

**Resolution no. 1/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the election of the Chairperson of the General Meeting

§ 1

Acting pursuant to the first sentence of Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting of the Company hereby decides to appoint [•] as Chairman/Chairwoman of the Annual General Meeting.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Procedural resolution.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. the Best Practice for GPW Listed Companies 2021.

**Resolution no. 2/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

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. Determination that the Annual General Meeting has been duly convened and is capable of adopting resolutions, and adoption of the agenda;
4. Recognition and approval of the Management Board's report on the Company's activities in the financial year 2024;
5. Recognition and approval of the Company's financial statements for the financial year 2024;
6. Recognition and approval of the Management Board's report on the Capital Group's activities in the financial year 2024, together with the "Consolidated Sustainability Report for 2024";
7. Recognition and approval of the consolidated financial statements for the financial year 2024;
8. Adoption of a resolution on the allocation of profit for the financial year 2024;
9. Adoption of resolutions on the acknowledgement of the fulfilment of duties for the members of the Management Board in the financial year 2024;
10. Adoption of resolutions on the acknowledgement of the fulfilment of duties for the Members of the Supervisory Board in the financial year 2024;
11. Adoption of a resolution on the approval of the report on the activities of the Supervisory Board in the financial year 2024;
12. 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 2024;
13. Adoption of a resolution on amendments to the Remuneration Policy for Management Board and Supervisory Board Members at Polenergia S.A.;
14. Adoption of a resolution on amendments to the Statutes of Polenergia S.A.;
15. Closing of the Annual General Meeting.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Procedural resolution.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. the Best Practice for GPW Listed Companies 2021.

**Resolution no. 3/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the approval of the Management Board's report on the Company's activities
in the financial year 2024

§ 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 report of the Management Board on the Company's activities in the financial year ended 31 December 2024.

§ 2

The resolution shall enter into force upon its adoption.

Justification: The above report is subject to consideration and approval by the Annual General Meeting of the Company, in accordance with Article 393(1) in connection with Article 395 § 2(1) of the Commercial Companies Code.

The report of the Management Board on the Company's activities in the financial year ended 31 December 2024 has been prepared and approved by the Company's Management Board and has been positively assessed by the Company's Supervisory Board with regard to its conformity with the books and documents as well as with the facts. The Supervisory Board requested its consideration and approval by the Annual General Meeting.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 4/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the approval of the Company's financial statements for the financial year 2024

§ 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 2024, including:

- (i) the balance sheet as at 31 December 2024, showing assets and liabilities of kPLN **4 359 329**;
- (ii) profit and loss account for the year ended 31 December 2024, showing a net profit of kPLN **71 034**;
- (iii) statement of changes in equity for the year ended 31 December 2024, showing equity as at 31 December 2024 of kPLN 3 512 398; and
- (iv) the cash flow statement for the year ended 31 December 2024, showing a cash balance as at 31 December 2024 of kPLN **805 866**, representing a net **decrease** in cash of kPLN **143 372**.

§ 2

The resolution shall enter into force upon its adoption.

Justification: The above report is subject to consideration and approval by the Annual General Meeting of the Company, in accordance with Article 393(1) in connection with Article 395 § 2(1) of the Commercial Companies Code.

Financial statements of the Company for the financial year ended 31 December 2024 has been prepared and approved by the Company's Management Board and has been positively assessed by the Company's Supervisory Board with regard to its conformity with the books and documents as well as with the facts. The Supervisory Board requested its consideration and approval by the Annual General Meeting.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 5/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the approval of the Management Board's report on the Capital Group's activities in the financial year 2024, together with the "Consolidated Sustainability Report for 2024"

§ 1

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, the Annual General Meeting hereby approves - after its consideration - the report of the Management Board on the activities of the Company's Capital Group in the financial year ended 31 December 2024, together with the "Consolidated Sustainability Report for 2024".

§ 2

The resolution shall enter into force upon its adoption.

