

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on appointment of the Chairperson of the Annual General Meeting

§ 1

Acting on the basis of Article 409 § 1 first sentence of the Code of Commercial Companies and Partnerships, the Annual General Meeting of the Company decides to appoint [•] as the Chairperson of the Annual General Meeting.

§ 2

This resolution is effective upon being adopted.

Justification: A resolution of an organizational nature.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on acceptance of the agenda

§ 1

The Annual General Meeting of the Company hereby resolves to adopt the agenda of the Meeting as follows:

1. Opening of the Annual General Meeting;
2. Election of the Chairman of the Annual General Meeting;
3. Ascertaining 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 report on the Company's activities in the financial year 2023;
5. Consideration and approval of the Company's financial statements for the financial year 2023;
6. Consideration and approval of the Management Board report on the Group's activities in the financial year 2023, together with the "2023 Sustainability Report";
7. Consideration and approval of the consolidated financial statements for the financial year 2023;
8. Adoption of a resolution on the distribution of profit for the financial year 2023;
9. Adoption of resolutions on granting discharge to members of the Management Board for the performance of their duties in the financial year 2023;
10. Adoption of resolutions on granting discharge to members of the Supervisory Board for 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 members of the Management Board and 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 for the financial year 2023;
13. Adoption of a resolution on amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board of Polenergia S.A.;
14. Adoption of a resolution on the adoption of a new text of the Bylaws of the General Meeting of Polenergia S.A.;
15. Closing of the Annual General Meeting.

§ 2

This resolution is effective upon being adopted.

Justification: A resolution of an organizational nature.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024 and Resolution of the Supervisory Board No. 7/V/2024 and 8/V/2024 of 22 May 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on the approval of the Management Board's report on the Company's activities in the financial year
ended on 31 December 2023

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 1 of the Code of Commercial Companies, the Annual General Meeting hereby approves - after reviewing it – the Management Board's report on the Company's activities in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: The above statement is subject to review and approval by the Annual General Meeting of the Company, in accordance with Article 393 point 1 in connection with Article 395 § 2 item 1 of the Code of Commercial Companies.

The Management Board's report on the Company's activities in the financial year ended 31 December 2023 was prepared and approved by the Company's Management Board, and then positively assessed by the Company's Supervisory Board in terms of its compliance with the books and documents, as well as with the facts. The Supervisory Board requested its reviewing and approval by the Annual General Meeting.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on the approval of the Company's financial statement for the financial year ended on
31 December 2023

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 1 of the Code of Commercial Companies, the Annual General Meeting hereby approves - after reviewing it - the Company's financial statement for the financial year ended on 31 December 2023, including:

- (i) the balance sheet prepared as of 31 December 2023 with total assets and liabilities of PLN **3 494 984** thousand;
- (ii) the profit and loss account for the period from 1 January 2023 to 31 December 2023 with a net profit of PLN **159 903** thousand;
- (iii) the statement of changes in equity, showing equity at the end of the period in the amount of PLN **3 441 992** thousand; and
- (iv) the cash flow statement for the period from 1 January 2023 to 31 December 2023, showing cash at the end of the period in the amount of PLN **949 238** thousand, which constitutes **an increase** in net cash by PLN **523 113** thousand.

§ 2

This resolution is effective upon being adopted.

Justification: The above statement is subject to review and approval by the Annual General Meeting of the Company, in accordance with Article 393 point 1 in connection with Article 395 § 2 item 1 of the Code of Commercial Companies.

The Company's financial statement for the financial year ended on 31 December 2023 was prepared and approved by the Company's Management Board, and then positively assessed by the Company's Supervisory Board in terms of its compliance with the books and documents, as well as with the facts. The Supervisory Board requested its reviewing and approval by the Annual General Meeting.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on the approval of the Management Board's report on the Group's activities in the financial year ended 31 December 2023, together with the "Sustainability Report 2023"

§ 1

Acting on the basis of Article 395 § 5 of the Code of Commercial Companies, the Annual General Meeting hereby approves - after reviewing it - the report of the Management Board on the activities of the Company's Capital Group in the financial year ended on 31 December 2023, together with the "Sustainability Report 2023".

§ 2

This resolution is effective upon being adopted.

Justification: The above report is subject to review and approval by the Annual General Meeting of the Company, in accordance with Article 395 § 5 of the Code of Commercial Companies.

The Management Board's report on the Capital Group's activities in the financial year ended 31 December 2023 was prepared and approved by the Company's Management Board, and then positively assessed by the Company's Supervisory Board in terms of its compliance with the books and documents, as well as with the facts. The Supervisory Board requested its reviewing and approval by the Annual General Meeting.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on the approval of the consolidated financial statement for the financial year ended on
31 December 2023

§ 1

Acting on the basis of Article 395 § 5 of the Code of Commercial Companies in connection with Article 63c section 4 of the Accounting Act of 29 September 1994 (consolidated text, Journal of Laws of 2023, item 120, as amended), the Annual General Meeting hereby approves - after reviewing it - the Company's consolidated financial statement for the financial year ended on 31 December 2023, including:

- (i) the consolidated balance sheet prepared as at 31 December 2023 with total assets and liabilities of PLN **6 711 616** thousand;
- (ii) the consolidated profit and loss account for the period from 1 January 2023 to 31 December 2023 with a net profit of PLN **263 587** thousand;
- (iii) the statement of changes in equity, showing equity at the end of the period in the amount of PLN **3 997 653** thousand; and
- (iv) the consolidated cash flow statement for the period from 1 January 2023 to 31 December 2023, showing cash at the end of the period in the amount of PLN **1 410 763** thousand, being an **increase** in net cash by PLN **542 071** thousand.

