURES OF THE COMPANY'S REPRESENTATIVES:

Date	Name	Position/Function	Signature
20 August 2026	Marek Lelątko	Management Board Member	Marek Lelątko
20 August 2026	Adrian Moliński	Management Board Member	Adrian Moliński

Resolution No. 1
adopted by the Extraordinary General Meeting of the Company operating under the business name of
Enea Spółka Akcyjna with its registered office in Poznań
on 20 August 2026
to consent to the Company's demerger and related changes

§ 1.
Approval of the Demerger Plan and consent to the Demerger

1. The Extraordinary General Meeting of Enea S.A. with its registered office in Poznań at ul. Pastelowa 8, 60-198 Poznań, entered in the Register of Commercial Undertakings of the National Court Register ("**KRS**") under KRS file no. 0000012483, with the Taxpayer Identification Number (NIP) 7770020640 and Statistical Identification Number (REGON) 630139960 ("**Company**" or "**Demerged Company**"), following the presentation of the information referred to in Article 540(4) of the Act of 15 September 2000 entitled the Commercial Company Code (consolidated text: Journal of Laws of 2024, item 18, as amended; "**Commercial Company Code**"), hereby resolves to:--------------------
   (a) approve the text of the demerger plan agreed upon by the Company, as the demerged company, and Enea Power&Gas Trading spółka z ograniczoną odpowiedzialnością with its registered office in Warsaw at al. Jana Pawła II 12, 00-124 Warsaw, entered in the KRS Register of Commercial Undertakings under file no. 0000972437, REGON: 522084085, NIP: 5252908670 ("**Acquiring Company**," and, together with the Demerged Company: "**Companies**"), as the acquiring company, on 15 September 2025 ("**Demerger Plan**"), filed with the registration records of the Demerged Company and the Acquiring Company and made publicly available on the Companies' websites in an uninterrupted manner from 15 September 2025 until the adjournment of the Extraordinary General Meeting, that is the text attached to this resolution as **Attachment 1** (*on a USB flash drive*), as well as the text of the attachments to the Demerger Plan; and--
   (b) approve the demerger of the Company consisting of the transfer of a portion of the Demerged Company's assets – separate in organizational, functional and financial terms – and other elements related to such assets, constituting an organized part of the Company's enterprise, intended for conducting business involving the trading in electricity and gaseous fuels ("**Trading Area**") to the Acquiring Company, in exchange for shares that the Demerged Company will receive in the increased share capital of the Acquiring Company (demerger by spin-off within the meaning of Article 529(1)(5) of the Commercial Company Code; "**Demerger**"), on the terms set forth in the Demerger Plan.---------------------------
2. The Demerger will be carried out in accordance with the pertinent applicable provisions of law, including, in particular, Article 13(5) in conjunction with Article 13(1)(3) of the Act of 16 December 2016 on the Rules for Managing State

Property (consolidated text: Journal of Laws of 2024, item 125, as amended), providing for the obligation to obtain the consent of the Council of Ministers for the Demerger. ---

3. In exchange for the transfer of the Trading Area to the Acquiring Company, the Demerged Company will subscribe for 4,828,137 (four million eight hundred twenty-eight thousand one hundred thirty-seven) new shares with a par value of PLN 100.00 (one hundred Polish zloty and 00/100) each and a total par value of PLN 482,813,700.00 (four hundred eighty-two million eight hundred thirteen thousand seven hundred Polish zloty and 00/100) ("**Shares**") in the Acquiring Company's share capital, which will be increased in connection with the creation of the Shares, from PLN 17,186,300.00 (seventeen million one hundred eighty-six thousand three hundred Polish zloty and 00/100) to PLN 500,000,000.00 (five hundred million Polish zloty and 00/100). The par value of the Shares is covered by the value of the assets transferred to the Acquiring Company as the Trading Area. The difference between the value of the Trading Area – as a business unit (an organized part of the enterprise) being spun off and transferred to the Acquiring Company – determined for the purposes of the Demerger and the total par value of the Shares will be allocated to the Acquiring Company's supplementary capital (share premium). ----------------------------------
4. The Demerger will be effected without reducing the Demerged Company's share capital.---

§ 2.