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

The report of the Management Board on the Capital Group's activities in the financial year ended 31 December 2024 has been prepared and approved by the Company's Management Board and has been positively assessed by the Company's Supervisory Board with regard to its conformity with the books and documents as well as with the facts. The Supervisory Board requested its consideration and approval by the Annual General Meeting.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 6/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the approval of the consolidated financial statements for the financial year 2024

§ 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 2024, 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 2024, including:

- (i) consolidated balance sheet as at 31 December 2024, showing ~~assets and liabilities of~~ **on the assets and liabilities side the amount of** kPLN **7 530 268**;
- (ii) consolidated profit and loss account for the year ended 31 December 2024, showing a net profit of kPLN **301 166**;
- (iii) statement of changes in equity for the year ended 31 December 2024, showing equity as at 31 December 2024 of kPLN **4 303 511**; and
- (iv) consolidated cash flow statement for the year ended 31 December 2024, showing a cash balance as at 31 December 2024 of kPLN **1 489 005** and a net **increase in** cash of kPLN **78 242**.

§ 2

The resolution shall enter into force upon its adoption.

Justification: The above report is subject to review and approval by the Company's Annual General Meeting, in accordance with Article 395 § 5 of the Commercial Companies Code, in conjunction with Article 63c-(4) of the Accounting Act of 29 September 1994.

Consolidated financial statements for the financial year ended 31 December 2024 has been prepared and approved by the Company's Management Board and has been positively assessed by the Company's Supervisory Board with regard to its conformity with the books and documents as well as with the facts. The Supervisory Board requested its consideration and approval by the Annual General Meeting.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 7/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the distribution of net profit for the financial year 2024

§ 1

Acting pursuant to Article 395 § 2 (~~clause 2~~) of the Commercial Companies Code, the Annual General Meeting hereby resolves that the net profit earned by the Company in the financial year 2024 in the amount of kPLN **71 034** shall be transferred to reserve capital, which may be used in the future to pay dividends and advance payments of dividends.

§ 2

The resolution shall enter into force upon its adoption.

Justification: The above resolution is subject to consideration by the Annual General Meeting of the Company, in accordance with Article 395 § 2(2) of the Commercial Companies Code.

The Management Board's proposal to allocate net profit for the financial year 2024 as described in the draft of this resolution has been positively assessed by the Supervisory Board.

In making the above decision, the financial situation and liquidity of the Polenergia Capital Group (the "**Group**"), existing and future liabilities, the need to spend resources in connection with the Group's development, including the further development of the Group's strategic project to build offshore wind farms in the Baltic Sea, were taken into account.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 8/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by 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 hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Jerzy Wacław Zań - President of the Company's Management Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 9/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's
Management Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Andrzej Filip Wojciechowski - Vice-President of the Company's Management Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 10/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's
Management Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Adam Mariusz Purwin - Vice-President of the Company's Management Board. The acknowledgement also covers the duties performed by Mr Adam Mariusz Purwin during the financial year ended 31 December 2024 as part of his delegation to temporarily perform the activities of a Member of the Management Board of the Company from 18 July 2024 to 18 October 2024.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 11/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by 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 hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mrs Iwona Maria Sierżęga - Member of the Company's Management Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 12/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by 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 hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Piotr Łukasz Maciołek - Member of the Company's Management Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 13/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by 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 hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr dr Michał Michalski - President of the Company's Management Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 14/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April- 2025**

on the acknowledgement of the fulfilment of duties by the Vice-President of the Company's
Management Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Tomasz Kietliński - Vice-President of the Company's Management Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 15/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Chairwoman of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mrs Dominika Kulczyk - Chairwoman of the Company's Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 16/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Deputy Chairperson of the Company's
Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Thomas O'Brien – Deputy Chairperson of the Company's Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 17/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mrs Emmanuelle Rouchel - Member of the Company's Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 18/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Szymon Adamczyk - Member of the Company's Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 19/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Orest Nazaruk - Member of the Company's Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 20/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr prof. dr hab. Krzysztof Obłój - Member of the Company's Management Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 21/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Ignacio Paz-Ares Aldanondo - Member of the Company's Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 22/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Jacek Głowacki - Member of the Company's Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 23/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Andrzej Filip Wojciechowski - Member of the Company's Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 24/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Adam Mariusz Purwin - Member of the Company's Supervisory Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 25/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Dr. hab. prof. SGH Piotr Bartosz Ciżkowicz - Member of the Company's Management Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 26/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on the acknowledgement of the fulfilment of duties by the Member of the Company's Supervisory Board

§ 1

Acting pursuant to Article 393(1) in conjunction with Article 395 § 2(3) of the Commercial Companies Code, the Annual General Meeting hereby grants acknowledgement of the fulfilment of duties in the financial year ended 31 December 2024 to Mr Mikołaj Franzkowiak - Member of the Company's Management Board.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to Article 395 § 2(3) of the Commercial Companies Code, the subject of the Annual General Meeting should be the granting of acknowledgement of the fulfilment of duties for members of the company's bodies.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

|

Resolution no. 278/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025

on the approval of the report on the activities of the Supervisory Board in the financial year 2024

§ 1

Acting on the basis of Article 382 § 3(3) of the Code of Commercial Companies and Rule 2.11. of the Best Practice for GPW Listed Companies 2021, the Annual General Meeting hereby approves the report on the activities of the Supervisory Board in the financial year 2024.

