



Warsaw, 5 August 2025

KG/278/2025

**Management Board of**

**ENERGA Spółka Akcyjna**

**Al. Grunwaldzka 472**

**80-309 Gdańsk**

**MOTION OF A SHAREHOLDER REPRESENTING AT LEAST ONE TWENTIETH OF THE SHARE  
CAPITAL TO CONVENE AN EXTRAORDINARY GENERAL MEETING AND PLACE SPECIFIC MATTERS  
ON THE AGENDA**

Acting on behalf of: ORLEN Spółka Akcyjna with its registered office in Płock (hereinafter also referred to as: "ORLEN S.A."), as a shareholder of ENERGA Spółka Akcyjna with its registered office in Gdańsk (hereinafter also referred to as: "ENERGA S.A.", "Company"), holding the total of 376,488,640 shares, which represent 90.92% of the share capital of ENERGA S.A. and carry 521,416,640 votes, which represent 93.28% of the total number of votes, i.e., representing independently at least one-twentieth of the share capital of ENERGA S.A., pursuant to Article 400(1) of the Polish Commercial Companies Code, we request that the Extraordinary General Meeting be convened as soon as possible, not later than as at 4 September 2025, and the following items be placed on the agenda of the Extraordinary General Meeting of Shareholders:

1. Opening of the Extraordinary General Meeting of the Company.
2. Election of the Chairperson of the Extraordinary General Meeting of the Company.
3. Confirmation that the Extraordinary General Meeting of the Company has been properly convened and is capable of adopting resolutions.
4. Adoption of the Meeting's agenda.
5. Adoption of a resolution on amending the rules for determining the remuneration of Members of the Management Board of ENERGA Spółka Akcyjna.
6. Adoption of a resolution on amending the rules for determining the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna.
7. Adoption of a resolution on the costs of convening and holding the Extraordinary General Meeting of the Company.
8. Closure of the Extraordinary General Meeting.

Draft resolutions on items 5 and 6 of the proposed agenda will be forwarded at a later date.

**Grounds**

The request to convene an Extraordinary General Meeting and place specific matters on the agenda of that meeting is a statutory right of a shareholder representing at least one twentieth of the share capital. The inclusion on the agenda of the Extraordinary General Meeting of the Company of items concerning amendment of the principles of shaping the remuneration of members of the Management Board of ENERGA Spółka Akcyjna and the principles of shaping the remuneration of members of the Supervisory Board of ENERGA Spółka Akcyjna stems from the competencies of the General Meeting.

The need to adopt resolutions stems from the need to adjust the wording of the currently binding resolutions of the Extraordinary General Meeting on determining the principles of shaping the remuneration of Members of the Management Board and Members of the Supervisory Board of ENERGA Spółka Akcyjna to the principles of remunerating members of management boards and supervisory boards of the ORLEN Group companies in force in the ORLEN Group. This requires that the appropriate changes be made:

ORLEN Spółka Akcyjna  
Registered office in Płock  
ul. Chemików 7  
09-411 Płock  
+48 24 256 00 00

KRS (National Court Register number)  
0000028860  
NIP tax identification number 774 00 01  
454  
BDO (Waste Database) 000007103  
share/paid-in capital:  
PLN 1,451,177,561.25

Office in Warsaw  
ul. Bielańska 12  
00-085 Warsaw  
+48 22 788 00 00  
[www.orklen.pl](http://www.orklen.pl)



- 1) Resolution No 33 of the Ordinary General Meeting of ENERGA S.A. of 29 June 2020 and Resolution No 33 of the Ordinary General Meeting of ENERGA S.A. of 15 June 2023 by amending, among other things:
  - § 2.2 of the Resolution by introducing a new definition of the assessment basis for calculating salaries of members of the Management Board,
  - § 3.2 of the Resolution by introducing a new catalogue of management objectives,
  - § 3.3 of the Resolution by updating the additional management goal that conditions the payment of variable remuneration for a given financial year, in accordance with the provisions of the Act on the Rules for Setting Remuneration of Managers of Certain Companies and other acts of law that amend or modify the basis for remuneration, including the provisions of the Acts on Special Arrangements for the Implementation of the Budget Act for a Given Year,
  - § 5.3 of the Resolution by changing the distance that entitles the requester to apply for coverage of the costs related to accommodation or co-financing the costs of renting a flat if the place of residence is more than 60 km from the registered office of the Company (change from 100 km),
  - § 6.5 of the Resolution by amending the provisions regarding the right to severance pay upon termination of the agreement (without the right to severance pay if employees migrate within the ORLEN Group).
- 2) Resolution No 26 of the Ordinary General Meeting of Shareholders of ENERGA S.A. of 20 May 2022 on establishing the principles for shaping the remuneration of members of the Supervisory Board by amending:
  - § 1.1 of the Resolution by introducing a new definition of the assessment basis for calculating salaries of members of the Supervisory Board.

For and on behalf of ORLEN S.A.

[stamp] Ireneusz Fąfara

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President of the Management Board – Chief  
Executive Officer

[stamp] Witold Literacki

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Vice-President of the Management Board for  
Corporate Affairs, First Deputy of the President of  
the Management Board of the Company

#### Appendices:

1. Printout of the information corresponding to a copy of the current entries in the Register of Entrepreneurs regarding ORLEN S.A. of 5 August 2025.

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