Consent to the proposed amendments to the Acquiring Company's Articles of Association

The Extraordinary General Meeting of Enea S.A. with its registered office in Poznań hereby consents to the proposed amendments to the Acquiring Company's Articles of Association, as set forth in Attachment 2 to the Demerger Plan, specifically to: ---------

(a) repeal the current text of §1 of the Acquiring Company's Articles of Association and replace it with the following new wording:--

*"1. The Company's name is: **Enea Sprzedaż spółka z ograniczoną odpowiedzialnością.***---

*2. The Company may use the following abbreviations of its name: **Enea Sprzedaż spółka z o.o.** or **Enea Sprzedaż sp. z o.o.**, and a distinctive logo.";*---

(b) repeal the existing text of §2 of the Acquiring Company's Articles of Association and replace it with the following new wording:--

"The registered office of the Company is Poznań.";--------------------------------------

(c) correct the PKD code for the item listed in sec. 4 of § 6 of the Acquiring Company's Articles of Association so that it is consistent with the manner in which PKD codes are specified in the other paragraphs of that section (i.e., PKD 35.40.Z) and expand the list of such codes to include additional items by adding sec. 23-27 after sec. 22 within §6 of the Acquiring Company's Articles of Association, with the following wording:--

“23. non-specialized retail trade agency activities (PKD 47.91.Z),

24. specialized retail trade agency activities (PKD 47.92.Z), --------------------------

25. other engineering activities and related technical consulting (PKD 71.12.B),

26. other technical testing and analysis (PKD 71.20.C), --------------------------------

27. business support service activities, not elsewhere classified (PKD 82.40.Z)”

(d) repeal the current text of §7(1) of the Acquiring Company’s Articles of Association and replace it with the following new wording:---

*“1. The Company’s share capital is **PLN 500,000,000.00** (five hundred million Polish zloty and 00/100) and is divided into **5,000,000** (five million) equal and indivisible shares with a par value of **PLN 100.00** (one hundred Polish zloty and 00/100) each.”* --

(e) repeal the current text of §7(3) of the Acquiring Company’s Articles of Association and replace it with the following new wording:---

*“3. An increase in the Company’s share capital to **PLN 1,000,000,000.00** (one billion Polish zloty and 00/100) by **31 December 2040** shall not constitute an amendment to the Articles of Association.”* ---------------------

(f) correct an obvious clerical error in § 8(1) of the Acquiring Company’s Articles of Association by changing the word “związaniu” (tie) to “zawiązaniu” (establish); --

(g) in §8 of the Acquiring Company’s Articles of Association, after sec. 3, insert sec. 4 with the following wording:

“4. In connection with the demerger of the company doing business as Enea S.A. with its registered office in Poznań by way of a spin-off pursuant to Article 529(1)(5) of the Commercial Company Code, carried out in accordance with the terms set forth in the demerger plan agreed upon by that company as the demerged company and the Company as the acquiring company, on 15 September 2025, the Company’s share capital was increased from PLN 17,186,300.00 (seventeen million one hundred eighty-six thousand three hundred Polish zloty and 00/100) to PLN 500,000,000.00 (five hundred million Polish zloty and 00/100) through the creation of 4,828,137 (four million eight hundred twenty-eight thousand one hundred thirty-seven) new shares with a par value of PLN 100.00 (one hundred Polish zloty and 00/100) each and a total par value of PLN 482,813,700.00 (four hundred eighty-two million eight hundred thirteen thousand seven hundred Polish zloty and 00/100), which were subscribed for by the demerged company, that is Enea S.A. with its registered office in Poznań.”; ---

(h) repeal the current wording of §13 of the Acquiring Company’s Articles of Association and replace it with the following new wording: -----------------------------

“General Meetings shall be held at the Company’s registered office in Warsaw or at another location within the territory of the Republic of Poland, provided that all shareholders consent thereto in writing.”;--

(i) repeal the current text of §14(1)(2) and (3) of the Acquiring Company’s Articles of Association and replace it with the following new wording: --------------------------

“2) appointing and dismissing members of the Management Board, including the President of the Management Board,

3) suspending individual or all members of the Management Board from their duties”;--

while simultaneously deleting the existing text of subsection 4 of that section and accordingly adjusting the numbering of the provisions following the deleted section (subsection 4); ---

§ 3.

Obligation of the Company’s Management Board to implement the resolution

The Company’s Management Board is hereby required to take all necessary steps to implement this resolution and carry out the Demerger of the Company. -------------------

§ 4.

Effective date of the resolution

This resolution shall take effect upon adoption, and the Demerger shall take place on the date of entry of the increase in the Acquiring Company’s share capital into the National Court Register (KRS). ---

In the open ballot on Resolution No. 1, the following number of votes were cast: --

- 383,380,159 votes in total (valid votes were cast from 383,380,159 shares representing 72.373% of the share capital, where 1 share = 1 vote), ----------------------
- votes in favor of Resolution No. 1: 383,380,119,--
- votes against Resolution No. 1: 40,---
- votes abstaining: 0,---
- invalid votes: 0.---

The Chairwoman stated that Resolution No. 1 was adopted with a majority of votes in favor.

In reference to item 6 of the agenda:--
§6. Before proceeding to the voting on resolutions under this item of the agenda, the Chairwoman noted that no motions had been submitted to remove any member of the Company’s Supervisory Board; accordingly, this item of the agenda was omitted.