

**Draft resolutions**  
**of the Ordinary General Meeting of Enea S.A. with its registered office in Poznań convened for**  
**26 June 2025**

***Draft resolution to item 2 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name**  
**of**  
**Enea Spółka Akcyjna with its registered office in Poznań**  
**on ..... 2025**

**to elect the Chairperson of the Ordinary General Meeting**

Acting pursuant to Article 409 § 1 of the Commercial Company Code and § 29(5) of the Company's Statute, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§1**

The Ordinary General Meeting of Enea S.A. hereby elects Mr./Ms. ....  
as the Chairperson of the Ordinary General Meeting.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Draft resolution to item 4 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to accept the agenda of the Ordinary General Meeting**

The Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. with its registered office in Poznań accepts the following agenda of the Ordinary General Meeting:

1. Open the Ordinary General Meeting.
2. Elect the Chairperson of the Ordinary General Meeting.
3. Assert that the Ordinary General Meeting has been convened correctly and is capable of adopting resolutions.
4. Adopt the agenda.
5. Adopt a resolution to approve the *Report of the Enea S.A. Supervisory Board on its activity in 2024*.
6. Present the report of the independent certified auditor on the audit of the *Standalone Financial Statements of Enea S.A. for the financial year ended 31 December 2024*, the *Consolidated Financial Statements of the Enea Group for the financial year ended 31 December 2024* and the *Management Board Report on the activity of Enea S.A. and the Enea Group in 2024*.
7. Examine and adopt a resolution to approve the *Standalone Financial Statements of Enea S.A. for the financial year ended 31 December 2024*.
8. Examine and adopt a resolution to approve the *Consolidated Financial Statements of the Enea Group for the financial year ended 31 December 2024*.
9. Examine and adopt a resolution to approve the *Management Board Report on the activity of Enea S.A. and the Enea Group in 2024* together with a separate *Enea Group Sustainability Report for 2024*.
10. Adopt a resolution to cover the loss for 2023 and distribute Enea S.A.'s net profit generated in the financial year ended 31 December 2024
11. Adopt resolutions to discharge the Enea S.A. Management Board Members on the performance of their duties in the financial year 2024.
12. Adopt resolutions to discharge the Enea S.A. Supervisory Board Members on the performance of their duties in the financial year 2024.
13. Adopt a resolution to issue an opinion on the document, adopted by the Supervisory Board, entitled "Report on Remuneration of Enea S.A. Management Board and Supervisory Board Members in 2024".
14. Adopt resolutions to accept the amendments to the Statute of Enea S.A. which received a positive opinion from the Supervisory Board.
15. Adjourn the Ordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Draft resolution to item 5 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to approve the document entitled “Report of the Enea S.A. Supervisory Board on its activity in  
2024”**

Acting pursuant to principle 2.11 of the “*Best Practice for WSE Listed Companies 2021*” in conjunction with Article 382(3)(3) of the Commercial Company Code, the Ordinary General Meeting resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. hereby approves the “*Report of the Enea S.A. Supervisory Board on its activity in 2024*” in the wording adopted by Resolution No. 63/XI/2025 of the Enea S.A. Supervisory Board of 20 May 2025.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

Pursuant to principle 2.11 of the “*Best Practice for WSE Listed Companies 2021*”, in addition to activities resulting from the applicable laws, once per year the supervisory board prepares and presents an annual report for approval to the ordinary general meeting. Moreover, the obligation imposed on the supervisory board to submit an annual written report to the general meeting arises from Article 382(3)(3) of the Commercial Company Code.

By Resolution No. 63/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board adopted the “Report of the Enea S.A. Supervisory Board on its activity in 2024”.

Accordingly, it is necessary for the Ordinary General Meeting of Enea S.A. to examine and make a decision on approving the document entitled “Report of the Enea S.A. Supervisory Board on its activity in 2024”.

**Draft resolution to item 7 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to approve the *Standalone Financial Statements of Enea S.A.  
for the financial year ended 31 December 2024***

Acting pursuant to Article 53(1) of the Accounting Act and Article 395(2)(1) of the Commercial Company Code, the Ordinary General Meeting hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. approves the *Standalone Financial Statements of Enea S.A. for the financial year ended 31 December 2024*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. standalone statement of financial position as at 31 December 2024, showing a balance of assets and liabilities in the amount of PLN 23,847,158 thousand (twenty-three billion eight hundred forty-seven million one hundred fifty-eight thousand Polish zloty);
2. standalone statement of comprehensive income for the period from 1 January 2024 to 31 December 2024, showing a net profit of PLN 798,928 thousand (seven hundred ninety-eight million nine hundred twenty-eight thousand Polish zloty) and comprehensive income of PLN 758,973 thousand (seven hundred fifty-eight million nine hundred seventy-three thousand Polish zloty);
3. standalone statement of changes in equity for the financial year from 1 January 2024 to 31 December 2024, showing an increase in equity by PLN 758,973 thousand (seven hundred fifty-eight million nine hundred seventy-three thousand Polish zloty);
4. standalone statement of cash flows, showing an increase in cash by PLN 819,688 thousand (eight hundred nineteen million six hundred eighty-eight thousand Polish zloty);
5. notes to the standalone financial statements, including a description of key accounting policies applied and other explanations;

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

In accordance with Article 53(1) of the Accounting Act of 29 September 1994, the annual standalone financial statements are subject to approval by the approving body, no later than within 6 months from the balance sheet date. Moreover, pursuant to Article 395(2)(1) of the Commercial Company Code, the subject matter of an ordinary general meeting should be the examination and approval of the

financial statements. In light of the foregoing, the *Standalone Financial Statements of Enea S.A. for the financial year ended 31 December 2024* have been submitted to the Ordinary General Meeting.

By Resolution No. 41/XI/2025 of 9 April 2025, the Enea S.A. Supervisory Board issued a favorable assessment of compliance of the said Financial Statements with the Company's accounting ledgers and documents as well as the facts, and recommended their approval by the Ordinary General Meeting.