§ 2

The resolution shall enter into force upon its adoption.

Justification: In accordance with Article 382 § 3(3) of the Code of Commercial Companies and Rule 2.11 of the Best Practice for GPW Listed Companies 2021, the Supervisory Board prepares and presents an annual report to the Annual General Meeting for approval.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 287/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

on 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 2024

§ 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, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the Annual General Meeting hereby gives a positive opinion on the Report of the Supervisory Board on the remuneration of the members of the Management Board and the Supervisory Board of the Company for the financial year 2024.

§ 2

The resolution shall enter into force upon its adoption.

Justification: Pursuant to art. 395 § 2¹ of the Commercial Companies Code and art. 90g section 6 of the Act of 29 July 2005 on public offerings and conditions for the introduction of financial instruments to the organised trading system and on public companies, the General Meeting adopts a resolution giving an opinion on the remuneration report, with the resolution of the General Meeting on this subject being of an advisory nature. In view of the above, the report drawn up by the Supervisory Board together with the auditor's assessment is submitted to the General Meeting for its opinion.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

**Resolution no. 28/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

~~on the approval of the report on the activities of the Supervisory Board in the financial year 2024~~

~~§ 1~~

~~Acting on the basis of Article 382 § 3(3) of the Code of Commercial Companies and Rule 2.11. of the Best Practice for GPW Listed Companies 2021, the Annual General Meeting hereby approves the report on the activities of the Supervisory Board in the financial year 2024.~~

~~§ 2~~

~~The resolution shall enter into force upon its adoption.~~

Justification: ~~In accordance with Article 382 § 3(3) of the Code of Commercial Companies and Rule 2.11 of the Best Practice for GPW Listed Companies 2021, the Supervisory Board prepares and presents an annual report to the Annual General Meeting for approval.~~

~~The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.~~

**Resolution no. 29/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025**

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

§ 1

The Annual General Meeting of Polenergia Spółka Akcyjna with its registered office in Warsaw („**Spółka**”), acting on the basis of Article 90e (4) of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies (as amended), hereby:

1. ~~1.~~ amends the “*Remuneration Policy for Members of the Management Board and Supervisory Board of Polenergia S.A.*” adopted by Resolution No. 25/2024 of the Company's Annual General Meeting of 19 June ~~19~~, 2024 on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of the Company (as amended) (the “**Remuneration Policy**”), as follows:

1) ~~1)~~ in item ~~in section~~ 5. of the Remuneration Policy, after the definition of “Member of the Management Board”, a new definition of “**Business Objectives**” ~~is shall be~~ added ~~after the definition of “Member of the Management Board”~~ as follows:

„**Cele Biznesowe** oznaczają cele **“Business Objectives** means business biznesowe (które mogą obejmować objectives (which may include financial kryteria finansowe takie jak EBITDA albo criteria including but not limited to EBITDA or zysk) ustalane co roku zgodnie z (profit) set annually in line with the Bonus Systemem Premiowym;”; System;”;

2) in item 5. of the Remuneration Policy, the definition of “**EBITDA**” ~~is shall be~~ repealed in its entirety;

2)
3) in item 5. of the Remuneration Policy, the definition of “**ESG Objectives**” ~~is shall be~~ amended ~~to the by giving it a new~~ wording as follows:

„**Cele ESG** oznaczają cele niefinansowe **“ESG Objectives** means the non-financial obejmujące wywieranie pozytywnego objectives of having a positive impact and wpływu oraz zapobieganie wpływom preventing negative impacts in the following negatywnym w następujących obszarach: areas: environmental and climate ochrona środowiska naturalnego i klimatu; protection; people and society, including ludzie i społeczeństwo, w tym pracownicy employees; and corporate and oraz ład korporacyjny i zarządczy, których management governance, the framework ramy wyznaczone są w Strategii for which is set out in the Polenergia Group Zrównoważonego Rozwoju Grupy Sustainable Development Strategy set Polenergia ustalane co roku zgodnie annually in line with the Bonus System;”; z Systemem Premiowym;”;