§ 2

This resolution is effective upon being adopted.

Justification: The above statement is subject to review and approval by the Annual General Meeting of the Company, in accordance with Article 395 § 5 of the Code of Commercial Companies in connection with Article 63c section 4 of the Accounting Act of 29 September 1994.

The consolidated financial statement for the financial year ended on 31 December 2023 was prepared and approved by the Company's Management Board, and then positively assessed by the Company's Supervisory Board in terms of its compliance with the books and documents, as well as with the facts. The Supervisory Board requested its reviewing and approval by the Annual General Meeting.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024) in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on the allocation of net profit for the financial year 2023

§ 1

Acting on the basis of Article 395 § 2 point 2 of the Code of Commercial Companies, the Annual General Meeting hereby resolves that the net profit generated by the Company in the financial year 2023 in the amount of PLN **159 903** thousand, will be transferred to the reserve capital, which may be used in the future for the payment of dividends.

§ 2

This resolution is effective upon being adopted.

Justification:

The above resolution is discussed by the Annual General Meeting of the Company, in accordance with Article 395 § 2 item 2 of the Code of Commercial Companies.

The proposal of the Management Board regarding the allocation of the net profit for the financial year 2023 in the manner described in the draft of this resolution was positively assessed by the Supervisory Board.

In making the above decision, the financial situation and liquidity of the Polenergia Capital Group (the "**Group**"), existing and future liabilities, the need to spend funds in connection with the development of the Group and undertaking of new projects were taken into account, in particular the implementation of the objectives in the adopted Strategy of the Polenergia Group for 2020-2024, including further development of the Group's strategic project, which is the construction of offshore wind farms in the Baltic Sea. The above decision is consistent with the Management Board's decision to initiate the process of increasing the share capital of the Company, about which the Company informed in current report no. 4/2024 of 8 February 2024 and the related process by resolution no. 3/2024 of the Extraordinary General Meeting of 13 March 2024 granting the Management Board a new authorisation to increase the share capital within the limits of the authorised capital (current report no. 17/2024).

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the President of the Management Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Michał Michalski - President of the Management Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Vice-President of the Management Board of the
Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Tomasz Kietliński - acting as Vice-President of the Management Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Management Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Ms Iwona Sierżęga - Member of the Management Board of the Company for the performance of her duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Management Board of the Company
§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Piotr Maciołek - Member of the Management Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Shareholders Meeting
of Polenergia S.A. with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Management Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Jarosław Bogacz - Member of the Management Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Chairperson of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Ms Dominika Kulczyk - Chairperson of the Supervisory Board of the Company for the performance of her duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Vice-Chairperson of the Supervisory Board of the
Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Thomas O'Brien - Vice-Chairperson of the Supervisory Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 item 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Ms Emmanuelle Rouchel - Member of the Supervisory Board of the Company for the performance of her duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr. Szymon Adamczyk, member of the Supervisory Board of the Company, for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 item 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Orest Nazaruk - Member of the Supervisory Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 item 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Krzysztof Obłój - Member of the Supervisory Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 item 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Ignacio Paz-Ares Aldanondo - Member of the Supervisory Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 point 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr. Jacek Santorski, acting as a member of the Supervisory Board of the Company, for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 item 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Hans E. Schweickardt - member of the Supervisory Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on granting the discharge of the duties of the Member of the Supervisory Board of the Company

§ 1

Acting on the basis of Article 393 point 1 in connection with Article 395 § 2 item 3 of the Code of Commercial Companies, the Annual General Meeting hereby grants discharge to Mr Andrzej Filip Wojciechowski - Member of the Supervisory Board of the Company for the performance of his duties in the financial year ended on 31 December 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 395 § 2 item 3 of the Code of Commercial Companies, the subject of the Annual General Meeting should cover the granting of discharge to members of the company's governing bodies for the fulfilment of their duties.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2023**

on expressing an opinion on the Report of the Supervisory Board on the remuneration of members of the Management Board and Supervisory Board at the Company for the financial year 2023

§ 1

Acting on the basis of Article 395 § 2¹ of the Code of Commercial Companies and Article 90g section 6 of the Act of 29 July 2005 on Public Offering and Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies, the Annual General Meeting hereby gives a positive opinion to the Report of the Supervisory Board on remuneration of members of the Management Board and the Supervisory Board at the Company for the financial year 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to article 395 § 2¹ of the Code of Commercial Companies and Article 90g section 6 of the Act of 29 July 2005 on Public Offering and the Conditions Governing the Introduction of Financial Instruments to Organized Trading and on Public Companies, the Annual General Meeting adopts a resolution expressing an opinion on the remuneration report, with the resolution of the Annual General Meeting in this regard being of an advisory nature. In view of the above, the report prepared by the Supervisory Board together with the statutory auditor's assessment is submitted to the Annual General Meeting for the purpose of expressing an opinion on it.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on approving the report on the activities of the Supervisory Board in the financial year 2023

§ 1

Acting on the basis of Article 382 § 3 item 3 of the Code of Commercial Companies and the rule 2.11. of the Best Practice for GPW Listed Companies 2021, the Annual General Meeting hereby approves the report on the activities of the Supervisory Board in the financial year 2023.