**Draft resolution to item 8 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to approve the *Consolidated Financial Statements of the Enea Group for the financial year  
ended 31 December 2024***

Acting pursuant to Article 63c(4) of the Accounting Act and Article 395(5) of the Commercial Company Code, the Ordinary General Meeting hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. approves the *Consolidated Financial Statements of the Enea Group for the financial year ended 31 December 2024*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. consolidated statement of financial position as at 31 December 2024, showing a balance of assets and liabilities in the amount of PLN 39,467,853 thousand (thirty-nine billion four hundred sixty-seven million eight hundred fifty-three thousand Polish zloty);
2. consolidated statement of comprehensive income for the period from 1 January 2024 to 31 December 2024, showing a net profit of PLN 956,141 thousand (nine hundred fifty-six million one hundred forty-one thousand Polish zloty) and comprehensive income of PLN 923,479 thousand (nine hundred twenty-three million four hundred seventy-nine thousand Polish zloty);
3. consolidated statement of changes in equity for the financial year from 1 January 2024 to 31 December 2024, showing an increase in equity by PLN 893,219 thousand (eight hundred ninety-three million two hundred nineteen thousand Polish zloty);
4. consolidated statement of cash flows showing an increase in cash by PLN 1,386,004 thousand (one billion three hundred eighty-six million four thousand Polish zloty);
5. notes to the consolidated financial statements including a description of key accounting policies applied and other explanations;

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

In accordance with Article 63c(4) of the Accounting Act of 29 September 1994, the annual consolidated financial statements are subject to approval by the approving body of the parent entity, no later than within 6 months from the balance sheet date, as at which the annual financial statements of the parent entity should be prepared. Moreover, pursuant to Article 395(5) of the Commercial

Company Code, the subject matter of an ordinary general meeting may be the examination and approval of the financial statements of a corporate group within the meaning of accounting regulations. In light of the foregoing, the *Consolidated Financial Statements of the Enea Group for the financial year ended 31 December 2024* have been submitted to the Ordinary General Meeting.

By Resolution No. 41/XI/2025 of 9 April 2025, the Enea S.A. Supervisory Board issued a favorable assessment of the said Financial Statements and recommended their approval by the Ordinary General Meeting.



**Draft resolution to item 9 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to approve the *Management Board Report on the activity of Enea S.A. and the Enea Group in 2024* together with a separate *Enea Group Sustainability Report for 2024***

Acting pursuant to Article 395(2)(1) and Article 395(5) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. approves the *Management Board Report on the activity of Enea S.A. and the Enea Group in 2024* together with a separate *Enea Group Sustainability Report for 2024*.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

In accordance with Article 395(2)(1) of the Commercial Company Code, the subject matter of the Ordinary General Meeting of Enea S.A. should be the examination and approval of the management board's report on the company's activity in the previous financial year. Moreover, in accordance with Article 395(5) of the Commercial Company Code, the subject matter of the Ordinary General Meeting of Enea S.A. may also be the examination and approval of the financial statements of a corporate group within the meaning of accounting regulations and other matters than those enumerated in § 2 of this Article.

Accordingly, it is necessary for the Ordinary General Meeting to examine and make a decision regarding the *Management Board Report on the activity of Enea S.A. and the Enea Group in 2024*.

By Resolution No. 42/XI/2025 of 9 April 2025, the Enea S.A. Supervisory Board issued a favorable assessment of the *Management Board Report on the activity of Enea S.A. and the Enea Group in 2024* together with a separate *Enea Group Sustainability Report for 2024*, confirmed its compliance with the accounting ledgers, documents and facts, and recommended its approval by the Ordinary General Meeting.

**Draft resolution to item 10 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to cover the loss for 2023 and distribute Enea S.A.'s net profit generated in the financial  
year ended 31 December 2024**

Acting pursuant to Article 395(2)(2) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The loss incurred by Enea S.A. in 2023 in the total amount of PLN 1,602,940,000.00 will be partially covered with PLN 1,068,877,546.50 from the reserve capital initially created for investment financing.

**§ 2**

The net profit of PLN 798,928,000.00 generated by ENEA S.A. in the financial year ended 31 December 2024 will be distributed as follows:

- a) PLN 534,062,453.50 to cover the remaining part of the 2023 loss,
- b) PLN 264,865,546.50 to pay out a dividend for shareholders.

**§ 3**

The dividend record date is set for 17 July 2025 and the dividend payment date is set for 31 July 2025.

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

The adoption of this resolution constitutes the execution of the instruction contained in Article 395(2)(2) of the Commercial Company Code. The Enea S.A. Management Board's rationale for the proposed coverage of the Company's loss incurred in 2023 and distribution of the Company's net profit generated in the financial year ended 31 December 2024 is presented in the document entitled "Rationale presented by the Enea S.A. Management Board for the proposed coverage of Enea S.A.'s loss incurred in 2023 and distribution of the profit generated in the financial year ended 31 December 2024".

By Resolution No. 51/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a favorable opinion on the motion submitted by the Company's Management Board regarding the proposed

coverage of Enea S.A.'s loss incurred in 2023 and distribution of the profit generated in the financial year ended 31 December 2024.

***Draft resolution to item 11 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Grzegorz Kinelski, President of the Management Board, on the performance of  
his duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Grzegorz Kinelski on the performance of his duties as President of the Management Board in the period from 1 March 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Grzegorz Kinelski served as President of the Management Board in the period from 1 March 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 52/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Grzegorz Kinelski, President of the Management Board, on the performance of his duties in the period from 1 March 2024 to 31 December 2024.

***Draft resolution to item 11 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Ms. Dalida Gepfert, Management Board Member, on the performance of her duties  
in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Ms. Dalida Gepfert, Management Board Member, on the performance of her duties in the period from 1 May 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Dalida Gepfert served as Management Board Member for Corporate Matters in the period from 1 May 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 53/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Ms. Dalida Gepfert, Management Board Member, on the performance of her duties in the period from 1 May 2024 to 31 December 2024.

***Draft resolution to item 11 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Bartosz Krysta, Management Board Member, on the performance of his duties  
in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Bartosz Krysta, Management Board Member, on the performance of her duties in the period from 1 March 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Bartosz Krysta served as Management Board Member for Commercial Matters in the period from 1 March 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 54/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Bartosz Krysta, Management Board Member, on the performance of his duties in the period from 1 March 2024 to 31 December 2024.

***Draft resolution to item 11 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Marek Lełątko, Management Board Member,  
on the performance of his duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Marek Lełątko, Management Board Member, on the performance of her duties in the period from 1 March 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Marek Lełątko served as Management Board Member for Financial Matters in the period from 1 March 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 55/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Mr. Marek Lełątko, Management Board Member, on the performance of his duties in the period from 1 March 2024 to 31 December 2024.

**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Ms. Monika Starecka, Enea S.A. Supervisory Board Member seconded to  
temporarily perform the duties of President of the Enea S.A. Management Board, on the  
performance of her duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Ms. Monika Starecka, Enea S.A. Supervisory Board Member seconded to temporarily perform the duties of President of the Enea S.A. Management Board, on the performance of her duties in the period from 2 February 2024 to 29 February 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Monika Starecka served as President of the Enea S.A. Management Board in the period of her secondment to serve in such capacity, i.e. from 2 February 2024 to 29 February 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 56/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Ms. Monika Starecka, Enea S.A. Supervisory Board Member seconded to temporarily perform the duties of President of the Enea S.A. Management Board, on the performance of her duties in the period from 2 February 2024 to 29 February 2024.



