

**FORM
TO EXERCISE VOTING RIGHTS BY PROXY AT THE ANNUAL
GENERAL MEETING OF POLENERGIA S.A. CONVENED FOR 19
JUNE 2024**

This form has been prepared pursuant to the provisions of Article 402³ of the Commercial Companies Code to enable voting by proxy at the Annual General Meeting of Polenergia Spółka Akcyjna with its registered office in Warsaw convened for 19 June 2024.

The use of this form is not obligatory - it depends only on the shareholder's decision and is not a condition for casting the vote by proxy. The form contains, in particular, instructions on how to exercise the voting right by proxy.

This form does not replace the power of attorney granted to the proxy by the shareholder.

This form enables:

- a) **in Part I** to identify the shareholder casting the vote and their proxy,
- b) **in Part II** to cast a vote, raise an objection and include voting instructions in respect of each resolution on which the proxy is to vote.

The shareholder gives instructions by placing an 'X' in the appropriate box. If the box 'Other' is ticked - the shareholder should specify in this box the instructions and the manner in which the proxy is to exercise the voting right.

In the event that the shareholder decides to vote differently from the shares held, it is recommended that the shareholder indicates in the appropriate box the number of shares from which the proxy is to vote 'for', 'against' or 'abstain' from voting. In the absence of an indication of the number of shares, the proxy is deemed to be entitled to vote in the manner indicated from all shares held by the shareholder.

The tables included in Part II of the form make it possible to indicate the instructions for the proxy and refer each time to the draft resolution below the respective table.

Please note that the draft resolutions included in these instructions may differ from the draft resolutions voted directly at the Annual General Meeting. In order to avoid any doubt as to how the proxy should vote in such a case, it is recommended to specify under the heading 'Other' how the proxy should proceed in the above situation.

PART I.
IDENTIFICATION OF SHAREHOLDER AND PROXY

PROXY:

(name and surname / company of the Proxy)

(address of residence/business premises, telephone number, e-mail address)

(PESEL [social security number], identity card number)

SHAREHOLDER:

(name and surname / company of the Shareholder)

(address of residence/business premises, telephone number, e-mail address)

(PESEL [social security number], identity card number / number in the relevant register or KRS [National Court Register] number, NIP [taxpayer identification number])

(number and type of shares from which voting rights will be exercised)

PART II.
INSTRUCTIONS ON HOW TO EXERCISE VOTING RIGHTS AT
THE ANNUAL GENERAL MEETING OF POLENERGIA S.A.
WITH ITS REGISTERED OFFICE IN WARSAW
CONVENED FOR 19 JUNE 2024 AT 12:00 PM

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection <input type="checkbox"/> Number of shares: _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____ Description: _____ _____		
_____ (signature of the shareholder)		_____ (date, place)

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

regarding election of the Chairperson of the General Meeting

§ 1

Acting pursuant to Article 409 § 1, first sentence, of the Commercial Companies Code, the Annual General Meeting of the Company resolves to appoint [•] as Chairperson of the Annual General Meeting.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

on the adoption of the agenda

§ 1

- The Annual General Meeting of the Company resolves to adopt the agenda of the Meeting as follows:
1. Opening of the Annual General Meeting;
 2. Election of the Chairperson of the Annual General Meeting;
 3. Establishing that the Annual General Meeting has been duly convened and is capable of adopting resolutions and adopting the agenda;
 4. Consideration and approval of the Management Board's report on the Company's activities in the 2023 financial year;
 5. Consideration and approval of the Company's financial statements for the 2023 financial year;
 6. Consideration and approval of the Management Board's report on the Group's activities in the 2023 financial year, together with the 'Sustainability Report 2023';
 7. Consideration and approval of the consolidated financial statements for the financial year 2023;
 8. Adoption of a resolution on the appropriation of profit for the financial year 2023;
 9. Adoption of resolutions on the discharge of the members of the Management Board for the performance of their duties in the financial year 2023;
 10. Adoption of resolutions on the discharge of the members of the Supervisory Board for the performance of their duties in the financial year 2023;
 11. Adoption of a resolution giving an opinion on the Supervisory Board's report on the remuneration of the members of the Management Board and the Supervisory Board of the Company for the financial year 2023;
 12. Adoption of a resolution approving the report on the activities of the Supervisory Board in the financial year 2023;
 13. Adoption of a resolution on amendments to the Remuneration Policy for Members of the Management and Supervisory Boards of Polenergia S.A.;
 14. Adoption of a resolution on adopting a new text of the Rules of Procedure of the General Meeting of Polenergia S.A.;
 15. Closing of the Annual General Meeting.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection <input type="checkbox"/> Number of shares: _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

