

Attachment 2 – draft resolution

The only legally binding version is the Polish original

Resolution No. [...]

Extraordinary General Meeting of ENERGA Spółka Akcyjna with its registered office in Gdańsk

dated 02 April 2026

on the increase of the Company's share capital by way of issuance of series CC shares through closed subscription (i.e., with preservation of pre-emptive rights of existing shareholders), the determination of 4 May 2026 as the record date for pre-emptive rights to series CC shares, and the amendment of the Company's Articles of Association.

§ 1

1. Pursuant to Articles 431, 432 and Article 310 § 2 in conjunction with Article 431 § 7 of the Commercial Companies Code (the "CCC") and § 7(2) and § 27(1)(10) of the Company's Articles of Association, the Company's share capital is increased by PLN 3,014,408,582.64, i.e. from PLN 4,521,612,884.88 to PLN 7,536,021,467.52.
2. The increase shall be effected by issuance of 276,044,742 series CC shares with a nominal value of PLN 10.92 each.
3. All series CC shares shall be ordinary bearer shares.
4. Dividend rights:
 - (1) Series CC shares first recorded no later than on the dividend record date shall participate in dividend from the profit for the previous financial year.
 - (2) Series CC shares recorded after the dividend record date shall participate in dividend from the profit for the financial year in which they were recorded.
5. Shareholders shall have pre-emptive rights to series CC shares.
6. One pre-emptive right attaches to each share. One pre-emptive right entitles the holder to subscribe for 0.6666666650566217 series CC shares. Fractional shares shall not be allotted.
7. The record date for pre-emptive rights is 4 May 2026.
8. The issue shall be carried out through closed subscription under Article 431 § 2(2) CCC and constitutes a public offering under Regulation (EU) 2017/1129; however, pursuant to Article 1(4)(db) of the Regulation, no prospectus obligation applies.
9. Subscription rules as in the Polish text.
10. Subscription opens on 11 May 2026 and closes on 1 June 2026.
11. The issue price is PLN 18.50. All shares must be paid in full in cash prior to notification of the capital increase to the commercial register.

§ 2

The Extraordinary General Meeting authorises the Management Board to prepare and file documents related to the offering, determine subscription rules, allot shares and perform all acts necessary for the issuance of series CC shares.

§ 3

In connection with the increase of the Company's share capital carried out pursuant to this Resolution, the Extraordinary General Meeting of the Company hereby resolves, pursuant to Articles 430 and 310 § 2 in conjunction with Article 431 § 7 of the Commercial Companies Code, to amend the Articles of Association of the Company in such a manner that § 7(1) of the Articles of Association shall read as follows:

“§ 7(1)

The share capital of the Company amounts to PLN 7,536,021,467.52 (in words: seven billion five hundred thirty-six million twenty-one thousand four hundred sixty-seven zlotys and fifty-two grosz) and is divided into 690,111,856 (in words: six hundred ninety million one hundred eleven thousand eight hundred fifty-six) shares with a nominal value of PLN 10.92 (in words: ten zlotys and ninety-two grosz) each, which comprise:

- 1) 269,139,114 (in words: two hundred sixty-nine million one hundred thirty-nine thousand one hundred fourteen) series AA bearer shares, numbered from AA 00000001 to AA 269139114, which are ordinary shares;
- 2) 144,928,000 (in words: one hundred forty-four million nine hundred twenty-eight thousand) series BB registered shares, numbered from BB 00000001 to BB 144928000, which are preference shares with respect to voting rights at the General Meeting, each preference share conferring the right to 2 (in words: two) votes at the General Meeting;
- 3) 276,044,742 (in words: two hundred seventy-six million forty-four thousand seven hundred forty-two) series CC bearer shares, numbered from CC 00000001 to CC 276044742, which are ordinary shares.”

§ 4

This Resolution enters into force upon its adoption; the capital increase and amendment to the Articles of Association become effective upon entry in the commercial register.