§ 2

This resolution is effective upon being adopted.

Justification: According to Article 382 § 3 point 3 of the Code of Commercial Companies and rule 2.11. of the Best Practice for GPW Listed Companies 2021, the Supervisory Board prepares and submits to the Annual General Meeting an annual report for approval.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 2/III/2024 of 26 March 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board of Polenergia S.A.

§ 1

The Annual General Meeting of the company Polenergia Spółka Akcyjna with its registered office in Warsaw („**Company**”), acting on the basis of article 90e section 4 sentence 2 of Act of 29 July 2005 on Public Offering and the Conditions for Introducing Financial Instruments to the Organized Trading System and on Public Companies (as amended), hereby:

1. amends the "*Remuneration Policy for Members of the Management Board and Supervisory Board of Polenergia S.A.*" adopted by Resolution No. 23 of the Company's Annual General Meeting of 19 May 2020 on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of the Company (as amended) ("**Remuneration Policy**"), as follows:

1) item 1. of the Remuneration Policy is replaced with the following new wording:

„1. Niniejsza Polityka Wynagrodzeń zostaje przyjęta w wykonaniu art. 90d i nast. Ustawy o ofercie publicznej.”;	„1. This Remuneration Policy has been adopted under art. 90d et seq. of the Act on public offering.”;
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2) after item 1. of the Remuneration Policy, new items 2.- 4. are added in the following wording:

„2. Niniejsza Polityka Wynagrodzeń określa zasady wynagradzania Członków Zarządu Spółki oraz Członków Rady Nadzorczej Spółki z tytułu pełnienia przez nich funkcji w organach Spółki.	„2. This Remuneration Policy sets out the principles for the remuneration of Members of the Company's Management Board and Members of the Company's Supervisory Board for performing their functions in the Company's governing bodies.
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3. Celem Polityki Wynagrodzeń jest wyznaczenie ogólnych ram dla wynagradzania Członków Zarządu i Rady Nadzorczej.	3. The purpose of the Remuneration Policy is to set the general framework for the remuneration of the members of the Management Board and the Supervisory Board.
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4. Postanowienia Polityki Wynagrodzeń nie uchybiają uprawnieniom do świadczeń, które mogą przysługiwać Członkom Zarządu lub Rady Nadzorczej na podstawie przepisów powszechnie obowiązującego prawa, w tym w szczególności z zakresu prawa pracy.”;	4. The provisions of the Remuneration Policy shall not prejudice the benefits that Members of the Management Board or Supervisory Board may be entitled to on the basis of generally applicable laws, including in particular labour law.”;
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3) the existing item 2. of the Remuneration Policy (Definitions) becomes item 5. of the Remuneration Policy;

4) in item. 5. of the Remuneration Policy (which was previously item 2. of the Remuneration Policy), after the definition of "EBITDA" a new definition of "ESG Objectives" is added in the following wording:

„**Cele ESG** oznaczają cele obejmujące wywieranie pozytywnego wpływu oraz zapobieganie wpływom negatywnym w następujących obszarach: *ochrona środowiska naturalnego i klimatu; ludzie i społeczeństwo, w tym pracownicy oraz ład korporacyjny i zarządczy*, których ramy wyznaczone są w Strategii Zrównoważonego Rozwoju Grupy Polenergia;”

“**ESG Objectives** means the objectives of having a positive impact and preventing negative impacts in the following areas: *environmental and climate protection; people and society, including employees; and corporate and management governance*, the framework for which is set out in the Polenergia Group Sustainable Development Strategy;”

- 5) in item 5. of the Remuneration Policy (which was formerly item 2. of the Remuneration Policy), after the definition of "Bonus System" a new definition of "Act on public offering" is added in the following wording:

„**Ustawa o ofercie publicznej** oznacza ustawę z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych (t.j. Dz.U. 2022 poz. 2554, ze zm.);”

„**Act on public offering** means the Act on public offering, conditions governing the introduction of financial instruments to organised trading, and on public companies dated 29 July 2005 (consolidated text: Journal of Laws of 2022 item 2554, as amended);”

- 6) the following definitions are amended in the new item 5. of the Remuneration Policy by changing them to a new wording as follows:

„**Członek Rady Nadzorczej** oznacza każdorazowego członka Rady Nadzorczej Spółki;”

„**Supervisory Board Member** means any member of the Company’s Supervisory Board;”

„**Członek Zarządu** oznacza każdorazowego członka Zarządu Spółki;”

„**Management Board Member** means any member of the Company’s Management Board;”

