



# Minister Aktywów Państwowych

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IK: 1128651  
Warsaw, 23 June 2025

Mr  
Dariusz Marzec  
President of the Management Board  
PGE Polska Grupa Energetyczna S.A.

Dear Mr President,

Acting on the basis of the power of attorney dated 17 October 2024 (ref. DP.014.475.2024), granted by Mr Jakub Jaworowski, Minister of State Assets, acting pursuant to his appointment to the office of Minister of State Assets by the President of the Republic of Poland, Mr Andrzej Duda, by decision of 13 May 2024, No 1131.10.2024, appointing him to the Council of Ministers (Official Gazette [*Monitor Polski*] 2024, item 360), as the entity exercising shareholder rights on behalf of PGE Polska Grupa Energetyczna S.A., with its registered office in Lublin, I hereby submit, enclosed, the following draft resolutions for the Ordinary General Meeting of the Company convened for 27 June 2025:

1. Draft resolution amending Resolution No 5 of the Extraordinary General Meeting of 7 March 2022 on the rules for determining the remuneration of the Members of the Management Board,
2. Draft resolution amending Resolution No 5 of the Extraordinary General Meeting of 14 December 2016 on the rules for determining the remuneration of the Members of the Supervisory Board,
3. Draft resolution amending the 'Remuneration Policy for Members of the Management Board and Supervisory Board of PGE Polska Grupa Energetyczna S.A.'

## Statement of reasons for the above draft resolutions

In the view of the State Treasury as shareholder, it is justified to present to the Company's shareholders a proposal to update the Management Objectives by defining them with reference to the Company's dynamically changing environment.

With regard to the remuneration of Members of the Supervisory Board, it should be noted that such remuneration is determined by the General Meeting by way of a resolution, based on and within the limits set by the provisions of the Act on the rules for determining the remuneration of persons managing certain companies. It is therefore possible for the General Meeting to decide on the determination of the remuneration of Members of the Supervisory Board.

Should resolutions be adopted on the above matters, it will be necessary to appropriately amend the currently applicable 'Remuneration Policy for Members of the Management Board and the Supervisory Board of PGE Polska Grupa Energetyczna S.A.' in order to ensure consistency across the Company's corporate documents.

Yours faithfully  
On behalf of the Minister of State Assets  
Robert Kropiwnicki  
Secretary of State  
*electronically signed document*  
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