**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Ms. Monika Starecka, Enea S.A. Supervisory Board Member seconded to  
temporarily perform the duties of Enea S.A. Management Board Member for Corporate Matters,  
on the performance of her duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Ms. Monika Starecka, Enea S.A. Supervisory Board Member seconded to temporarily perform the duties of Enea S.A. Management Board Member for Corporate Matters, on the performance of her duties in the period from 1 March 2024 to 30 April 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Monika Starecka served as Management Board Member for Corporate Matters in the period of her secondment to serve in such capacity, i.e. from 1 March 2024 to 30 April 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 57/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board recommended the Ordinary General Meeting to grant a discharge to Ms. Monika Starecka, Enea S.A. Supervisory Board Member seconded to temporarily perform the duties of Enea S.A. Management Board Member for Corporate Matters, on the performance of her duties in the period from 1 March 2024 to 30 April 2024.

**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Paweł Majewski, President of the Management Board, on the performance of  
his duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Paweł Majewski, President of the Management Board, on the performance of his duties in the period from 1 January 2024 to 2 February 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge or refuse to grant a discharge to members of the Company's bodies. Because Mr. Paweł Majewski served as President of the Management Board in the period from 1 January 2024 to 2 February 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 58/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a negative opinion and recommended the Enea S.A. Ordinary General Meeting not grant a discharge to Mr. Paweł Majewski, President of the Management Board, on the performance of his duties in the period from 1 January 2024 to 2 February 2024.

In the justification for the said Resolution, the Enea S.A. Supervisory Board indicated that its recommendation against granting a discharge to Mr. Paweł Majewski was due to the identified breaches of the obligation to conduct the Company's business with due diligence, including the following in particular:

- execution of donation agreements with the Enea Foundation despite having significantly overrun the budget for supporting the Foundation and doubts as to whether the funds were used in accordance with the Foundation's objectives as well as failure to revoke the said donations in a situation where the funds were used contrary to the Foundation's objectives provided for in its charter,
- execution of non-competition agreements with the Company's employees that were unfavorable to the Company,

- failure to apply appropriate control measures with respect to the Polish National Foundation,
- negligence in the pursuit of compensation for damage that arose in connection with the Company's involvement in the construction of a coal-fired unit as part of the so-called Ostrołęka C project,
- negligence in the supervision of subsidiaries in the performance of an agreement with fuel supplier Arkan Impex General Trading LLC.

**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Jakub Kowaleczko, Management Board Member, on the performance of his  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Jakub Kowaleczko, Management Board Member, on the performance of his duties in the period from 1 January 2024 to 2 February 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge or refuse to grant a discharge to members of the Company's bodies. Because Mr. Jakub Kowaleczko served as Management Board Member for Commercial Matters in the period from 1 January 2024 to 2 February 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 59/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a negative opinion and recommended the Enea S.A. Ordinary General Meeting not grant a discharge to Mr. Jakub Kowaleczko, Enea S.A. Management Board Member for Commercial Matters, on the performance of his duties in the period from 1 January 2024 to 2 February 2024.

In the justification for the said Resolution, the Enea S.A. Supervisory Board indicated that its recommendation against granting a discharge to Mr. Jakub Kowaleczko was due to the identified breaches of the obligation to conduct the Company's business with due diligence, including the following in particular:

- execution of donation agreements with the Enea Foundation despite having significantly overrun the budget for supporting the Foundation and doubts as to whether the funds were used in accordance with the Foundation's objectives as well as failure to revoke the said donations in a situation where the funds were used contrary to the Foundation's objectives provided for in its charter,
- failure to apply appropriate control measures with respect to the Polish National Foundation,

- negligence in the pursuit of compensation for damage that arose in connection with the Company's involvement in the construction of a coal-fired unit as part of the so-called Ostrołęka C project,
- negligence in the supervision of subsidiaries in the performance of an agreement with fuel supplier Arkan Impex General Trading LLC.

**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Marcin Pawlicki, Management Board Member, on the performance of his  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Marcin Pawlicki, Management Board Member, on the performance of his duties in the period from 1 January 2024 to 29 February 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge or refuse to grant a discharge to members of the Company's bodies. Because Mr. Marcin Pawlicki served as Management Board Member for Operational Matters in the period from 1 January 2024 to 29 February 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 60/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a negative opinion and recommended the Enea S.A. Ordinary General Meeting not grant a discharge to Mr. Marcin Pawlicki, Enea S.A. Management Board Member for Operational Matters, on the performance of his duties in the period from 1 January 2024 to 29 February 2024.

In the justification for the said Resolution, the Enea S.A. Supervisory Board indicated that its recommendation against granting a discharge to Mr. Marcin Pawlicki was due to the identified breaches of the obligation to conduct the Company's business with due diligence, including the following in particular:

- execution of donation agreements with the Enea Foundation despite having significantly overrun the budget for supporting the Foundation and doubts as to whether the funds were used in accordance with the Foundation's objectives as well as failure to revoke the said donations in a situation where the funds were used contrary to the Foundation's objectives provided for in its charter,

- execution of non-competition agreements with the Company's employees that were unfavorable to the Company,
- failure to apply appropriate control measures with respect to the Polish National Foundation,
- negligence in the pursuit of compensation for damage that arose in connection with the Company's involvement in the construction of a coal-fired unit as part of the so-called Ostrołęka C project,
- negligence in the supervision of subsidiaries in the performance of an agreement with fuel supplier Arkan Impex General Trading LLC.

**Draft resolution to item 11 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge to Mr. Dariusz Szymczak, Management Board Member, on the performance of his  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Dariusz Szymczak, Management Board Member, on the performance of his duties in the period from 1 January 2024 to 2 February 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge or refuse to grant a discharge to members of the Company's bodies. Because Mr. Dariusz Szymczak served as Management Board Member for Corporate Matters in the period from 1 January 2024 to 2 February 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 61/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a negative opinion and recommended the Enea S.A. Ordinary General Meeting not grant a discharge to Mr. Dariusz Szymczak, Enea S.A. Management Board Member for Corporate Matters, on the performance of his duties in the period from 1 January 2024 to 2 February 2024.

In the justification for the said Resolution, the Enea S.A. Supervisory Board indicated that its recommendation against granting a discharge to Mr. Dariusz Szymczak was due to the identified breaches of the obligation to conduct the Company's business with due diligence, including the following in particular:

- execution of donation agreements with the Enea Foundation despite having significantly overrun the budget for supporting the Foundation and doubts as to whether the funds were used in accordance with the Foundation's objectives as well as failure to revoke the said donations in a situation where the funds were used contrary to the Foundation's objectives provided for in its charter,
- failure to apply appropriate control measures with respect to the Polish National Foundation,



- negligence in the pursuit of compensation for damage that arose in connection with the Company's involvement in the construction of a coal-fired unit as part of the so-called Ostrołęka C project,
- negligence in the supervision of subsidiaries in the performance of an agreement with fuel supplier Arkan Impex General Trading LLC.