4) in item 5. of the Remuneration Policy, after the definition of “Polenergia Group”, a new definition of “**Bonus Criteria**” ~~is shall be~~ added as follows:

„**Kryteria Premiowania** łączne określenie **“Business Criteria** combined definitions for Celów Biznesowych oraz Celów ESG;”; ESG Objectives and Business Objectives;”;

5) in item 5. of the Remuneration Policy, the definition of “**Projected Amount**” ~~is shall be~~ repealed in its entirety;

- 6) in item 5. of the Remuneration Policy, the definition of “**Public Offering Act**” ~~is shall~~ amended ~~to by giving it a the~~ new wording 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. 2024 poz. 620, 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 2024 item 620, as amended);”;

- 7) in item 5. of the Remuneration Policy the definition of “**General Meeting**” ~~is shall be~~ amended ~~to by giving it a the~~ new wording as follows:

„**Walne Zgromadzenie** oznacza Walne Zgromadzenie Spółki.”;

„**General Meeting** means the General Meeting of the Company.”;

- 8) in item 5. of the Remuneration Policy, the definition of “**Profit**” ~~is shall be~~ repealed in its entirety;

- 9) item 15. of the Remuneration Policy ~~is shall be~~ amended ~~to the by giving it a~~ new wording as follows:

„15. Poza miesięcznym wynagrodzeniem zasadniczym, wynagrodzenie stałe może obejmować 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 may include 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;
- b) pokrycie kosztów polisy ubezpieczeniowej od wypadków komunikacyjnych Członka Zarządu;
- c) samochód służbowy lub ekwiwalent za wykorzystanie samochodu prywatnego dla celów służbowych, na warunkach określonych w obowiązującej w Spółce polityce;
- d) objęcie ubezpieczeniem odpowiedzialności cywilnej dla członków zarządu (D&O);
- e) objęcie ubezpieczeniem na życie;
- f) sfinansowanie ubezpieczenia podróży;
- g) sfinansowanie uczestnictwa w stowarzyszeniach, izbach, organizacjach, konferencjach branżowych, szkoleniach, kursach,

- a) private medical care package for the Management Board Member and his family members;
- b) coverage of costs of traffic accident insurance policy paid for the Management Board Member;
- c) company car or the equivalent for the use of private car for business purposes, on terms set out in the applicable policy of the Company;
- d) directors and officers (D&O) liability insurance coverage;
- e) life insurance coverage;
- f) travel insurance coverage;
- g) financing of participation in associations, chambers, organisations, professional conferences, training courses,

- | | | |
|----|---|---|
| | seminariach lub studiach podyplomowych; | courses, seminars or postgraduate studies; |
| h) | zakwaterowanie lub pokrycie kosztów zakwaterowania na warunkach określonych w umowie z Członkiem Zarządu lub obowiązującej w Spółce polityce; | h) accommodation or coverage of accommodation costs on terms set out in the agreement concluded or in the applicable policy of the Company; |
| i) | pokrycie kosztów transportu dla celów służbowych oraz, w przypadku Członków Zarządu mających miejsce zamieszkania poza Polską, z/do miejsca zamieszkania; | i) coverage of transportation costs for business purposes and, in case the Management Board Members residing outside of Poland, to/from the place of residence; |
| j) | przyznanie budżetu reprezentacyjnego w zgodzie z regulacjami Compliance obowiązującymi w Spółce.”; | j) the allocation of a representation budget in line with the Company's compliance regulations.”; |
- 10) item 16. of the Remuneration Policy ~~is shall be~~ amended ~~to by giving it a~~ new wording as follows:
- | | |
|--|--|
| „16. Członkom Zarządu przysługuje wynagrodzenie zmienne w postaci Premii, której szczegółowe warunki określa Rada Nadzorcza w Systemie Premiowym..”; | “16. Management Board Members shall be entitled to variable remuneration in the form of the Bonus, detailed terms of which shall be determined by the Supervisory Board in the Bonus System.”; |
|--|--|
- 11) item 17. of the Remuneration Policy ~~is shall be~~ amended ~~to the by giving it a~~ new wording as follows:
- | | |
|--|---|
| „17. Rada Nadzorcza jest uprawniona do kształtowania i uszczegółowienia Systemu Premiowego z zastrzeżeniem następujących zasad: | “17. The Supervisory Board is entitled to develop and specify the details of the Bonus System subject to the following rules: |
| a) Premia będzie wypłacana jednorazowo po zakończeniu danego roku; | a) the Bonus will be paid once after the end of a given year; |
| b) przyznanie i wypłata Premii jest uzależniona od poziomu spełnienia Celów Biznesowych oraz/lub Celów ESG, przy czym aby dane Kryterium Premiowania wyznaczone w obszarze Celów Biznesowych oraz Celów ESG było brane pod uwagę w procesie obliczenia Premii, musi być spełnione na poziomie co najmniej 80%; | b) the grant and payment of the Bonus is conditional upon the level of meeting the Business Objectives and/or ESG Objectives, provided that, for a given Bonus Criteria set within the Business Objectives and ESG Objectives to be considered in the Bonus calculation process, it must be fulfilled at a level of at least 80%; |
| c) w uzasadnionych przypadkach Rada Nadzorcza, według własnego uznania, może przyznać Członkowi Zarządu Premię pomimo | c) in justified circumstances, the Supervisory Board may in its sole discretion grant the Bonus to a Member of the Management Board |

