

**ANNOUNCEMENT  
OF THE MANAGEMENT BOARD OF POLENERGIA SPÓŁKA AKCYJNA  
ON CONVENING THE ANNUAL GENERAL MEETING**

1. Date, time and place of the general meeting and detailed agenda:

Management Board of the company under the name Polenergia Spółka Akcyjna with its registered office in Warsaw (address: ul. Krucza 24/26, 00-526 Warsaw), entered into the Register of Entrepreneurs of the National Court Register by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division of the National Court Register, under KRS no: 0000026545, NIP (tax no.): 5261888932, share capital amounting to: PLN 154,437,826.00, paid in full (the '**Company**'), acting pursuant to Article 399 § 1 in connection with Article 395, Article 4021 and Article 4022 of the Commercial Companies Code, **convenes the annual general meeting of the Company for 19 June 2024, at 12:00 p.m. (the 'Annual General Meeting')**.

The Annual General Meeting of the Company will be held in Warsaw, at the premises at ul. Krucza 24/26, 00-526 Warsaw (conference room, 4th floor).

**The proposed agenda of the Meeting includes:**

1. Opening of the Annual General Meeting;
2. Election of the Chairperson of the Annual General Meeting;
3. Establishing that the Annual General Meeting has been duly convened and is capable of adopting resolutions and adopting the agenda;
4. Consideration and approval of the Management Board's report on the Company's activities in the 2023 financial year;
5. Consideration and approval of the Company's financial statements for the 2023 financial year;
6. Consideration and approval of the Management Board's report on the Group's activities in the 2023 financial year, together with the 'Sustainability Report 2023';
7. Consideration and approval of the consolidated financial statements for the financial year 2023;
8. Adoption of a resolution on the appropriation of profit for the financial year 2023;
9. Adoption of resolutions on the discharge of the members of the Management Board for the performance of their duties in the financial year 2023;
10. Adoption of resolutions on the discharge of the members of the Supervisory Board for the performance of their duties in the financial year 2023;
11. Adoption of a resolution giving an opinion on the Supervisory Board's report on the remuneration of the members of the Management Board and the Supervisory Board of the Company for the financial year 2023;
12. Adoption of a resolution approving the report on the activities of the Supervisory Board in the financial year 2023;

13. Adoption of a resolution on amendments to the Remuneration Policy for Members of the Management and Supervisory Boards of Polenergia S.A.;
14. Adoption of a resolution on adopting a new text of the Rules of Procedure of the General Meeting of Polenergia S.A.;
15. Closing of the Annual General Meeting.

**In addition, in accordance with Article 4022 of the Commercial Companies Code, the Management Board provides the following information:**

**2. Shareholder's right to demand that certain matters be placed on the agenda of the Annual General Meeting**

A shareholder or shareholders representing at least one-twentieth (1/20) of the Company's share capital may request that certain matters be placed on the agenda of the Annual General Meeting. The request should be submitted to the Management Board of the Company no later than twenty-one (21) days prior to the scheduled date of the Meeting, i.e. on 29 May 2024. The request should contain a justification or a draft resolution regarding the proposed item on the agenda. The request may be submitted in writing to the address: Zarząd Polenergia S.A., ul. Krucza 24/26, 00-526 Warszawa or in electronic form to: [wza@polenergia.pl](mailto:wza@polenergia.pl).

Furthermore, bearing in mind Rule 4.6. sentence 2 of the Code of Best Practice for WSE Listed Companies 2021, the Management Board will request the shareholder(s) referred to above to provide a justification for the proposed resolution, unless it is submitted previously with the request.

**3. Shareholder's right to propose draft resolutions**

A shareholder or shareholders representing at least one-twentieth (1/20) of the Company's share capital may, prior to the date of the Annual General Meeting, propose draft resolutions concerning matters placed on the agenda of the Annual General Meeting or matters to be placed on the agenda. The submission may be made in writing to the address: Zarząd Polenergia S.A., ul. Krucza 24/26, 00-526 Warsaw or in electronic form by sending it to the following address: [wza@polenergia.pl](mailto:wza@polenergia.pl).

In addition, each shareholder may, during the Annual General Meeting, propose draft resolutions concerning the items on the agenda.

Bearing in mind rules 4.6. sentence 2 and 4.8. of the Best Practices for Companies Listed on the WSE 2021, the Management Board requests shareholders to propose draft resolutions no later than 3 days prior to the Annual General Meeting and to present these drafts with justification in order to facilitate shareholders attending the Annual General Meeting to vote on the resolutions with due discernment.

**4. Verification of the identity and authority of the shareholder(s) requesting the inclusion of certain matters on the agenda of the Annual General Meeting or proposing draft resolutions**

The shareholder or shareholders: (i) requesting the inclusion of specific matters on the agenda; or (ii) proposing draft resolutions; should present, together with the request or proposal, documents confirming their entitlement to request the inclusion of specific matters on the agenda or to propose draft resolutions, in particular a deposit certificate issued by the entity maintaining a securities account in accordance with the regulations on trading in financial instruments, confirming that the addressee is a shareholder of the Company and holds an appropriate number of shares as at the date of the request, or a certificate of the right to participate in the Annual General Meeting referred to in Art. 4063 § 1 of the

Commercial Companies Code.