***Draft resolution to item 11 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Lech Adam Żak, Management Board Member, on the performance of his  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Lech Adam Żak, Management Board Member, on the performance of his duties in the period from 1 January 2024 to 29 February 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge or refuse to grant a discharge to members of the Company's bodies. Because Mr. Lech Adam Żak served as Management Board Member for Strategy and Development in the period from 1 January 2024 to 29 February 2024, the adoption of this resolution is appropriate and reasonable.

By Resolution No. 62/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a negative opinion and recommended the Enea S.A. Ordinary General Meeting not grant a discharge to Mr. Lech Adam Żak, Enea S.A. Management Board Member for Strategy and Development, on the performance of his duties in the period from 1 January 2024 to 29 February 2024.

In the justification for the said Resolution, the Enea S.A. Supervisory Board indicated that its recommendation against granting a discharge to Mr. Lech Adam Żak was due to the identified breaches of the obligation to conduct the Company's business with due diligence, including the following in particular:

- execution of donation agreements with the Enea Foundation despite having significantly overrun the budget for supporting the Foundation and doubts as to whether the funds were used in accordance with the Foundation's objectives as well as failure to revoke the said donations in a situation where the funds were used contrary to the Foundation's objectives provided for in its charter,
- failure to apply appropriate control measures with respect to the Polish National Foundation,

- negligence in the pursuit of compensation for damage that arose in connection with the Company's involvement in the construction of a coal-fired unit as part of the so-called Ostrołęka C project,
- negligence in the supervision of subsidiaries in the performance of an agreement with fuel supplier Arkan Impex General Trading LLC.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Łukasz Ciołko, Supervisory Board Chairman, on the performance of his duties  
in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Łukasz Ciołko, Supervisory Board Chairman, on the performance of his duties in the period from 1 January 2024 to 29 January 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Łukasz Ciołko served as Supervisory Board Chairman in the period from 1 January 2024 to 29 January 2024, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Ms. Ewa Bagińska, Supervisory Board Chairwoman, on the performance of her  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Ms. Ewa Bagińska, Supervisory Board Chairwoman, on the performance of her duties in the period from 30 January 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Ewa Bagińska served as Chairwoman of the Supervisory Board in the period from 30 January 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Roman Stryjski, Supervisory Board Deputy Chairman, on the performance of  
his duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Roman Stryjski, Supervisory Board Deputy Chairman, on the performance of his duties in the period from 1 January 2024 to 30 January 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Roman Stryjski served as Supervisory Board Deputy Chairman, in the period from 1 January 2024 to 30 January 2024, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Ms. Monika Starecka, Supervisory Board Member, on the performance of her  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Ms. Monika Starecka, Supervisory Board Member, on the performance of her duties in the period from 30 January 2024 to 31 December 2024, including as Deputy Chairwoman of the Supervisory Board from 2 February 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Monika Starecka served as Supervisory Board Member from 30 January 2024 to 31 December 2024 (including as Deputy Chairwoman of the Supervisory Board from 2 February 2024 to 31 December 2024), the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Mariusz Pliszka, Supervisory Board Secretary, on the performance of his  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Mariusz Pliszka, Supervisory Board Secretary, on the performance of his duties in the period from 1 January 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Mariusz Pliszka served as Supervisory Board Secretary in the period from 1 January 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.



***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Mariusz Damasiewicz, Supervisory Board Member, on the performance of his  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Mariusz Damasiewicz, Supervisory Board Member, on the performance of his duties in the period from 1 January 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Mariusz Damasiewicz served as Supervisory Board Member in the period from 1 January 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Michał Gniatkowski, Supervisory Board Member, on the performance of his  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Michał Gniatkowski, Supervisory Board Member, on the performance of his duties in the period from 30 January 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Michał Gniatkowski served as Supervisory Board Member in the period from 30 January 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 12 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Ms. Aneta Kordowska, Supervisory Board Member, on the performance of her  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants /does not grant a discharge to Ms. Aneta Kordowska, Supervisory Board Member, on the performance of her duties in the period from 1 January 2024 to 30 January 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Aneta Kordowska served as Supervisory Board Member in the period from 1 January 2024 to 30 January 2024, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Tomasz Lis, Supervisory Board Member, on the performance of his duties in  
the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Tomasz Lis, Supervisory Board Member, on the performance of his duties in the period from 1 January 2024 to 31 October 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Tomasz Lis served as Supervisory Board Member in the period from 1 January 2024 to 31 October 2024, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Paweł Łacki, Supervisory Board Member, on the performance of his duties in  
the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Paweł Łacki, Supervisory Board Member, on the performance of his duties in the period from 1 January 2024 to 30 January 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Paweł Łacki served as Supervisory Board Member in the period from 1 January 2024 to 30 January 2024, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Ms. Agata Michalska-Olek, Supervisory Board Member, on the performance of her  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants /does not grant a discharge to Ms. Agata Michalska-Olek, Supervisory Board Member, on the performance of her duties in the period from 30 January 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Ms. Agata Michalska-Olek served as Supervisory Board Member in the period from 30 January 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Mariusz Romańczuk, Supervisory Board Member, on the performance of his  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Mariusz Romańczuk, Supervisory Board Member, on the performance of his duties in the period from 1 January 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Mariusz Romańczuk served as Supervisory Board Member in the period from 1 January 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Piotr Szymanek, Supervisory Board Member, on the performance of his duties  
in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Piotr Szymanek, Supervisory Board Member, on the performance of his duties in the period from 30 January 2024 to 31 May 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Piotr Szymanek served as Supervisory Board Member in the period from 30 January 2024 to 31 May 2024, the adoption of this resolution is appropriate and reasonable.



***Draft resolution to item 12 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to discharge Mr. Zbigniew Szymczak, Supervisory Board Member, on the performance of his  
duties in the financial year 2024**

Acting pursuant to Article 393(1) and Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. hereby resolves as follows:

**§ 1**

The Ordinary General Meeting of Enea S.A. grants / does not grant a discharge to Mr. Zbigniew Szymczak, Supervisory Board Member, on the performance of his duties in the period from 30 January 2024 to 31 December 2024.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

**Justification:**

In accordance with Article 395(2)(3) of the Commercial Company Code, the Ordinary General Meeting of Enea S.A. has the power to grant a discharge to members of the Company's bodies. Because Mr. Zbigniew Szymczak served as Supervisory Board Member in the period from 30 January 2024 to 31 December 2024, the adoption of this resolution is appropriate and reasonable.