„**EBITDA** oznacza skorygowany zysk Spółki przed potrąceniem odsetek od zaciągniętych kredytów, podatków, deprecjacji oraz amortyzacji (uwzględniający odsetki od aktywów oddanych w leasing i udziały w branży farm wiatrowych uwzględnione w operacjach finansowych w rachunku zysków i strat), wynikający ze skonsolidowanego sprawozdania finansowego Spółki sporządzonego zgodnie z MSSF, zrewidowanego i załączonego do opinii Rady Nadzorczej oraz zatwierdzonego przez Walne Zgromadzenie, który będzie znormalizowany oraz skorygowany zgodnie z Systemem Premiowym;”

„**EBITDA** means adjusted profit of the Company before interest on loans taken, tax, depreciation and amortisation (including interest on assets leased out and interests in the wind farm sector taken into account in financial operations in the profit and loss account), as stated in the consolidated financial statements of the Company prepared in accordance with IFRS, revised and attached to the opinion of the Supervisory Board and approved by the General Meeting, which will be normalised and adjusted in line with the Bonus System;”

„**Premia** oznacza świadczenie pieniężne przysługujące Członkom Zarządu po spełnieniu kryteriów opisanych w Systemie Premiowym;”

„**Bonus** means a cash benefit available to Management Board Members after the criteria set out in the Bonus System are met;”

„**Zysk** oznacza zysk netto skorygowany w celu odzwierciedlenia niezrealizowanych

„**Profit** means net profit adjusted to reflect unrealised foreign exchange differences

różnic kursowych z wyceny bilansowej wynikającej ze skonsolidowanego sprawozdania finansowego Spółki sporządzonego zgodnie z MSSF, zrewidowanego i załączonego do opinii Rady Nadzorczej oraz zatwierdzonego przez Walne Zgromadzenie, który będzie znormalizowany oraz skorygowany zgodnie z Systemem Premiowym;”

from the balance sheet valuation arising from the consolidated financial statements of the Company prepared in accordance with IFRS, revised and attached to the opinion of the Supervisory Board and approved by the General Meeting, which will be normalised and adjusted in line with the Bonus System;”;

- 7) the existing item 3. of the Remuneration Policy becomes item. 6. of the Remuneration Policy and is given the following new wording:

„6. Warunki wynagradzania Członków Zarządu ustala Rada Nadzorcza na podstawie aktualnych potrzeb Spółki oraz indywidualnych okoliczności danego przypadku, z zachowaniem zasady niedyskryminacji.”;

“6. Remuneration terms and conditions for Management Board Members shall be determined by the Supervisory Board on the basis of current needs of the Company and individual circumstances of the case, in accordance with the non-discrimination principle.”;

- 8) after new item 6. of the Remuneration Policy, new items 7.-8. are added with the following wording:

„7. Ustalenie indywidualnych warunków wynagradzania Członka Zarządu następuje na podstawie umowy zawartej pomiędzy Spółką a Członkiem Zarządu.”;

“7. The individual terms and conditions of remuneration of a Management Board Member shall be determined on the basis of an agreement concluded between the Company and the Management Board Member.”;

„8. Z tytułu pełnienia funkcji Członkowi Zarządu mogą przysługiwać wszystkie lub niektóre ze składników wynagrodzenia określone w Polityce Wynagrodzeń, z zachowaniem zasady niedyskryminacji, o której mowa w punkcie 6.”;

„8. A Management Board Member may be entitled to all or some of the remuneration components set out in the Remuneration Policy by virtue of his/her office, subject to the principle of non-discrimination referred to in item 6.”;

- 9) after the subtitle "Okresy trwania oraz warunki rozwiązania stosunków prawnych łączących Członków Zarządu ze Spółką Polityki Wynagrodzeń"/"Duration and terms of termination of legal relationships between the Company and Management Board Members", the existing item 5. becomes new item. 9. and is given the following new wording:

„9. Członkowie Zarządu są powoływani na wspólną, trzyletnią kadencję, obliczaną w pełnych latach obrotowych.”;

“9. Appointment to the Management Board shall be made on joint term of three years, determined in full financial years.”;

- 10) the existing item 4. of the Remuneration Policy becomes item 10. of the Remuneration Policy and is given the following new wording:

„10. Rada Nadzorcza ustala rodzaj umowy zawieranej z Członkiem Zarządu w następstwie powołania, a także jej warunki, w tym warunki wynagradzania oraz składniki wynagrodzenia. Umowa ta może zostać zawarta na czas nieokreślony albo na czas określony.”;

„10. The Supervisory Board shall determine the type of contract to be concluded with a Management Board Member following an appointment, as well as its terms and conditions, including the terms of remuneration and the components of remuneration. This contract

may be concluded for an indefinite period or for a definite period.”;