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

§ 1

Acting on the basis of Article 393(1) in connection with Article 395 § 2(1) of the Code of Commercial Companies, the Annual General Meeting hereby approves, following its consideration, the Management Board's report on the Company's activities in the financial year ended 31 December 2023.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/>	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

on approving the financial statements of the Company for the financial year ended 31
December 2023

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(1) of the Commercial Companies Code, the Annual General Meeting hereby approves, following its consideration, the financial statements of the Company for the financial year ended 31 December 2023, including:

- (i) the balance sheet as at 31 December 2023, showing assets and liabilities of **3,494,984** thousand PLN;
- (ii) profit and loss account for the year ended 31 December 2023, showing a net profit of **159,903** thousand PLN;
- (iii) statement of changes in equity for the year ended 31 December 2023, showing equity as at 31 December 2023 of **3,441,992** thousand PLN; and
- (iv) the cash flow statement for the year ended 31 December 2023, showing a cash balance as at 31 December 2023 of **949,238** thousand PLN, representing a net **increase** in cash of **523,113** thousand PLN.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

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

§ 1

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

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

on approving the consolidated financial statements for the financial year ended 31 December 2023

§ 1

Acting pursuant to Article 395 § 5 of the Commercial Companies Code in conjunction with Article 63c(4) of the Accounting Act of 29 September 1994 (i.e. Journal of Laws of 2023, item 120, as amended), the Annual General Meeting hereby approves - after its consideration - the consolidated financial statements of the Company for the financial year ended 31 December 2023, including:

- (i) consolidated balance sheet as at 31 December 2023, showing assets and liabilities of **6,711,616** thousand PLN;
- (ii) consolidated profit and loss account for the year ended 31 December 2023, showing a net profit of **263,587** thousand PLN;
- (iii) statement of changes in equity for the year ended 31 December 2023, showing equity as at 31 December 2023 of **3,997,653** thousand PLN; and
- (iv) consolidated statement of cash flows for the year ended 31 December 2023, showing a cash balance as at 31 December 2023 of **1,410,763** thousand PLN and a net **increase** in cash of **542,071** thousand PLN.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

on the distribution of net profit for the financial year 2023

§ 1

Acting pursuant to Article 395 § 2(2) of the Commercial Companies Code, the Annual General Meeting hereby resolves that the net profit earned by the Company in the financial year 2023 in the amount of **159,903** thousand PLN shall be transferred to reserve capital, which may be used in the future to pay dividends.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Dr Michał Michalski, President of the Management Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Mr Tomasz Kietliński - Vice-President of the Management Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Ms. Iwona Sierżęga - Member of the Management Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

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

§ 1

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

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

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

§ 1

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

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

on granting discharge to the President of the Supervisory Board of the Company

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Ms. Dominika Kulczyk - President of the Supervisory Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

on granting discharge to the Vice-President of the Supervisory Board of the Company

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Mr. Thomas O'Brien - Vice-President of the Supervisory Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Ms. Emmanuelle Rouchel - Member of the Supervisory Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Mr. Szymon Adamczyk - Member of the Supervisory Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Mr. Orest Nazaruk - Member of the Supervisory Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to prof. dr hab. Krzysztof Obłój – Member of the Supervisory Board of the Company

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Mr. Ignacio Paz-Ares Aldanondo - Member of the Supervisory Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Mr. Jacek Santorski - Member of the Supervisory Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		_____ (date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Mr. Hans E. Schweickardt - Member of the Supervisory Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

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

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting in respect of the performance of his duties in the financial year ended 31 December 2023 hereby grants discharge to Mr. Andrzej Filip Wojciechowski - Member of the Supervisory Board of the Company.

§ 2

The resolution comes into force upon its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

on expressing an opinion on the Supervisory Board's report on the remuneration of the members of the Management Board and the Supervisory Board of the Company for the financial year 2023

§ 1

Acting pursuant to Article 395 § 21 of the Commercial Companies Code and Article 90g(6) of the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into the organised trading system and on public companies, the Annual General Meeting hereby gives a positive opinion on the Supervisory Board's Report on the remuneration of the members of the Management Board and the Supervisory Board of the Company for the financial year 2023.