**Draft resolution to item 13 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to issue an opinion on the document entitled “Report on Remuneration of Enea S.A.  
Management Board and Supervisory Board Members in 2024”.**

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, having read the “*Independent auditor’s report on the assurance engagement regarding the evaluation of the Remuneration Report*”:

**§ 1**

The Ordinary General Meeting of Enea S.A. hereby issues its favorable opinion on the “Report on Remuneration of Enea S.A. Management Board and Supervisory Board Members in 2024” in the wording adopted by Resolution No. 29/XI/2025 of the Enea S.A. Supervisory Board of 9 April 2025.

**§ 2**

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

Pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, the General Meeting adopts a resolution with an opinion on the Remuneration Report. Such resolution is of an advisory nature.

By Resolution No. 29/XI/2025 of 9 April 2025, the Enea S.A. Supervisory Board adopted the “Report on Remuneration of Enea S.A. Management Board and Supervisory Board Members in 2024”. The certified auditor has verified that the Remuneration Report includes all information required under Article 90g(1)-(5) and (8) of the Act on Public Offerings. In the “Independent auditor’s report on the assurance engagement regarding the evaluation of the Remuneration Report,” the auditor stated that the Remuneration Report, in all material respects, contains all the elements enumerated in Article 90g(1)-(5) and (8) of the Act.

Following the completion of the Ordinary General Meeting, the Remuneration Report will be uploaded to the website [www.enea.pl](http://www.enea.pl), where it will be available free of charge for at least 10 years.

Accordingly, it is necessary for the Ordinary General Meeting of Enea S.A to examine and make a decision regarding an opinion on the document entitled *Report on Remuneration of Enea S.A. Management Board and Supervisory Board Members in 2024*

***Draft resolution to item 14 of the proposed agenda***

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to amend the Company's Statute with regard to an extension of the scope of business to  
include sales agency services and the adaptation of PKD codes and descriptions to the new  
regulations**

The Ordinary General Meeting of Enea S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

**§ 1**

The Company's Statute shall be amended as follows:

**§ 5(1) of the Company's Statute shall be given the following new wording:**

"1. The Company's lines of business include (PKD):

- 1) production of electricity from non-renewable sources (35.11.Z),
- 2) production of electricity from renewable sources (35.12.Z),
- 3) storage of electricity (35.16.Z),
- 4) trade in electricity (35.15.Z),
- 5) production of gaseous fuels (35.21.Z),
- 6) distribution of gaseous fuels through mains (35.22.Z),
- 7) trade in gaseous fuels through mains (35.23.Z),
- 8) production and supply of steam and air for air conditioning systems (35.30.Z),
- 9) construction work on transmission pipelines and distribution networks (42.21.Z),
- 10) electrical installation work (43.21.Z),
- 11) other construction installation work (43.24.Z),
- 12) architectural activities (71.11.Z),
- 13) other technical testing and analysis (71.20.C),
- 14) research and development in other natural sciences and engineering (72.10.Z),
- 15) other specialized construction activities not elsewhere classified (43.99.Z),
- 16) repair and maintenance of machinery (33.12.Z),
- 17) repair and maintenance of electronic and optical equipment (33.13.Z),
- 18) repair and maintenance of electrical equipment (33.14.Z),
- 19) rental and leasing of construction machinery and equipment (77.32.Z),
- 20) rental and leasing of other machinery, equipment and tangible goods not elsewhere classified (77.39.Z),
- 21) manufacture of electronic components (26.11.Z),
- 22) manufacture of electricity distribution and control apparatus (27.12.Z),

- 23) manufacture of installation equipment (27.33.Z),
- 24) manufacture of batteries and accumulators (27.20.Z),
- 25) manufacture of lighting equipment (27.40.Z),
- 26) installation of industrial machinery, equipment and fittings (33.20.Z),
- 27) telecommunications (61),
- 28) land transport and pipeline transport (49),
- 29) wholesale trade (46),
- 30) retail trade (47),
- 31) warehousing, storage and transport support services (52),
- 32) accounting and bookkeeping activities (69.20.A),
- 33) tax consulting (69.20.B),
- 34) market and public opinion research (73.20.Z),
- 35) all other professional, scientific and technical activities not elsewhere classified (74.99.Z),
- 36) activities of holding companies (64.21.Z),
- 37) other forms of credit granting, not elsewhere classified (64.92.B),
- 38) activities related to real estate services (68),
- 39) activities related to programming, IT consulting and related activities (62),
- 40) advertising, market research and public relations activities (73),
- 41) technology (85.32.A),
- 42) health care (86),
- 43) activities of membership organizations (94),
- 44) sports, entertainment and recreation activities (93),
- 45) activities related to the production of films, video recordings, television programs, sound and music recordings (59),
- 46) activities of tour operators, travel agents and other reservation service and related activities (79),
- 47) publishing activities (58),
- 48) mechanical repair and maintenance of motor vehicles, excluding motorcycles (95.31.A),
- 49) retail sale of parts and accessories for motor vehicles, excluding motorcycles (47.82.Z),
- 50) retail sale of motor vehicle fuels (47.30.Z),
- 51) hotels and similar accommodation (55.10.Z),
- 52) retail sale of motor vehicles, excluding motorcycles (47.81.Z),
- 53) other financial service activities, except insurance and pension funding, not elsewhere classified (64.99.Z),
- 54) head office activities (70.10.A),
- 55) other public relations and communication activities (73.30.B),
- 56) business management and other management consulting activities (70.20.Z),
- 57) other services related to computing infrastructure, data processing, website hosting and related activities (63.10.D),
- 58) activities related to job search and recruitment (78.10.Z),
- 59) activities related to administrative office services, including support activities (82.10.Z)

- 60) oil mining (06.10.Z),
- 61) natural gas mining (06.20.Z),
- 62) other mining and quarrying, not elsewhere classified (08.99.Z),
- 63) service activities supporting the extraction of oil and natural gas (09.10.Z),
- 64) service activities supporting other mining and quarrying (09.90.Z),
- 65) manufacture and processing of refined petroleum products and products from fossil fuels (19.20.Z),
- 66) geological and engineering excavation and drilling (43.13.Z),
- 67) activities of agents involved in the wholesale of fuels, ores, metals and industrial chemicals (46.12.Z),
- 68) wholesale of solid, liquid and gaseous fuels and related products (46.81.Z),
- 69) pipeline transport of gaseous fuels (49.50.A),
- 70) pipeline transport of other goods (49.50.B),
- 71) other service activities supporting land transport (52.21.B),
- 72) other engineering activities and related technical consulting (71.12.B),
- 73) other content distribution activities (60.39.Z),
- 74) repair and maintenance of computers and (tele)communications equipment (95.10.Z),
- 75) non-specialized retail trade agency activities (47.91.Z),
- 76) retail trade agency activities (47.92.Z).