- 11) the existing item 6. of the Remuneration Policy is repealed in its entirety;
- 12) the existing item 7. of the Remuneration Policy becomes item 11. of the Remuneration Policy and is given the following new wording:
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| <p>„11. Umowa wiążąca Członka Zarządu i Spółkę może zostać rozwiązana:</p> <p>a) za wypowiedzeniem, przy czym okres wypowiedzenia umowy nie może przekraczać 12 miesięcy;</p> <p>b) w każdym czasie na podstawie porozumienia stron,</p> <p>c) ze skutkiem natychmiastowym, w przypadkach określonych przez przepisy prawa oraz postanowienia zawartych umów.”;</p> | <p>“11. The contract binding the Management Board Member and the Company may be terminated:</p> <p>a) by notice, whereby the period of notice of termination of the contract shall not exceed 12 months;</p> <p>b) at any time by mutual agreement of the parties,</p> <p>c) with immediate effect, in cases stipulated by provisions of law and provisions of concluded agreements.”;</p> |
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- 13) after the sub-heading "Opis stałych i zmiennych składników wynagrodzenia, a także dodatkowych świadczeń pieniężnych i niepieniężnych, które mogą zostać przyznane Członkom Zarządu"/"Description of fixed and variable remuneration components and additional financial and non-financial benefits that may be awarded to Management Board Members" a new heading is added as follows:
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| <p>“Stale składniki wynagrodzenia”;</p> | <p>“Fixed components of remuneration”;</p> |
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- 14) the existing item 8. of the Remuneration Policy becomes item. 12. of the Remuneration Policy and is given the following new wording:
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| <p>„12. Wynagrodzenie stałe Członka Zarządu obejmuje miesięczne wynagrodzenie zasadnicze oraz dodatkowe świadczenia, o których mowa w punkcie 15.”;</p> | <p>“12. Fixed remuneration of the Management Board Member shall include a monthly base salary and additional benefits referred to in item 15.”;</p> |
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- 15) the existing item 9. of the Remuneration Policy becomes item 13. of the Remuneration Policy;
- 16) the existing item 10. of the Remuneration Policy becomes item 14. of the Remuneration Policy and is given the following new wording::
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| <p>„14. Wynagrodzenie przysługujące Członkowi Zarządu z tytułu pełnienia funkcji w organach spółek z Grupy Polenergia wpływa na wysokość wynagrodzenia stałego należnego Członkowi Zarządu w ramach funkcji pełnionej w Spółce.”;</p> | <p>„14. Remuneration available to the Management Board Member for performing functions in the governing bodies of Polenergia Group, shall affect the level of fixed remuneration due to the Management Board Member by virtue of performing the function in the Company.”;</p> |
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- 17) the existing item 11. of the Remuneration Policy becomes item 16. of the Remuneration Policy;
- 18) the existing item 13. of the Remuneration Policy becomes item 15. of the Remuneration Policy and is given the following new wording:

„15. Poza miesięcznym wynagrodzeniem zasadniczym, wynagrodzenie stałe obejmuje dodatkowe świadczenia, które mogą być przyznane i zaakceptowane przez Radę Nadzorczą w formie uchwały, w tym w szczególności:

- a) pakiet prywatnej opieki medycznej, obejmujący Członka Zarządu oraz członków jego rodziny, obowiązujący na terenie Polski;
- b) pokrycie kosztów polisy ubezpieczeniowej od wypadków komunikacyjnych Członka Zarządu;
- c) samochód służbowy na warunkach określonych w obowiązującej w Spółce polityce;
- d) objęcie ubezpieczeniem odpowiedzialności cywilnej dla członków zarządu (D&O);
- e) objęcie ubezpieczeniem na życie;
- f) sfinansowanie ubezpieczenia podróży;
- g) sfinansowanie uczestnictwa w stowarzyszeniach, izbach, organizacjach, konferencjach branżowych, szkoleniach, kursach, seminariach lub studiach podyplomowych;
- h) zakwaterowanie lub pokrycie kosztów zakwaterowania;
- i) przyznanie budżetu reprezentacyjnego.”;

„15. In addition to the monthly base salary, the fixed remuneration includes additional benefits that may be approved and granted by the Supervisory Board in the form of a resolution, including in particular:

- a) private medical care package for the Management Board Member and his family members, applicable in Poland;
- b) coverage of costs of traffic accident insurance policy paid for the Management Board Member;
- c) company car on terms set out in the applicable policy of the Company;
- d) directors and officers (D&O) liability insurance coverage;
- e) life insurance coverage;
- f) travel insurance coverage;
- g) financing of participation in associations, chambers, organisations, professional conferences, training courses, courses, seminars or postgraduate studies;
- h) accommodation or coverage of accommodation costs;
- i) the allocation of a representation budget.”;

- 19) after the new item 15. of the Remuneration Policy, a new heading is added with the following wording:

„Zmienne składniki wynagrodzenia”; **„Variable components of remuneration”;**

- 20) the existing item 12. of the Remuneration Policy becomes item 17. of the Remuneration Policy and is given the following new wording:

„17. Rada Nadzorcza jest uprawniona do kształtowania Systemu Premiowego z zastrzeżeniem następujących zasad:

- a) Premia może składać się z dwóch lub większej liczby części;
- b) każda część Premii jest uzależniona od co najmniej jednego kryterium finansowego (w tym Zysk albo EBITDA) oraz co najmniej jednego kryterium niefinansowego (uwzględniającego Cele ESG Grupy Polenergia);
- c) dana część Premii może być przyznana, jeśli przyjęte kryteria

“17. The Supervisory Board is entitled to develop the Bonus System subject to the following rules.