§ 2

The resolution comes into force as of the moment of its adoption.

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection <input type="checkbox"/> Number of shares: _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____ (signature of the shareholder)		
_____ (date, place)		

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

on amending the Remuneration Policy for members of the Management Board
and Supervisory Board of Polenergia S.A.

§1

The Annual General Meeting of the company under the business name Polenergia Spółka Akcyjna with its registered office in Warsaw (the '**Company**'), acting pursuant to Article 90e(4) sentence 2 of the Act of 29 July 2005 on Public Offering and Conditions for Introducing Financial Instruments to Organised Trading System and on Public Companies (as amended), hereby:

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

1) art. 1. of the Remuneration Policy is reworded as follows:

'1. Niniejsza Polityka Wynagrodzeń zostaje przyjęta w wykonaniu art. 90d i nast. Ustawy o ofercie publicznej.';

'1. This Remuneration Policy has been adopted under art. 90d et seq. of the Act on public offering.';

2) After art. 1. of the Remuneration Policy, new art. 2-3 are added as follows:

'2. Niniejsza Polityka Wynagrodzeń określa zasady wynagradzania Członków Zarządu Spółki oraz Członków Rady Nadzorczej Spółki z

„2. This Remuneration Policy sets out the principles for the remuneration of Members of the Company's Management Board and

tytułu pełnienia przez nich funkcji w organach Spółki.

Members of the Company's Supervisory Board for performing their functions in the Company's governing bodies.

3. Celem Polityki Wynagrodzeń jest wyznaczenie ogólnych ram dla wynagradzania Członków Zarządu i Rady Nadzorczej.

3. The purpose of the Remuneration Policy is to set the general framework for the remuneration of the members of the Management Board and the Supervisory Board.

4. Postanowienia Polityki Wynagrodzeń nie uchybiają uprawnieniom do świadczeń, które mogą przysługiwać Członkom Zarządu lub Rady Nadzorczej na podstawie przepisów powszechnie obowiązującego prawa, w tym w szczególności z zakresu prawa pracy.”;

4. The provisions of the Remuneration Policy shall not prejudice the benefits that Members of the Management Board or Supervisory Board may be entitled to on the basis of generally applicable laws, including in particular labour law.”;

3) The former art. 2. of the Remuneration Policy (Definitions) becomes art. 5. of the Remuneration Policy;

4) in the art. 5. of the Remuneration Policy (which was previously the art. 2. of the Remuneration Policy), a new definition of ‘ESG Objectives’ is inserted after the definition of ‘EBITDA’ as follows:

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

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

5) in the art 5. of the Remuneration Policy (which was previously the art 2. of the Remuneration Policy), a new definition of ‘Act on public offering’ is inserted after the definition of ‘Bonus system’ as follows:

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

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

5) in the new art 5. of the Remuneration Policy, the following definitions are amended to read as follows:

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

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

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

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

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

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

„**Zysk** oznacza zysk netto skorygowany w celu odzwierciedlenia niezrealizowanych różnic kursowych z wyceny bilansowej wynikającej ze skonsolidowanego sprawozdania finansowego Spółki sporządzonego zgodnie z MSSF, zrewidowanego i załączonego do opinii Rady Nadzorczej oraz zatwierdzonego przez Walne Zgromadzenie, który będzie znormalizowany oraz skorygowany zgodnie z Systemem Premiowym;”;

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

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

„**Profit** means net profit adjusted to reflect unrealised foreign exchange differences from the balance sheet valuation arising from the consolidated financial statements of the Company prepared in accordance with IFRS, revised and attached to the opinion of the Supervisory Board and approved by the General Meeting, which will be normalised and adjusted in line with the Bonus System;”;

7) The former art. 3. of the Remuneration Policy becomes art. 6. of the Remuneration Policy and shall be amended to read as follows:

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

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

8) after the new art. 6. of the Remuneration Policy, new art. 7-8 are added as follows:

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

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

„8. Z tytułu pełnienia funkcji Członkowi Zarządu mogą przysługiwać wszystkie lub niektóre ze składników wynagrodzenia określone w Polityce Wynagrodzeń,

‘8. A Management Board Member may be entitled to all or some of the remuneration components set out in the Remuneration Policy by virtue of his/her office, subject to the

z zachowaniem zasady niedyskryminacji, o której mowa w punkcie 6.”; principle of non-discrimination referred to in item 6.”;