## § 2

The Company's Ordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

## § 3

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

### Justification:

#### **Amendment to § 5(1) of the Company's Statute by giving it a new wording**

##### **Current wording:**

"1. The Company's lines of business include (PKD):

- 1) production of electricity (35.11.Z),
- 2) trade in electricity (35.14.Z),
- 3) production of gaseous fuels (35.21.Z),
- 4) distribution of gaseous fuels through mains (35.22.Z),

- 5) trade in gaseous fuels through mains (35.23.Z),
- 6) production and supply of steam, hot water and air for air conditioning systems (35.30.Z),
- 7) construction work on transmission pipelines and distribution networks (42.21.Z),
- 8) electrical installation work (43.21.Z),
- 9) other construction installation work (43.29.Z),
- 10) architectural activities (71.11.Z),
- 11) other technical testing and analysis (71.20.B),
- 12) research and development in other natural sciences and engineering (72.19.Z),
- 13) other specialized construction activities not elsewhere classified (43.99.Z),
- 14) repair and maintenance of machinery (33.12.Z),
- 15) repair and maintenance of electronic and optical equipment (33.13.Z),
- 16) repair and maintenance of electrical equipment (33.14.Z),
- 17) rental and leasing of construction machinery and equipment (77.32.Z),
- 18) rental and leasing of other machinery, equipment and tangible goods not elsewhere classified (77.39.Z),
- 19) manufacture of electronic components (26.11.Z),
- 20) manufacture of electricity distribution and control apparatus (27.12.Z),
- 21) manufacture of installation equipment (27.33.Z),
- 22) manufacture of batteries and accumulators (27.20.Z),
- 23) production of electrical lighting equipment (27.40.Z),
- 24) installation of industrial machinery, equipment and fittings (33.20.Z),
- 25) telecommunications (61),
- 26) land transport and pipeline transport (49),
- 27) wholesale trade, excluding trade in motor vehicles (46),
- 28) retail trade, excluding retail trade in motor vehicles (47),
- 29) warehousing and transport support services (52),
- 30) accounting and bookkeeping activities; tax consulting (69.20.Z),
- 31) market and public opinion research (73.20.Z),
- 32) other professional, scientific and technical activity not elsewhere classified (74.90.Z),
- 33) financial holding activities (64.20.Z),
- 34) other credit granting (64.92.Z),
- 35) activities related to real estate services (68),
- 36) computer programming, consulting and related activities (62),
- 37) advertising, market and public opinion research (73),
- 38) technology (85.32.A),
- 39) health care (86),
- 40) activities of membership organizations (94),
- 41) sports, entertainment and recreation activities (93),
- 42) activities related to the production of films, video recordings, television programs, sound and music recordings (59),

- 43) activities of tour operators, travel agents and other reservation service and related activities (79),
- 44) publishing activities (58),
- 45) maintenance and repair of motor vehicles, excluding motorcycles (45.20.Z),
- 46) retail sale of parts and accessories for motor vehicles, excluding motorcycles (45.32.Z),
- 47) retail sale of motor fuel at service stations (47.30.Z),
- 48) hotels and similar accommodation (55.10.Z),
- 49) wholesale and retail sale of passenger cars and vans (45.11.Z),
- 50) wholesale and retail sale of other motor vehicles, excluding motorcycles (45.19.Z),
- 51) other financial service activities not elsewhere classified, excluding insurance and pension funding (64.99.Z),
- 52) activities of head offices and holding companies, excluding financial holding companies (70.10.Z),
- 53) public relations and communication (70.21.Z),
- 54) other business and management consulting activities (70.22.Z),
- 55) data processing; website hosting and related activities (63.11.Z),
- 56) activities related to job search and recruitment (78.10.Z),
- 57) office administrative services (82.11.Z),
- 58) oil mining (06.10.Z),
- 59) natural gas mining (06.20.Z),
- 60) other mining and quarrying, not elsewhere classified (08.99.Z),
- 61) service activities supporting the extraction of oil and natural gas (09.10.Z),
- 62) service activities supporting other mining and quarrying (09.90.Z),
- 63) manufacture and processing of refined petroleum products (19.20.Z),
- 64) geological and engineering excavation and drilling (43.13.Z),
- 65) activities of agents involved in the sale of fuels, ores, metals and industrial chemicals (46.12.Z),
- 66) wholesale of fuels and related products (46.71.Z),
- 67) pipeline transport of gaseous fuels (49.50.A),
- 68) pipeline transport of other goods (49.50.B),
- 69) land transport support services (52.21.Z),
- 70) engineering activities and related technical consulting (71.12.Z),
- 71) web portal activities (63.12.Z),
- 72) photocopying, document preparation and other specialized office support activities (82.19.Z),
- 73) repair and maintenance of computers and peripherals (95.11.Z),
- 74) repair and maintenance of (tele)communications equipment (95.12.Z).

**Proposed new wording:**

*"1. The Company's lines of business include (PKD):*

- 1) *production of electricity from non-renewable sources (35.11.Z),*
- 2) *production of electricity from renewable sources (35.12.Z),*
- 3) *storage of electricity (35.16.Z),*

- 4) *trade in electricity (35.15.Z),*
- 5) *production of gaseous fuels (35.21.Z),*
- 6) *distribution of gaseous fuels through mains (35.22.Z),*
- 7) *trade in gaseous fuels through mains (35.23.Z),*
- 8) *production and supply of steam and air for air conditioning systems (35.30.Z),*
- 9) *construction work on transmission pipelines and distribution networks (42.21.Z),*
- 10) *electrical installation work (43.21.Z),*
- 11) *other construction installation work (43.24.Z),*
- 12) *architectural activities (71.11.Z),*
- 13) *other technical testing and analysis (71.20.C),*
- 14) *research and development in other natural sciences and engineering (72.10.Z),*
- 15) *other specialized construction activities not elsewhere classified (43.99.Z),*
- 16) *repair and maintenance of machinery (33.12.Z),*
- 17) *repair and maintenance of electronic and optical equipment (33.13.Z),*
- 18) *repair and maintenance of electrical equipment (33.14.Z),*
- 19) *rental and leasing of construction machinery and equipment (77.32.Z),*
- 20) *rental and leasing of other machinery, equipment and tangible goods not elsewhere classified (77.39.Z),*
- 21) *manufacture of electronic components (26.11.Z),*
- 22) *manufacture of electricity distribution and control apparatus (27.12.Z),*
- 23) *manufacture of installation equipment (27.33.Z),*
- 24) *manufacture of batteries and accumulators (27.20.Z),*
- 25) *manufacture of lighting equipment (27.40.Z),*
- 26) *installation of industrial machinery, equipment and fittings (33.20.Z),*
- 27) *telecommunications (61),*
- 28) *land transport and pipeline transport (49),*
- 29) *wholesale trade (46),*
- 30) *retail trade (47),*
- 31) *warehousing, storage and transport support services (52),*
- 32) *accounting and bookkeeping activities (69.20.A),*
- 33) *tax consulting (69.20.B),*
- 34) *market and public opinion research (73.20.Z),*
- 35) *all other professional, scientific and technical activities not elsewhere classified (74.99.Z),*
- 36) *activities of holding companies (64.21.Z),*
- 37) *other forms of credit granting, not elsewhere classified (64.92.B),*
- 38) *activities related to real estate services (68),*
- 39) *activities related to programming, IT consulting and related activities (62),*
- 40) *advertising, market research and public relations activities (73),*
- 41) *technology (85.32.A),*
- 42) *health care (86),*