- a) the Bonus can comprise two or more parts;
- b) each part of the Bonus must be conditional upon at least one financial criterion (including the Profit or EBITDA) and at least one non-financial criterion (including ESG Objectives of the Polenergia Group);
- c) a part of the Bonus may be awarded if financial criteria adopted have been

finansowe będą zrealizowane co najmniej w 90% Kwoty Prognozowanej lub zostanie zrealizowane co najmniej jedno kryterium niefinansowe (uwzględniające Cele ESG Grupy Polenergia);

met for at least 90% of the Forecast Amount or at least one non-financial criterion will be met (taking into account the ESG Objectives of the Polenergia Group);

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| <p>d) wypłacona suma wszystkich części Premii za dany rok nie może przekroczyć: (i) 90% rocznego wynagrodzenia zasadniczego w Grupie Polenergia, o którym mowa w punkcie 12 niniejszej Polityki – w odniesieniu do Prezesa Zarządu Spółki oraz (ii) 80% rocznego wynagrodzenia stałego w Grupie Polenergia, o którym mowa w punkcie 12 niniejszej Polityki – w odniesieniu do pozostałych Członków Zarządu;</p> <p>e) Premia jest wypłacana po zatwierdzeniu przez Walne Zgromadzenie sprawozdania finansowego za rok finansowy stanowiący podstawę wyliczenia Premii;</p> <p>f) wypłata każdej z części Premii może zostać odroczonej nie dłużej niż do 12 miesięcy;</p> <p>g) Premia może podlegać zwrotowi w przypadkach określonych w przepisach prawa.”;</p> | <p>d) the sum of all parts of the Bonus paid for a year may not exceed: (i) 90% of the annual base salary at the Polenergia Group, as referred to in item 12 of this Remuneration Policy – in respect of the President of the Management Board and (ii) 80% of the annual fixed remuneration at the Polenergia Group, as referred to in item 12 of this Remuneration Policy – in respect of other Members of the Management Board;</p> <p>e) the Bonus shall be paid after the General Meeting approves the financial statements for the financial year on which the Bonus is calculated;</p> <p>f) payment of each part of the Bonus shall be deferred by no more than 12 months;</p> <p>g) Bonus may be reimbursed in cases defined by the provisions of law.”;</p> |
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- 21) after the new item 17. of the Remuneration Policy, a new heading is added with the following wording:

<p>„Dodatkowe elementy wynagrodzenia zmiennego”;</p>	<p>„Extraordinary components of variable remuneration”;</p>
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- 22) after the new heading "Dodatkowe elementy wynagrodzenia zmiennego"/"Extraordinary components of variable remuneration" a new item 18. of the Remuneration Policy is added with the following wording:

„18. Poza Premią, Rada Nadzorcza może przyznać Członkom Zarządu dodatkowe elementy wynagrodzenia zmiennego, w tym w szczególności:

“18. In addition to the Bonus, the Supervisory Board may grant additional components of variable remuneration to Management Board Members, including:

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| <p>a) odszkodowanie z tytułu przestrzegania zakazu prowadzenia działalności konkurencyjnej po rozwiązaniu umowy w wysokości do 100% wynagrodzenia otrzymanego przez Członka Zarządu przez okres do 12 miesięcy przed rozwiązaniem umowy, liczonego jak ekwiwalent za urlop wypoczynkowy, na podstawie średniego wynagrodzenia</p> | <p>a) compensation for compliance with the non-compete clause following termination of the contract amounting up to 100% of the remuneration received by the Management Board Member for a period of up to 12 months prior to the termination, calculated as the equivalent for annual leave, based on the average remuneration received by the Member of the Management</p> |
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- otrzymanego przez Członka Zarządu w ww. okresie;
- b) w uzasadnionych przypadkach indywidualną nagrodę pieniężną, w wysokości ustalonej Uchwałą Rady Nadzorczej.”;
- Board during the aforementioned period;
- b) in justified cases, an individual cash prize in the amount determined by a resolution of the Supervisory Board.”;
- 23) after new item 18. of the Remuneration Policy, a new item 19. of the Remuneration Policy with the following wording:
- „19. Z tytułu rozwiązania umowy łączącej Członka Zarządu ze Spółką Członkowi Zarządu nie przysługują dodatkowe świadczenia (odprawa), poza wynikającymi z powszechnie obowiązujących przepisów prawa.”;
- „19. By virtue of the termination of the legal relationship between the Management Board Member and the Company, the Management Board Member shall not be entitled to any additional benefits (severance pay) other than those provided for by generally applicable provisions of law.”;
- 24) after the new item 19. of the Remuneration Policy, a new heading is added with the following wording:
- „Proporcje stałych i zmiennych składników wynagrodzenia”;**
- “Proportion of fixed and variable remuneration components”;**
- 25) after the new heading *“Proporcje stałych i zmiennych składników wynagrodzenia”/“Proportion of fixed and variable remuneration components”* a new item 20. of the Remuneration Policy is added with the following wording:
- „20. Proporcja pomiędzy przyznanymi i wypłaconymi (i) stałymi składnikami wynagrodzenia, o których mowa w punktach 12, 15 oraz stałych elementach dodatkowych programów emerytalno-rentowych, o których mowa w punkcie 30 niniejszej Polityki Wynagrodzeń, w przypadku ich przyznania, a (ii) zmiennymi składnikami wynagrodzenia, o których mowa w punktach 16 i 18 oraz zmiennych elementach dodatkowych programów emerytalno-rentowych, o których mowa w punkcie 30 niniejszej Polityki Wynagrodzeń, w przypadku ich przyznania¹, nie przekroczy proporcji 1:4 w danym roku obrotowym.
- „20. The proportion between awarded and paid (i) the fixed components of remuneration referred to in items 12, 15 and the fixed elements of supplementary pension schemes referred to in item 30 of this Remuneration Policy, if granted, and (ii) the variable components of remuneration referred to in items 16 and 18 and the variable components of supplementary pension schemes referred to in item 30 of this Remuneration Policy, if granted¹, shall not exceed a ratio of 1:4 in any financial year.
- ¹ Zgodnie z Komunikatem Komisji Europejskiej – Wytyczne w sprawie standardowej prezentacji sprawozdania o wynagrodzeniach zgodnie z dyrektywą 2007/36/WE, zmienioną dyrektywą (UE) 2017/828, w odniesieniu do zachęcania akcjonariuszy do długoterminowego zaangażowania („Wytyczne KE”).”;
- ¹ In accordance with the Communication from the European Commission - Guidelines on the standardised presentation of the remuneration report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828, as regards the encouragement of long-term shareholder engagement (“EC Guidelines”).”;
- 26) the existing item 14. of the Remuneration Policy becomes item 21. of the Remuneration Policy;
- 27) the existing item 15. of the Remuneration Policy becomes item 22. of the Remuneration Policy and is given the following new wording:

- „22. Powołanie do Rady Nadzorczej odbywa się na trzyletnią kadencję. Członkowie Rady Nadzorczej nie są powoływani na okres wspólnej kadencji.”;
- „22. Members of the Supervisory Board shall be appointed for a term of three-years. Supervisory Board Members shall not be appointed for a joint term of office.”;
- 28) existing items 16.-20. of the Remuneration Policy become, respectively, items 23.-27. of the Remuneration Policy;
- 29) the existing item 21. of the Remuneration Policy becomes item 28. of the Remuneration Policy, and is given the following new wording:
- „28. Realizacji strategii biznesowej, długoterminowych interesów oraz stabilności Spółki służyć ma w szczególności przyznanie Członkom Zarządu wynagrodzenia zmiennego (Premii) oraz: (i) ograniczenie jego wysokości do 80/90% rocznego wynagrodzenia stałego w Grupie Polenergia, (ii) możliwość odroczenia jego wypłaty, (iii) uzależnienie wypłaty Premii od kryteriów finansowych i niefinansowych oraz (iv) uzależnienie wypłaty Premii od zatwierdzenia sprawozdania finansowego. Czynniki te mają na celu ograniczenie nadmiernego ryzyka w dążeniu do osiągnięcia wyłącznie krótkoterminowych wyników.”;
- “28. For the purpose of implementation of the Company’s business strategy, long-term interests and sustainability, Management Board Members shall be awarded variable remuneration (Bonus) and: (i) its amount shall be limited to 80/90% of the annual fixed remuneration in the Polenergia Group, (ii) possibility to defer its payment; (iii) making the payment of the Bonus subject to financial and non-financial criteria and (iv) making the payments of Bonus conditional on the approval of financial statements. This is aimed to mitigate the excessive risk in efforts to achieve only short-term results.”
- 30) the existing items 22-29. of the Remuneration Policy become, respectively, items 29-36. of the Remuneration Policy;
- 31) the existing item 30. of the Remuneration Policy becomes item 37. of the Remuneration Policy, and is given the following new wording:
- „37. W stosunku do Polityki Wynagrodzeń przyjętej uchwałą nr 23 Zwyczajnego Walnego Zgromadzenia Spółki z dnia 19 maja 2020 roku w sprawie przyjęcia Polityki wynagrodzeń członków zarządu i rady nadzorczej Spółki wprowadzono istotne zmiany:
- a) uchwałą nr 4/2023 Nadzwyczajnego Walnego Zgromadzenia Spółki z dnia 3 kwietnia 2023 roku w sprawie zmiany „Polityki Wynagrodzeń Członków Zarządu i Rady Nadzorczej w spółce Polenergia S.A.” zmieniono pkt 12 lit. d) oraz pkt 21 Polityki Wynagrodzeń w ten sposób, że zwiększono maksymalną sumę wszystkich części Premii za dany rok obrotowy dla Prezesa Zarządu oraz dla Członków Zarządu o 10 punktów procentowych;
- b) uchwałą nr [•]/2024 Zwyczajnego Walnego Zgromadzenia Spółki z dnia
- “37. Material changes have been made to the Remuneration Policy adopted by Resolution No. 23 of the Annual General Meeting of 19 May 2020 on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of the Company:
- a) by Resolution No. 4/2023 of the Extraordinary General Meeting of the Company dated 3 April 2023 on amending the “Remuneration Policy for Members of the Management Board and Supervisory Board of Polenergia S.A.” items 12 (d) and 21 of the Remuneration Policy were amended so that the maximum sum of all parts of the Bonus for a given financial year for the President of the Management Board and for other Members of the Management Board was increased by 10 percentage points;
- b) by Resolution No. [•]/2024 of the Annual General Meeting of the

[•] 2024 roku w sprawie zmiany „Polityki Wynagrodzeń Członków Zarządu i Rady Nadzorczej w spółce Polenergia S.A.” wprowadzono zmiany porządkujące stałe i zmienne składniki wynagrodzenia zgodnie z Wytocznymi KE oraz proporcje między tymi składnikami, jak również doprecyzowano dodatkowe elementy wynagrodzenia stałego, jakie mogą być przyznane przez Radę Nadzorczą. Wprowadzono również postanowienie, zgodnie z którym Premia zależna będzie nie tylko od spełnienia kryteriów finansowych, ale także kryteriów niefinansowych (Cele ESG Grupy Polenergia).