In the case of a shareholder other than a natural person, a person requesting the inclusion of specific matters on the agenda or proposing draft resolutions should also present a current copy from the relevant register or other documents confirming authorisation to represent the shareholder.

The obligation to enclose the documents referred to above applies to shareholders making the request both in writing and in electronic form. The documents should be attached in the form appropriate to the form of the request (original document or a copy thereof or a scan in PDF format).

If a proxy acting on behalf of a shareholder or shareholders submits a request to include certain matters on the agenda or submits a draft resolution, the proxy should, together with the submission or the request, present documents confirming their authorisation to act on behalf of the shareholder or shareholders, as specified above.

The Company may take the necessary action to identify the shareholder or shareholders and the entitlement of the shareholder or shareholders to request the inclusion of certain matters on the agenda or the submission of draft resolutions. Such verification may consist, in particular, in a request for the production of additional documents, a return inquiry by e-mail, by telephone or by means of distance communication to the shareholder, his proxy/attorneys-in-fact or the person(s) acting on their behalf.

## **5. Manner of exercising voting rights by proxy**

A Shareholder who is a natural person may attend the Annual General Meeting and exercise voting rights in person or by proxy.

A Shareholder who is not a natural person may attend the Annual General Meeting and exercise voting rights by persons entitled to represent him or her or by proxy.

A power of attorney to attend the Annual General Meeting and exercise voting rights must be granted in writing or in electronic form. The granting of a power of attorney in electronic form does not require a qualified electronic signature. A form containing a template of the power of attorney is available from the date of publication of this announcement on the Company's website at <https://www.polenergia.pl/walne-zgromadzenia/>.

The Company should be notified of the granting of a power of attorney in electronic form by means of electronic communication, by sending the relevant information by e-mail to: [wza@polenergia.pl](mailto:wza@polenergia.pl) and attaching the power of attorney document in PDF format to this information.

The information on the granting of a power of attorney should contain an accurate identification of the proxy and the principal - indicating the name, surname, address and contact details (telephone number or e-mail address) of both these persons. The information on the granting of a power of attorney should also include its scope, i.e. indicate the number of shares from which voting rights will be exercised and the date and specification of the General Meeting of the Company at which these rights will be exercised.

In the case of a Shareholder other than an individual, the person submitting the information on the granting of a power of attorney should also present a copy of an extract from the relevant register or other document confirming the authorisation of the individual(s) to represent the Shareholder at the Annual General Meeting.

The Company may take appropriate steps to identify the Shareholder and the proxy in order to verify the validity of the proxy granted in electronic form and the identity of the persons granting the proxy. This verification may consist, in particular, of a request to produce additional documents, a return question in electronic form, by telephone or by means of remote communication, addressed to the Shareholder or the proxy in order to confirm the fact that a power of attorney has been granted and its scope. The Company cautions that failure to respond to the questions asked during the verification may be treated as a failure to verify the granting of a proxy and may constitute grounds for refusing to allow the proxy to attend the Annual General Meeting.

Transmitted or transmitted documents, if prepared in a language other than Polish, should be translated into Polish by a sworn translator.

The granting of a power of attorney in electronic form does not exempt the attorney from the obligation to present, when drawing up the attendance list at the Annual General Meeting, documents for the identification of the attorney.

In order to identify each proxy, the Management Board of the Company reserves the right to require the proxy to produce when the attendance list is drawn up:

- 1) **in the case of an attorney who is a natural person**, the original identity card, passport or other official identification document of the attorney; or
- 2) **in the case of an attorney who is not a natural person** - the original or a copy (certified as a true copy) of an extract from the relevant register or other document confirming the authorisation of the natural person(s) to represent the attorney at the Annual General Meeting (e.g. an unbroken chain of powers of attorney) and the identity card, passport or other official identification document of such natural person(s) authorised to represent the attorney at the Annual General Meeting.

If the proxy at the Annual General Meeting is a Member of the Management Board, a Member of the Supervisory Board, a liquidator, an employee of the Company or a member of a body or employee of a subsidiary of the Company, the proxy may authorise representation at only one Annual General Meeting. The proxy is obliged to disclose to the Shareholder the circumstances indicating the existence or possibility of a conflict of interest. The granting of a further proxy is excluded. Such proxy shall vote in accordance with the instructions given by the Shareholder.

The form allowing the exercise of voting rights by proxy can be found on the Company's website – <https://www.polenergia.pl/walne-zgromadzenia/>. The use of this form is not mandatory.

If instructions are given to the proxy to exercise the voting right, the Company will not verify whether the proxy exercises the voting right in accordance with the instructions received from the principal.

The rules regarding the notification of the proxy and the identification of the proxy and the principal apply mutatis mutandis to the notification to the Company of the revocation of the proxy.