- 43) *activities of membership organizations (94),*
- 44) *sports, entertainment and recreation activities (93),*
- 45) *activities related to the production of films, video recordings, television programs, sound and music recordings (59),*
- 46) *activities of tour operators, travel agents and other reservation service and related activities (79),*
- 47) *publishing activities (58),*
- 48) *mechanical repair and maintenance of motor vehicles, excluding motorcycles (95.31.A),*
- 49) *retail sale of parts and accessories for motor vehicles, excluding motorcycles (47.82.Z),*
- 50) *retail sale of motor vehicle fuels (47.30.Z),*
- 51) *hotels and similar accommodation (55.10.Z),*
- 52) *retail sale of motor vehicles, excluding motorcycles (47.81.Z),*
- 53) *other financial service activities, except insurance and pension funding, not elsewhere classified (64.99.Z),*
- 54) *head office activities (70.10.A),*
- 55) *other public relations and communication activities (73.30.B),*
- 56) *business management and other management consulting activities (70.20.Z),*
- 57) *other services related to computing infrastructure, data processing, website hosting and related activities (63.10.D),*
- 58) *activities related to job search and recruitment (78.10.Z),*
- 59) *activities related to administrative office services, including support activities (82.10.Z)*
- 60) *oil mining (06.10.Z),*
- 61) *natural gas mining (06.20.Z),*
- 62) *other mining and quarrying, not elsewhere classified (08.99.Z),*
- 63) *service activities supporting the extraction of oil and natural gas (09.10.Z),*
- 64) *service activities supporting other mining and quarrying (09.90.Z),*
- 65) *manufacture and processing of refined petroleum products and products from fossil fuels (19.20.Z),*
- 66) *geological and engineering excavation and drilling (43.13.Z),*
- 67) *activities of agents involved in the wholesale of fuels, ores, metals and industrial chemicals (46.12.Z),*
- 68) *wholesale of solid, liquid and gaseous fuels and related products (46.81.Z),*
- 69) *pipeline transport of gaseous fuels (49.50.A),*
- 70) *pipeline transport of other goods (49.50.B),*
- 71) *other service activities supporting land transport (52.21.B),*
- 72) *other engineering activities and related technical consulting (71.12.B),*
- 73) *other content distribution activities (60.39.Z),*
- 74) *repair and maintenance of computers and (tele)communications equipment (95.10.Z),*
- 75) *non-specialized retail trade agency activities (47.91.Z),*
- 76) *retail trade agency activities (47.92.Z)."*

The purpose of the proposed amendment is to enable the conduct of sales agency activities and to align the wording with the new provisions of the Polish Classification of Activities (PKD).

The addition of “non-specialized retail trade agency activities (47.91.Z)” and “retail trade agency activities (47.92.Z)” results from the need for changes in the Enea Group.

As part of the Enea Group Development Strategy until 2035, entities responsible for sales to various customer segments have been defined. Each company is treated as separate line of business and operates on the basis of cooperation, without duplicating operational functions of other companies within their structures. Enea S.A. has the only B2B sales advisor resources in the Enea Group for strategic and key customers. Accordingly, Enea S.A. employees will also reach out to Enea Group customers with products offered by other companies in the Group. From a business perspective, this is beneficial in terms of operations, image, expenses and the use of IT systems.

Effective sales for other entities are carried out on an agency relationship basis and are defined as such in the Civil Code. These activities will be conducted under agency agreements to be entered into in accordance with Article 758(1) of the Civil Code, pursuant to which, under an agency agreement, the agent undertakes, within in the scope of activity of its enterprise, to intermediate on a permanent basis in the execution of contracts in favor of the principal or to execute such contracts on its behalf.

Moreover, in connection with the provisions of the Regulation of the Council of Ministers of 18 December 2024 on the Polish Classification of Activities (PKD), which entered into force on 1 January 2025, it became necessary to update the codes and descriptions of the activities specified in the Statute; the update was carried out on the basis of the so-called PKD 2007-PKD 2025 transition keys (links) specified in the Polish Classification of Activities PKD 2025, using so-called simple links (the existing PKD codes were changed to PKD codes selected as the most appropriate in accordance with the recommendations of Statistics Poland (GUS)).

By Resolution No. 64/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a favorable opinion on these amendments.

**Draft resolution to item 14 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to amend the Company's Statute with regard to an extension of the Supervisory Board's  
powers to select an audit firm to provide sustainability reporting assurance services**

The Ordinary General Meeting of Enea S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

**§ 1**

The Company's Statute shall be amended as follows:

**§ 20(2)(1) of the Company's Statute shall be given the following new wording:**

"1) selection of an audit firm to audit the financial statements and selection of an audit firm to provide sustainability reporting assurance services,"

**§ 2**

The Company's Ordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

**§ 3**

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

**Amendment to § 20(2)(1) of the Company's Statute by giving it a new wording**

**Current wording:**

"1) selection of an audit firm to audit the financial statements,"

**Proposed new wording:**

"1) *selection of an audit firm to audit the financial statements and selection of an audit firm to provide sustainability reporting assurance services,*"

The purpose of the proposed amendment is to harmonize the level of corporate decisions in connection with the amendments to the Accounting Act.

In accordance with Article 66(4), first sentence, of the Accounting Act, effective as of 1 January 2025:

“The selection of an audit firm to audit the financial statements and the selection of an audit firm to provide sustainability reporting assurance services shall be made by the body approving the entity's financial statements, unless the articles of association, the articles of partnership or other legal provisions binding on the entity provide otherwise.”

Because the Supervisory Board is the body that selects an audit firm to audit the financial statements, it is reasonable that the Supervisory Board should also select the audit firm to provide sustainability reporting assurance services.

By Resolution No. 64/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a favorable opinion on these amendments.