Company of [•] 2024 on amending the "Remuneration Policy for the Members of the Management Board and the Supervisory Board of Polenergia S"A." amendments have been introduced to order fixed and variable remuneration components in accordance with the EC Guidelines and the proportions between these components, as well as to clarify additional elements of fixed remuneration that may be granted by the Supervisory Board. In addition, a provision according to which the Bonus will depend not only on the fulfilment of financial criteria, but also non-financial criteria (ESG Objectives of the Polenergia Group) was introduced.

Uchwała, o której mowa w art. 90g ust. 6 Ustawy o ofercie publicznej nie zawiera wniosków, które wymagałyby uwzględnienia w Polityce Wynagrodzeń. W związku z powyższym, za wyjątkiem zmian opisanych powyżej, nie zostały wprowadzone inne istotne zmiany do Polityki Wynagrodzeń.”;

The resolution referred to in Article 90g(6) of the Act on public offering does not contain any proposals that would require inclusion in the Remuneration Policy. Accordingly, with the exception of the changes described above, no other material amendments have been made to the Remuneration Policy.”;

- 32) the existing Item 31. of the Remuneration Policy is repealed in its entirety;
 - 33) the existing item 32. of the Remuneration Policy becomes item 38. of the Remuneration Policy;
 - 34) the existing Appendix No. 1 to the Remuneration Policy is repealed in its entirety;
2. resolves that the other provisions of the Remuneration Policy, unchanged in section 1 above, remain unchanged.

§ 2

The Annual General Meeting of the Company adopts the consolidated text of the Remuneration Policy taking into account the amendments to the Remuneration Policy introduced by this resolution. The consolidated text of the Remuneration Policy is attached to this resolution.

§ 3

The Resolution shall come into effect as of the date of adoption, with the calculation of the amount and payment of the Bonus (as defined in the Remuneration Policy) in accordance with the terms of the Remuneration Policy as amended by this Resolution to be made for the first time with respect to the 2024 Bonus, payable no earlier than in 2025.

Justification: In accordance with Article 90e (4) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of 29 July 2005 (as amended), a resolution on the remuneration policy is adopted at least every four years, and a significant change in the remuneration policy requires its adoption, by resolution, by the general meeting.

The current Remuneration Policy for Members of the Management Board and Supervisory Board of Polenergia S.A. was adopted in 2020, therefore the first period of its mandatory review falls in 2024.

The proposed amendment to the Remuneration Policy is aimed at clarifying its provisions and adjusting them to the current legal regulations.

The proposed changes to the Remuneration Policy basically concern the following areas:

- 1) making the Bonus conditional on meeting not only the financial criterion, but also the non-financial criterion (ESG Objectives of Polenergia Group). The proposed change is due to the provisions of the law (Article 90d (4) (1) of the Public Offering Act) and the significant importance of the ESG area for the Polenergia Group. Consequently, it is proposed that the values related to this area be reflected in the regulations on the management board bonus rules;
- 2) clarification and ordering of the catalog of fixed and variable remuneration elements that may be granted to Management Board Members in addition to the monthly base salary, and bringing them in line with market standards;
- 3) aligning the catalog of fixed and variable elements of remuneration with the European Commission's guidelines set forth in the document "Guidelines on the standard presentation of the remuneration report in accordance with Directive 2007/36/EC, as amended by Directive (EU) 2017/828, with regard to incentivizing shareholders' long-term commitment".
- 4) updating the definitions of "EBITDA" and "Profit" in order to align them with the definitions adopted in other regulations applicable to the Polenergia Group.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 7/V/2024 of 22 May 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution No. [•]
of the Annual General Meeting of Polenergia S.A.
with its registered office in Warsaw
of 19 June 2024**

on the adoption of a new text of the Bylaws of the General Meeting of Polenergia S.A.

§ 1

Acting pursuant to Article 5.3.1.(i) of the Company's Statute, the Annual General Meeting of the Company resolves to adopt the new wording of the Bylaws of the General Meeting of Polenergia S.A. with the content presented in the appendix to this resolution.

§ 2

This resolution is effective upon being adopted.

Justification: The update of the Bylaws of the General Meeting of Polenergia S.A. is aimed at adjusting its wording to the current legal regulations, the provisions of the Company's Statute and the Best Practice for GPW Listed Companies.

The draft of this resolution was positively assessed by the Supervisory Board of the Company (Resolution of the Supervisory Board No. 8/V/2024 of 22 May 2024), in accordance with rule 4.7. of the Best Practice for GPW Listed Companies 2021.