niespełnienia
Premiowania;

Kryteriów

even if the Bonus Criteria have not
been met;

- | | |
|--|--|
| <p>d) szczegółowe Cele Biznesowe (w tym finansowe, jeżeli będą ustalone) oraz Cele ESG warunkujące przyznanie Premii, sposoby weryfikacji ich spełnienia oraz wagi poszczególnych Kryteriów Premiowania będą ustalane corocznie zgodnie z Systemem Premiowym;</p> <p>e) Premia wypłacona za dany rok nie może przekroczyć: (i) 108% rocznego wynagrodzenia zasadniczego w Spółce, o którym mowa w punkcie 12 niniejszej Polityki – w odniesieniu do Prezesa Zarządu Spółki, oraz (ii) 96% rocznego wynagrodzenia zasadniczego w Spółce, o którym mowa w punkcie 12 niniejszej Polityki – w odniesieniu do pozostałych Członków Zarządu, przy czym wskazane maksymalne progi Premii dotyczą realizacji Kryteriów Premiowania na poziomie 120% lub wyższym;</p> <p>f) Premia jest wypłacana po podjęciu uchwały Rady Nadzorczej określającej i zatwierdzającej poziom spełnienia kryteriów premiowania; Premia jest wypłacana w terminie do 30 dni od zatwierdzenia przez Walne Zgromadzenie sprawozdania finansowego Grupy Polenergia za poprzedni rok obrotowy;</p> <p>g) System Premiowy nie przewiduje możliwości odroczenia Premii;</p> <p>h) Premia może podlegać zwrotowi w przypadkach określonych w przepisach prawa.”;</p> | <p>d) detailed Business Objectives (including financial, if any) and ESG Objectives for granting the Bonus, the methods of verifying their fulfilment, and the weight of individual Bonus Criteria will be determined annually in line with Bonus System;</p> <p>e) the Bonus paid for a given year may not exceed (i) 108% of the annual base salary at the Company, as referred to in item 12 of this Remuneration Policy – in respect of the President of the Management Board, and (ii) 96% of the annual base salary at the Company, as referred to in item 12 of this Remuneration Policy – in respect of other Members of the Management Board, whereby the indicated maximum Bonus caps apply to the achievement of the Bonus Criteria at a level of 120% or higher;</p> <p>f) the Bonus shall be paid after the Supervisory Board adopts a resolution assessing and confirming the level of meeting the criteria; the Bonus shall be paid within 30 days after the General Meeting approves the financial statements of Polenergia Group of the previous financial year;</p> <p>g) the Bonus System does not provide for the possibility of deferring the Bonus;</p> <p>h) the Bonus may be reimbursed in cases defined by the provisions of law.”;</p> |
|--|--|

- 12) item 18. of the Remuneration Policy ~~is shall be~~ amended ~~to by giving it at~~ the new wording as follows:

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

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

- | | |
|---|--|
| <p>a) odszkodowanie z tytułu przestrzegania zakazu prowadzenia działalności konkurencyjnej przez okres do 12 miesięcy po rozwiązaniu umowy w wysokości do 100% wynagrodzenia, liczonego jak ekwiwalent za urlop wypoczynkowy, na podstawie średniego wynagrodzenia otrzymanego przez Członka Zarządu w okresie odpowiadającym okresowi obowiązywania zakazu konkurencji;</p> <p>b) w uzasadnionych przypadkach indywidualną nagrodę pieniężną, w wysokości ustalonej Uchwałą Rady Nadzorczej.”;</p> | <p>a) compensation for compliance with the non-compete clause for the period of up to 12 months following termination of the contract amounting up to 100% of the remuneration calculated as the equivalent for annual leave, based on the average remuneration received by the Management Board Member in the period corresponding to the non-compete period;</p> <p>b) in justified cases, an individual cash prize in the amount determined by a resolution of the Supervisory Board.”;</p> |
|---|--|
- 13) item 19. of the Remuneration Policy ~~is shall be~~ amended ~~to by giving it a the~~ new wording as follows:
- | | |
|--|---|
| <p>„19. Z tytułu rozwiązania umowy łączącej Członka Zarządu ze Spółką Członkowi Zarządu może przysługiwać odprawa w wysokości nie wyższej niż 12 (dwanaście) wynagrodzeń zasadniczych wynikających z umowy zawartej przez Członka Zarządu ze Spółką.”;</p> | <p>“19. By virtue of the termination of the legal relationship between the Management Board Member and the Company, the Management Board Member may be entitled to a severance pay in the maximum amount equal to 12 (twelve) base monthly salaries resulting from the relevant agreement concluded by the Member of the Management Board with the Company.”;</p> |
|--|---|
- 14) item 20. of the Remuneration Policy ~~is shall be~~ amended ~~to by giving it a the~~ new wording as follows:
- | | |
|---|--|
| <p>„20. Proporcja pomiędzy, (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, o których mowa w punktach 16 i 18 oraz zmiennych elementów dodatkowych programów emerytalno-rentowych, o których mowa w punkcie 30 niniejszej Polityki Wynagrodzeń, które mogą zostać przyznane Członkom Zarządu lub Członkom Rady Nadzorczej za dany rok obrotowy, nie przekroczy proporcji 1:4.”;</p> | <p>“20. The proportion between (i) the fixed components of remuneration referred to in items 12, 15 and the fixed elements of supplementary pension schemes referred to in item 30 of this Remuneration Policy, if granted, and (ii) the variable components of remuneration referred to in items 16 and 18 and the variable components of supplementary pension schemes referred to in item 30 of this Remuneration Policy, which may be granted to the Management Board Members of to the Supervisory Board Members for the particular financial year shall not exceed a ratio of 1:4.”;</p> |
|---|--|
- 15) ~~Item~~ 28. of the Remuneration Policy ~~is shall be~~ amended ~~to the by giving it a~~ new wording as follows:
- | | |
|--|---|
| <p>„28. Realizacji strategii biznesowej, długoterminowych interesów oraz</p> | <p>“28. For the purpose of implementation of the Company’s business strategy, long-</p> |
|--|---|

stabilności Spółki służyć ma w szczególności przyznanie Członkom Zarządu wynagrodzenia zmiennego (Premii) oraz: (i) ograniczenie jego wysokości do 96/108% rocznego wynagrodzenia zasadniczego w Spółce, (ii) uzależnienie wypłaty Premii od określonych Celów Biznesowych oraz Celów ESG (krótko- i długoterminowych), oraz (iii) uzależnienie wypłaty Premii od zatwierdzenia sprawozdania finansowego. Czynniki te mają na celu ograniczanie nadmiernego ryzyka w dążeniu do osiągnięcia wyłącznie krótkoterminowych wyników.”;

term interests and sustainability, Management Board Members shall be awarded variable remuneration (Bonus) and: (i) its amount shall be limited to 96/108% of the annual base salary in the Company, (ii) making the payment of the Bonus subject to determined Business Objectives and ESG Objectives (short and long term), and (iii) making the payment of the Bonus conditional on the approval of financial statements. This is aimed to mitigate the excessive risk in efforts to achieve only short-term results.”;