- 9) after the subtitle „Okresy trwania oraz warunki rozwiązania stosunków prawnych łączących Członków Zarządu ze Spółką Polityki Wynagrodzeń”/”Duration and terms of termination of legal relationships between the Company and Management Board Members” the existing art. 5 becomes the new art. 9. and shall be amended to read as follows:

„9. Członkowie Zarządu są powoływani na wspólną, trzyletnią kadencję, obliczaną w pełnych latach obrotowych.”; ‘9. Appointment to the Management Board shall be made on joint term of three years, determined in full financial years.’;

- 10) The former art. 4. of the Remuneration Policy becomes art. 10. of the Remuneration Policy and shall be amended to read as follows:

‘10. Rada Nadzorcza ustala rodzaj umowy zawieranej z Członkiem Zarządu w następstwie powołania, a także jej warunki, w tym warunki wynagradzania oraz składniki wynagrodzenia. Umowa ta może zostać zawarta na czas nieokreślony albo na czas określony.’; “10. The Supervisory Board shall determine the type of contract to be concluded with a Management Board Member following an appointment, as well as its terms and conditions, including the terms of remuneration and the components of remuneration. This contract may be concluded for an indefinite period or for a definite period.”;

- 11) The existing point 6 of the Remuneration Policy is repealed in its entirety;

- 12) The former art. 7. of the Remuneration Policy becomes art. 11. of the Remuneration Policy and shall be amended to read as follows:

‘11. Umowa wiążąca Członka Zarządu i Spółkę może zostać rozwiązana:
a) za wypowiedzeniem, przy czym okres wypowiedzenia umowy nie może przekraczać 12 miesięcy;
b) w każdym czasie na podstawie porozumienia stron,
c) ze skutkiem natychmiastowym, w przypadkach określonych przez przepisy prawa oraz postanowienia zawartych umów.’; “11. The contract binding the Management Board Member and the Company may be terminated:
a) by notice, whereby the period of notice of termination of the contract shall not exceed 12 months;
b) at any time by mutual agreement of the parties,
c) with immediate effect, in cases stipulated by provisions of law and provisions of concluded agreements.”;

- 13) after the subtitle „Opis stałych i zmiennych składników wynagrodzenia, a także dodatkowych świadczeń pieniężnych i niepieniężnych, które mogą zostać przyznane Członkom Zarządu”/”Description of fixed and variable remuneration components and additional financial and non-financial benefits that may be awarded to Management Board Members” the following new heading is added:

“Stale składniki wynagrodzenia”;

“Fixed components of remuneration”;

- 14) The former art. 8. of the Remuneration Policy becomes art. 12. of the Remuneration Policy and shall be amended to read as follows:

„12. Wynagrodzenie stałe Członka Zarządu obejmuje miesięczne wynagrodzenie zasadnicze oraz dodatkowe świadczenia, o których mowa w punkcie 15.”;

“12. Fixed remuneration of the Management Board Member shall include a monthly base salary and additional benefits referred to in item 15.”;

15) The former art. 9. of the Remuneration Policy becomes art. 13. of the Remuneration Policy;

16) The former art. 10. of the Remuneration Policy becomes art. 14. of the Remuneration Policy and shall be amended to read as follows:

„14. Wynagrodzenie przysługujące Członkowi Zarządu z tytułu pełnienia funkcji w organach spółek z Grupy Polenergia wpływa na wysokość wynagrodzenia stałego należnego Członkowi Zarządu w ramach funkcji pełnionej w Spółce.”;

“14. Remuneration available to the Management Board Member for performing functions in the governing bodies of Polenergia Group, shall affect the level of fixed remuneration due to the Management Board Member by virtue of performing the function in the Company.”;

17) The former art. 11. of the Remuneration Policy becomes art. 16. of the Remuneration Policy;

18) The former art. 13 of the Remuneration Policy becomes art. 15. of the Remuneration Policy and shall be amended to read as follows:

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

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

- | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) pakiet prywatnej opieki medycznej, obejmujący Członka Zarządu oraz członków jego rodziny, obowiązujący na terenie Polski; | a) private medical care package for the Management Board Member and his family members, applicable in Poland; |
| b) pokrycie kosztów polisy ubezpieczeniowej od wypadków komunikacyjnych Członka Zarządu; | b) coverage of costs of traffic accident insurance policy paid for the Management Board Member; |
| c) samochód służbowy na warunkach określonych w obowiązującej w Spółce polityce; | c) company car on terms set out in the applicable policy of the Company; |
| d) objęcie ubezpieczeniem odpowiedzialności cywilnej dla członków zarządu (D&O); | d) directors and officers (D&O) liability insurance coverage; |
| e) objęcie ubezpieczeniem na życie; | e) life insurance coverage; |
| f) sfinansowanie ubezpieczenia podróży; | f) travel insurance coverage; |
| g) sfinansowanie uczestnictwa w stowarzyszeniach, izbach, organizacjach, konferencjach branżowych, szkoleniach, kursach, seminariach lub studiach podyplomowych; | g) financing of participation in associations, chambers, organisations, professional conferences, training courses, courses, seminars or postgraduate studies; |
| h) zakwaterowanie lub pokrycie kosztów zakwaterowania; | h) accommodation or coverage of accommodation costs; |
| i) przyznanie budżetu reprezentacyjnego.”; | i) the allocation of a representation budget.”; |

19) after the new art. 15. of the Remuneration Policy, the following new heading is added:

„Zmienne składniki wynagrodzenia”;

„Variable components of remuneration”;

20) The former art. 12. of the Remuneration Policy becomes art. 17. of the Remuneration Policy and shall be amended to read as follows:

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

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

- a) Premia może składać się z dwóch lub większej liczby części;
- b) każda część Premii jest uzależniona od co najmniej jednego kryterium finansowego (w tym Zysk albo EBITDA) oraz co najmniej jednego kryterium niefinansowego (uwzględniającego Cele ESG Grupy Polenergia);
- c) dana część Premii może być przyznana, jeśli przyjęte kryteria finansowe będą zrealizowane co najmniej w 90% Kwoty Prognozowanej lub zostanie zrealizowane co najmniej jedno kryterium niefinansowe (uwzględniające Cele ESG Grupy Polenergia);
- d) wypłacona suma wszystkich części Premii za dany rok nie może przekroczyć: (i) 90% rocznego wynagrodzenia zasadniczego w Grupie Polenergia, o którym mowa w punkcie 12 niniejszej Polityki – w odniesieniu do Prezesa Zarządu Spółki oraz (ii) 80% rocznego wynagrodzenia stałego w Grupie Polenergia, o którym mowa w punkcie 12 niniejszej Polityki – w odniesieniu do pozostałych Członków Zarządu;
- e) Premia jest wypłacana po zatwierdzeniu przez Walne Zgromadzenie sprawozdania finansowego za rok finansowy stanowiący podstawę wyliczenia Premii;
- f) wypłata każdej z części Premii może zostać odroczonej nie dłużej niż do 12 miesięcy;
- g) Premia może podlegać zwrotowi w przypadkach określonych w przepisach prawa.”;

- a) the Bonus can comprise two or more parts;
- b) each part of the Bonus must be conditional upon at least one financial criterion (including the Profit or EBITDA) and at least one non-financial criterion (including ESG Objectives of the Polenergia Group);
- c) a part of the Bonus may be awarded if financial criteria adopted have been met for at least 90% of the Forecast Amount or at least one non-financial criterion will be met (taking into account the ESG Objectives of the Polenergia Group);
- d) the sum of all parts of the Bonus paid for a year may not exceed: (i) 90% of the annual base salary at the Polenergia Group, as referred to in item 12 of this Remuneration Policy – in respect of the President of the Management Board and (ii) 80% of the annual fixed remuneration at the Polenergia Group, as referred to in item 12 of this Remuneration Policy – in respect of other Members of the Management Board;
- e) the Bonus shall be paid after the General Meeting approves the financial statements for the financial year on which the Bonus is calculated;
- f) payment of each part of the Bonus shall be deferred by no more than 12 months;
- g) Bonus may be reimbursed in cases defined by the provisions of law.”;

21) after the new art. 17. of the Remuneration Policy, the following new heading is added:

„Dodatkowe elementy wynagrodzenia zmiennego”; **„Extraordinary components of variable remuneration”;**

- 22) After the new heading “Dodatkowe elementy wynagrodzenia zmiennego”/„Extraordinary components of variable remuneration” the following new art. is 18. of the Remuneration Policy added:

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

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

- a) odszkodowanie z tytułu przestrzegania zakazu prowadzenia działalności konkurencyjnej po rozwiązaniu umowy w wysokości do 100% wynagrodzenia otrzymanego przez Członka Zarządu przez okres do 12 miesięcy przed rozwiązaniem umowy, liczonego jak ekwiwalent za urlop wypoczynkowy, na podstawie średniego wynagrodzenia otrzymanego przez Członka Zarządu w ww. okresie;
- a) compensation for compliance with the non-compete clause following termination of the contract amounting up to 100% of the remuneration received by the Management Board Member for a period of up to 12 months prior to the termination, calculated as the equivalent for annual leave, based on the average remuneration received by the Member of the Management Board during the aforementioned period;
- b) w uzasadnionych przypadkach indywidualną nagrodę pieniężną, w wysokości ustalonej Uchwałą Rady Nadzorczej.”;
- b) in justified cases, an individual cash prize in the amount determined by a resolution of the Supervisory Board.”;

- 23) after the new art. 18. of the Remuneration Policy, new art. 19. of the Remuneration Policy is added as follows:

„19. Z tytułu rozwiązania umowy łączącej Członka Zarządu ze Spółką Członkowi Zarządu nie przysługują dodatkowe świadczenia (odprawa), poza wynikającymi z powszechnie obowiązujących przepisów prawa.”;

„19. By virtue of the termination of the legal relationship between the Management Board Member and the Company, the Management Board Member shall not be entitled to any additional benefits (severance pay) other than those provided for by generally applicable provisions of law.”;

- 24) after the new art. 19. of the Remuneration Policy, the following new heading is added:

„Proporcje stałych i zmiennych składników wynagrodzenia”; **“Proportion of fixed and variable remuneration components”;**

- 25) after the new heading “Proporcje stałych i zmiennych składników wynagrodzenia”/“ Proportion of fixed and variable remuneration components” new art. 20 of the Remuneration Policy is added as follows:

„20. Proporcja pomiędzy przyznanymi i wypłaconymi (i) stałymi składnikami wynagrodzenia, o których mowa w punktach 12, 15 oraz stałych elementów dodatkowych programów emerytalno-rentowych, o których mowa w punkcie 30 niniejszej Polityki Wynagrodzeń, w przypadku ich przyznania, a (ii) zmiennymi składnikami wynagrodzenia,

„20. The proportion between awarded and paid (i) the fixed components of remuneration referred to in items 12, 15 and the fixed elements of supplementary pension schemes referred to in item 30 of this Remuneration Policy, if granted, and (ii) the variable components of remuneration referred to in items 16 and 18 and the variable components

o których mowa w punktach 16 i 18 oraz zmiennych elementów dodatkowych programów emerytalno-rentowych, o których mowa w punkcie 30 niniejszej Polityki Wynagrodzeń, w przypadku ich przyznania¹, nie przekroczy proporcji 1:4 w danym roku obrotowym.

¹ Zgodnie z Komunikatem Komisji Europejskiej – Wytyczne w sprawie standardowej prezentacji sprawozdania o wynagrodzeniach zgodnie z dyrektywą 2007/36/WE, zmienioną dyrektywą (UE) 2017/828, w odniesieniu do zachęcania akcjonariuszy do długoterminowego zaangażowania („Wytyczne KE”).”;

of supplementary pension schemes referred to in item 30 of this Remuneration Policy, if granted¹, shall not exceed a ratio of 1:4 in any financial year.

¹ In accordance with the Communication from the European Commission - Guidelines on the standardised presentation of the remuneration report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828, as regards the encouragement of long-term shareholder engagement (“EC Guidelines”).”;

26) The former art. 14. of the Remuneration Policy becomes art. 21. of the Remuneration Policy;

27) The former art. 15. of the Remuneration Policy becomes art. 22. of the Remuneration Policy and shall be amended to read as follows:

„22. Powołanie do Rady Nadzorczej odbywa się na trzyletnią kadencję. Członkowie Rady Nadzorczej nie są powoływani na okres wspólnej kadencji.”;

„22. Members of the Supervisory Board shall be appointed for a term of three-years. Supervisory Board Members shall not be appointed for a joint term of office.”;

28) The former art. 16- 20 of the Remuneration Policy become art. 23-27. of the Remuneration Policy;

29) The former art. 21. of the Remuneration Policy becomes art. 28. of the Remuneration Policy , and shall be amended to read as follows:

„28. Realizacji strategii biznesowej, długoterminowych interesów oraz stabilności Spółki służyć ma w szczególności przyznanie Członkom Zarządu wynagrodzenia zmiennego (Premii) oraz: (i) ograniczenie jego wysokości do 80/90% rocznego wynagrodzenia stałego w Grupie Polenergia, (ii) możliwość odroczenia jego wypłaty, (iii) uzależnienie wypłaty Premii od kryteriów finansowych i niefinansowych oraz (iv) uzależnienie wypłaty Premii od zatwierdzenia sprawozdania finansowego. Czynniki te mają na celu ograniczenie nadmiernego ryzyka w dążeniu do osiągnięcia wyłącznie krótkoterminowych wyników.”;

“28. For the purpose of implementation of the Company’s business strategy, long-term interests and sustainability, Management Board Members shall be awarded variable remuneration (Bonus) and: (i) its amount shall be limited to 80/90% of the annual fixed remuneration in the Polenergia Group, (ii) possibility to defer its payment; (iii) making the payment of the Bonus subject to financial and non-financial criteria and (iv) making the payments of Bonus conditional on the approval of financial statements. This is aimed to mitigate the excessive risk in efforts to achieve only short-term results.”

30) the former art. 22-29. of the Remuneration Policy become art. 29-36. of the Remuneration Policy;

31) The former art. 30. of the Remuneration Policy becomes art. 37. of the Remuneration Policy , and shall be amended to read as follows:

„37. W stosunku do Polityki Wynagrodzeń przyjętej uchwałą nr 23 Zwyczajnego Walnego

“37. Material changes have been made to the Remuneration Policy adopted by Resolution

Zgromadzenia Spółki z dnia 19 maja 2020 roku w sprawie przyjęcia Polityki wynagrodzeń członków zarządu i rady nadzorczej Spółki wprowadzono istotne zmiany:

a) uchwałą nr 4/2023 Nadzwyczajnego Walnego Zgromadzenia Spółki z dnia 3 kwietnia 2023 roku w sprawie zmiany „Polityki Wynagrodzeń Członków Zarządu i Rady Nadzorczej w spółce Polenergia S.A.” zmieniono pkt 12 lit. d) oraz pkt 21 Polityki Wynagrodzeń w ten sposób, że zwiększono maksymalną sumę wszystkich części Premii za dany rok obrotowy dla Prezesa Zarządu oraz dla Członków Zarządu o 10 punktów procentowych;

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

No. 23 of the Annual General Meeting of 19 May 2020 on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of the Company:

a) by Resolution No. 4/2023 of the Extraordinary General Meeting of the Company dated 3 April 2023 on amending the “Remuneration Policy for Members of the Management Board and Supervisory Board of Polenergia S.A.” items 12 (d) and 21 of the Remuneration Policy were amended so that the maximum sum of all parts of the Bonus for a given financial year for the President of the Management Board and for other Members of the Management Board was increased by 10 percentage points;

b) by Resolution No. [•]/2024 of the Annual General Meeting of the Company of [•] 2024 on amending the "Remuneration Policy for the Members of the Management Board and the Supervisory Board of Polenergia S" A." amendments have been introduced to order fixed and variable remuneration components in accordance with the EC Guidelines and the proportions between these components, as well as to clarify additional elements of fixed remuneration that may be granted by the Supervisory Board. In addition, a provision according to which the Bonus will depend not only on the fulfilment of financial criteria, but also non-financial criteria (ESG Objectives of the Polenergia Group) was introduced.

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

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

32) the former art. 31 of the Remuneration Policy is repealed in its entirety.

33) The former art. 32. of the Remuneration Policy becomes art. 38. of the Remuneration Policy.

34) the former Appendix 1 to the Remuneration Policy is repealed in its entirety;

2. decides that the other provisions of the Remuneration Policy, unchanged in section 1 above, remain unchanged.

§ 2

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

§ 3

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

Instructions to Resolution No. [-]/2024 of the AGM of Polenergia S.A. of 19 June 2024.		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: _____	Objection Number of shares: <input type="checkbox"/> _____	Number of shares: _____
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
_____		_____
(signature of the shareholder)		(date, place)

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

on the adoption of new Regulations of the General Meeting of Polenergia S.A.

§ 1

Acting pursuant to Article 5.3.1. (i) of the Company's Articles of Association, the Annual General Meeting of the Company decides to adopt the new wording of the Rules of Procedure of the General Meeting of Polenergia S.A. with the content presented in the appendix to this resolution.

§ 2

The resolution comes into force upon its adoption.