## **6. Possibility and manner of attending the Annual General Meeting and speaking at the Annual General Meeting by means of electronic communication**

The Company does not provide for the possibility of attending and speaking at the Annual General Meeting

Meeting by means of electronic communication.

**7. Manner of exercising voting rights by correspondence or using electronic means of communication**

The Company does not provide for the possibility of exercising the voting right by correspondence or by means of electronic communication.

**8. Shareholder's right to ask questions**

Shareholders attending the Annual General Meeting have the right to ask questions regarding matters on the agenda of the Annual General Meeting within the scope regulated by Article 428 of the Commercial Companies Code.

**9. Record date for participation in the Annual General Meeting**

The record date for participation in the Annual General Meeting of the Company is 3 June 2024.

**10. Right to participate in the Annual General Meeting**

Only persons who are shareholders of the Company sixteen (16) days prior to the date of the Annual General Meeting have the right to participate in the Annual General Meeting, pursuant to Article 406<sup>1</sup> § 1 of the Commercial Companies Code.

In order to ensure participation in the Annual General Meeting, a Shareholder entitled from dematerialised bearer shares of the Company should request, not earlier than after the announcement of the convening of the Annual General Meeting (i.e. not earlier than 22 May 2024) and not later than on the first weekday after the date of registration of participation in the Annual General Meeting (i.e. not later than 4 June 2024), from the entity maintaining the securities account to issue a registered certificate of the right to participate in the Annual General Meeting.

It is recommended that Shareholders collect the aforementioned issued certificate of the right to participate in the Annual General Meeting of the Company and have this document in their possession during the registration of participation in the Annual General Meeting.

The Company establishes the list of Shareholders entitled to participate in the Annual General Meeting on the basis of the list provided by the National Securities Depository and drawn up on the basis of the registered certificates of right to participate in the Annual General Meeting issued by the entities maintaining the securities accounts.

The list of Shareholders entitled to participate in the Annual General Meeting will be displayed at the premises at ul. Krucza 24/26 in Warsaw, from 9.00 a.m. to 5.00 p.m., three (3) weekdays prior to the Annual General Meeting, i.e. on 14, 17 and 18 June 2024.

A Shareholder of the Company may request that a list of shareholders entitled to attend the Annual General Meeting be sent to them - either free of charge to the electronic delivery address or by e-mail, specifying the

address to which the list should be sent.

The request should be delivered to: [wza@polenergia.pl](mailto:wza@polenergia.pl) w formie PDF. The request should be accompanied by copies confirming the Company's shareholder status or authority to act on its behalf. The Company may take the necessary steps to identify the shareholder(s) or persons authorised to act on their behalf.

#### 11. Manner of making the documentation available and website address

The documentation and draft resolutions to be presented to the Annual General Meeting will be posted on the Company's website from the date of the announcement of the Annual General Meeting, in accordance with Article 402<sup>3</sup> § 1 of the Commercial Companies Code - i.e. from 22 May 2024.

Documents corresponding in content to the Management Board's report on the Company's activities, the financial statements, the Supervisory Board's report and the audit report, in accordance with Articles 402<sup>2</sup>(5) and 395 § 4 of the Commercial Companies Code, will be issued to the shareholder upon request.

The Company will make the documents available immediately, no later than within two business days of the date of the request.

At the Shareholder's request, the documents will be made available in electronic form, including by means of electronic communication.

At the same time, the Company announces that, acting in accordance with Article 68 of the Accounting Act of 29 September 1994, it has made available the annual financial statements, the management report and the audit report thereon by publishing the interim unconsolidated annual report of 26 March 2024, including the aforementioned documents.

In addition, the Company made available the consolidated financial statements, the Management Board's report on the activities of the Polenergia Group, together with the separate Polenergia Group Sustainability Report and the independent auditor's report on the audit of the annual consolidated financial statements, as well as the independent auditor's report on the assurance service providing limited assurance on the Polenergia Group Sustainability Report, in the 2023 consolidated annual interim report of the Polenergia Group.

As part of the Polenergia Group Sustainability Report, the Polenergia Group Social Engagement and Biodiversity Action Report is also made available to shareholders.

The above interim reports have been made available on the Company's website: [Presentations and interim reports Energy from the future - Polenergia](#) in the 2023 column / annual reports.

Polenergia Group's Community Engagement and Biodiversity Action Report is additionally made available on the Company's website: [Polenergia Group's social commitment and biodiversity action report](#)

Information regarding the Annual General Meeting is available on the Company's website: <https://www.polenergia.pl/walne-zgromadzenia/> under Investor Relations/General Meetings.

Correspondence relating to the Annual General Meeting should be addressed to the following address: [wza@polenergia.pl](mailto:wza@polenergia.pl).

At the same time, the Management Board informs that the real-time broadcast of the Annual General Meeting will be available at the address posted on the Company's website: <https://www.polenergia.pl/walne-zgromadzenia/>.