**Draft resolution to item 14 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to amend the Company's Statute with regard to the powers of the Company's Supervisory  
Board**

The Ordinary General Meeting of Enea S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

**§ 1**

The Company's Statute shall be amended as follows:

**§ 20(5)(5) of the Company's Statute shall be given the following new wording:**

"5) in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, granting consent to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:

- a. (Repealed),
- b. changing the company's lines of business,
- c. merger, transformation, demerger, dissolution or liquidation of the company,
- d. increase or decrease of the company's share capital,
- e. sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,
- f. retirement of shares,
- g. (Repealed),
- h. decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,
- i. as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property,"

**§ 2**

The Company's Ordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

**§ 3**

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

## **Justification:**

### **Amendment to § 20(5)(5) of the Company's Statute by giving it a new wording**

#### **Current wording:**

- "5) in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, the consent of the Supervisory Board is required to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:
- a. (Repealed),
  - b. amending the company's articles of association or articles of partnership and the company's line of business,
  - c. merger, transformation, demerger, dissolution or liquidation of the company,
  - d. increase or decrease of the company's share capital,
  - e. sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,
  - f. retirement of shares,
  - g. rules for setting the compensation of members of management boards and supervisory boards,
  - h. decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,
  - i. as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property."

#### **Proposed new wording:**

- "5) *in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, granting consent to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:*
- a. *(Repealed)*
  - b. *changing the company's lines of business,*
  - c. *merger, transformation, demerger, dissolution or liquidation of the company,*
  - d. *increase or decrease of the company's share capital,*
  - e. *sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,*
  - f. *retirement of shares,*
  - g. *(Repealed),*
  - h. *decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,*
  - i. *as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property,"*

The proposed amendments involve:

1. removal from the powers of the Supervisory Board the need to consent to the determination of voting rights at the General Meeting or at the General Meeting of a Material Subsidiary in a matter concerning:
  - amendments to the articles of association or articles of partnership,
  - rules for setting the compensation of members of management boards and supervisory boards.

The foregoing amendments will streamline the decision-making process regarding Material Subsidiaries and harmonize the level of corporate approvals within the Enea Group.

Enea S.A. has introduced pertinent provisions into the statutes or articles of association of all Enea Group subsidiaries in accordance with the Act of 16 December 2016 on the Rules for Managing State Property, the purpose of which includes exercising control over the disposal of the companies' assets, regulating the manner of appointing members of the companies' governing bodies and specifying the requirements for candidates for membership in such bodies. The introduction of these rules in Enea Group companies is the responsibility of the Enea S.A. Management Board in accordance with § 11(5) of the Statute of Enea S.A.

With regard to the rules for setting remuneration of members of the Management Board and the Supervisory Board, Enea S.A. applies the Act of 9 June 2016 on the Rules for Remunerating Persons Heading Certain Companies to Enea Group companies.

2. rephrasing of the introduction to § 20(5)(5)

Editorial change.

By Resolution No. 64/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a favorable opinion on these amendments.

**Draft resolution to item 14 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on ..... 2025**

**to amend the Company's Statute with regard to an extension of the Supervisory Board's  
powers to matters related to the execution of investments and the incurring of liabilities by  
Subsidiaries**

The Ordinary General Meeting of Enea S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

**§ 1**

The Company's Statute shall be amended as follows:

**in § 20(5) of the Company's Statute, a subsequent sec. 6 shall be added after sec. 5 with the following wording:**

*"6) granting consent to the Management Board in matters concerning:*

- a. executing investments by Subsidiaries in excess of PLN 500,000,000,*
  - b. incurring other obligations by Subsidiaries than those described above, which, on the basis of one or more legal acts during 12 consecutive months exceed the equivalent of PLN 500,000,000,*
- excluding legal transactions performed between members of the corporate group in which the Company is the sole shareholder."*

**§ 2**

The Company's Ordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

**§ 3**

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

**Adding a new § 20(5)(6) of the Company's Statute**

**Proposed new wording:**

*"6) granting consent to the Management Board in matters concerning:*

- a. executing investments by Subsidiaries in excess of PLN 500,000,000,*



*b. incurring other obligations by Subsidiaries than those described above, which, on the basis of one or more legal acts during 12 consecutive months exceed the equivalent of PLN 500,000,000, excluding legal transactions performed between members of the corporate group in which the Company is the sole shareholder.”*

The purpose of the proposed amendment is to ensure transparency of decisions concerning investments in the Group and to strengthen supervision.

According to the Enea Group's assumptions, the pursuit of the Enea Group Development Strategy until 2035 during the whole period of 2024-2035 will require total capital expenditures of approximately PLN 107.5 billion.

The strategic objectives are pursued by each Enea Group company. The value of certain investments will be significant and will affect the whole Enea Group.

In view of the foregoing, it is reasonable for the Enea S.A. Supervisory Board to approve the execution of major investments and the incurring of liabilities related to the Group's business.

By Resolution No. 64/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a favorable opinion on these amendments.

**Draft resolution to item 14 of the proposed agenda**

**D R A F T**

**Resolution No. ....**

**adopted by the Ordinary General Meeting of the Company operating under the business name  
of  
Enea Spółka Akcyjna with its registered office in Poznań  
on .....**

**to amend the Company's Statute with regard to a material change in the scope of its business  
without a share buyback**

The Ordinary General Meeting of Enea S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

**§ 1**

The Company's Statute shall be amended as follows:

**in § 32, a subsequent sec. 4 shall be added after sec. 3 with the following wording:**

"4. A significant change in the Company's lines of business will be effected without the buyback of equity stakes held by shareholders who disagree with the change if the resolution of the General Meeting is adopted by a two-thirds majority of votes in the presence of persons representing at least half of the Company's share capital."

**§ 2**

The Company's Ordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

**§ 3**

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

Number of votes abstaining	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

**Justification:**

**Adding a new § 32(4) of the Company's Statute**

**Proposed new wording:**

"4. A significant change in the Company's lines of business will be effected without the buyback of equity stakes held by shareholders who disagree with the change if the resolution of the General Meeting is adopted by a two-thirds majority of votes in the presence of persons representing at least half of the Company's share capital."

The purpose of the proposed amendment is to remove doubts as to situations in which resolutions on a significant change in the lines of business (key reorganization of the business, including a change in the Company's organizational structure) might require a share buyback. The option of ruling out the

application of this procedure is expressly indicated in the provisions of the Commercial Company Code. The need to implement this procedure extends the reorganization process (including the Company's demerger) and is of little significance to shareholders of the Company's as a public company (listed on the Warsaw Stock Exchange) – the business is transferred to another company but remains within the Enea Group. The performance of this business is still reflected in the consolidated financial statements.

By Resolution No. 64/XI/2025 of 20 May 2025, the Enea S.A. Supervisory Board issued a favorable opinion on these amendments.