- 16) Item 30. of the Remuneration Policy ~~is shall be~~ amended ~~to the by giving it a~~ new wording as follows:

„30. Członkowie Zarządu oraz Członkowie Rady Nadzorczej mogą być uprawnieni do uczestnictwa w programach emerytalno-rentowych (w tym w pracowniczym planie kapitałowym) na zasadach wynikających z powszechnie obowiązujących przepisów prawa lub prywatnego programu emerytalnego na zasadach analogicznych do pracowniczych planów kapitałowych, pod warunkiem że całkowity koszt dla Spółki nie przekroczy kosztu, jaki poniosłaby, gdyby dana osoba uczestniczyła w pracowniczych planach kapitałowych. W przypadku gdy Członek Zarządu nie będzie objęty programami emerytalnymi, o których mowa w zdaniu poprzedzającym, Członkowi Zarządu może zostać przyznany ekwiwalent pieniężny.”;

“30. Management Board Members and Supervisory Board Members may be eligible to participate in pension schemes (including the employee capital plan) on terms arising from generally applicable laws or a private pension scheme on terms analogous to employee capital plans, provided that the total cost to the Company does not exceed the cost it would incur if the individual participated in the employee pension scheme. If the Management Board Member is not covered by the pension schemes referred to in the preceding sentence, the Management Board Member may be granted a cash equivalent.”;

- 17) item 37. of the Remuneration Policy ~~shall be is~~ amended ~~to the by giving it a~~ new wording as follows:

„37. W stosunku do Polityki Wynagrodzeń przyjętej uchwałą nr 25/2024 Zwyczajnego Walnego Zgromadzenia Spółki z dnia 19 czerwca 2024 roku w sprawie przyjęcia Polityki wynagrodzeń członków zarządu i rady nadzorczej Spółki wprowadzono istotne zmiany:

“37. Material changes have been made to the Remuneration Policy adopted by Resolution No. 25/2024 of the Annual General Meeting of 19 June 2024 on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of the Company:

- a) uchwałą nr 29/2025 Zwyczajnego Walnego Zgromadzenia Spółki z dnia 23 kwietnia 2025 roku w sprawie zmiany „Polityki Wynagrodzeń Członków Zarządu i Rady Nadzorczej w spółce Polenergia S.A.” wprowadzono zmiany dotyczące zasad wypłaty Członkom

- a) by Resolution No. 29/2025 of the Annual General Meeting of the Company of 23 April 2025 on amending the “Remuneration Policy for the Members of the Management Board and the Supervisory Board of Polenergia S.A.”, changes were introduced regarding the rules for

Zarządu zmiennego wynagrodzenia w postaci Premii, polegającej m.in. na (i) wprowadzeniu wyższych kwot maksymalnych Premii dla Członków Zarządu przy spełnieniu kryteriów premiowania na poziomie 120% lub wyższym, (ii) wprowadzeniu jednorazowego mechanizmu wypłaty Premii po zakończeniu roku, za który Premia jest należna, (iii) wprowadzenie minimalnego progu spełnienia poszczególnych kryteriów dla celów uwzględnienia przy wyliczaniu Premii, (iv) usunięciu określonego celu finansowego jako Kryterium Premiowania, (v) wprowadzeniu dodatkowych warunków biznesowych dotyczących przyznania Premii, (vi) w uzasadnionych przypadkach, możliwości przyznania Premii Członkom Zarządu pomimo niespełnienia kryteriów określonych w Systemie Premiowym, (vii) wprowadzeniu możliwości wypłaty Członkom Zarządu odprawy z związku z rozwiązaniem umowy; oraz (viii) wprowadzeniu możliwości objęcia Członka Zarządu prywatnym programem emerytalnym.

paying variable remuneration in the form of Bonuses to Management Board Members, including, among other things (i) the introduction of higher maximum amounts of the Bonus for the Management Board Members if the Bonus criteria are achieved at a level of 120% or higher, (ii) the introduction of a one-time Bonus payment mechanism after the end of the year for which the Bonus is due, (iii) introduction of the minimum levels of achievement of the particular criterion for the purpose of the Bonus calculation, (iv) the deletion of the determined financial criterion as one of the Bonus Criteria, (v) the introduction of additional business criteria for granting the Bonus, (vi) in justified circumstances, the possibility of granting the Bonus to Management Board Members where the criteria set forth in the Bonus System have not been met, (vii) the introduction of possibility to pay a severance pay to the Member of the Management Board in case of termination of his/her agreement, and (viii) introduction of possibility to cover the Member of Management Board with a private pension scheme.

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.”

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

§ 2

The Annual General Meeting of the Company hereby approves the consolidated text of the Remuneration Policy reflecting amendments introduced under this resolution. The consolidated text of the Remuneration Policy constitutes an attachment to this resolution.

§ 3

The resolution shall enter into force upon its adoption.

Justification: In connection with the entry by the organization into a new stage of development and the need to formulate a response to the current situation in the renewable energy industry, has revised the

current bonus system of the Management Board in terms of the adequacy of the mechanisms used to the pace of change and the level of today's business challenges.

The proposed amendments to the Remuneration Policy mainly concern the following areas:

- 1) moving away from the division of the annual target into three blocks in favour of the annual creation of the Management Board Member's Objective Chart, the content of which will consist of business objectives and ESG objectives ~~developed~~ set annually with the Supervisory Board, for which the objective weights will also be determined annually;
- 2) maintaining the obligatory nature of the ESG objective for each function performed;
- 3) introducing three levels of objectives achievement: Minimum 80%; Expected 100%; Maximum 120%;
- 4) each of these levels corresponds to a multiplier, based on which the bonus level is determined. The principle of calculating the bonus for a given bonus criterion: the product of the weight of the objective and the level of its achievement (expressed as a percentage). The sum of the products of the degrees of achievement of individual criteria translates into the amount of the bonus;
- 5) the Supervisory Board has the option to award a bonus at a higher level than that resulting from the calculation – at its discretion;
- 6) a Management Board Member acquires the right to a bonus only after 6 months of serving on the Management Board of the Company;
- 7) the bonus is paid in one tranche after the results have been formally approved by the General Meeting, ~~preceded by a resolution of the Supervisory Board accepting the achievement of the objectives by a given Management Board Member~~ and after the finalization of the procedure for approving the achievement of objectives in accordance with the Bonus System.-

7)

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.

Resolution no. 30/2025
of the Annual General Meeting
of Polenergia S.A. with its registered office in Warsaw
of 23 April 2025

on amendments to the Statutes of Polenergia S.A.

§ 1

Acting pursuant to Article 430 § 1(1) of the Commercial Companies Code and Article 5.3.1(h) of the Company's Statutes, the Annual General Meeting hereby resolves to amend the Company's Statutes so that in Article 5.5.1 of the Company's Statutes, after the point marked by letter (x), a new point marked by letter (y) is added, in the following wording:

"(y) the selection of an audit firm to audit the financial statements and consolidated financial statements, and the selection of an audit firm to attest sustainability reporting."

§ 2

The General Meeting authorises the Company's Supervisory Board to draw up the consolidated text of the Company's Statutes, taking into account the changes introduced in § 1 of this resolution.

§ 3

The resolution shall enter into force upon its adoption.

Justification: In accordance with Article 64(7) of the Act of 29 September 1994 on Accounting (as amended) ("**Accounting Act**"), added to the Accounting Act by the Act of 6 December 2024 (Journal of Laws 2024, item 1863), which came into force on 1 January 2025, sustainability reporting and group sustainability reporting are subject to sustainability reporting attestation by an auditor authorised to attest sustainability reporting.

In turn, in accordance with Article 66(4) of the Accounting Act, the selection of the audit firm to audit the financial statements and the selection of the audit firm to attest the sustainability reporting is made by the body approving the entity's financial statements, unless the entity's statutes, contract or other binding legal provisions provide otherwise.

In view of the fact that the Company's Statutes, as they currently stand, grant the Company's Supervisory Board the authority to select an audit firm to audit the financial statements (cf. Article 6.3 of the Company's Statutes), but do not regulate the selection of the audit firm to carry out the attestation of sustainability reporting, it is proposed to empower the Supervisory Board in this respect. This is because it is reasonable that the selection of the audit firm for sustainability reporting is made by the same body of the Company that selects the audit firm for the audit of the financial statements, i.e. the Supervisory Board of the Company.

The draft of this resolution has been positively reviewed by the Supervisory Board of the Company (Supervisory Board resolution no. 21/2025 of 25 March 2025), in accordance with Rule 4.7. of the Best Practice for GPW Listed Companies 2021.