

**FORM
TO EXERCISE VOTING RIGHTS BY PROXY
AT THE ANNUAL GENERAL MEETING OF POLENERGIA S.A.
CONVENED FOR 23 APRIL 2025**

This form has been prepared pursuant to the provisions of Article 402³ § 1(5) and § 3 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 23 April 2025.

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 rights 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 A SHAREHOLDER AND A PROXY

PROXY:

(name and surname / business name of the Proxy)

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

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

SHAREHOLDER:

(name and surname / business name 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 23 APRIL 2025 AT 12:00 PM

Instructions to Resolution No. 1/2025 of the AGM of Polenergia S.A. of 23 April 2025						
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>				
Number of shares: <div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div>	Objection <input type="checkbox"/> Number of shares: <div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div>	Number of shares: <div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div>				
At the discretion of the proxy: <input type="checkbox"/>						
Number of shares: <div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div>						
Other <input type="checkbox"/>						
<table style="width: 100%; border: none;"> <tr> <td style="width: 40%;">Number of shares:</td> <td>Description:</td> </tr> <tr> <td><div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div></td> <td><div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div></td> </tr> </table>			Number of shares:	Description:	<div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div>	<div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div>
Number of shares:	Description:					
<div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div>	<div style="border-bottom: 1px solid black; height: 20px; margin-top: 5px;"></div>					
<div style="display: flex; justify-content: space-around; align-items: flex-end; margin-top: 20px;"> <div style="border-top: 1px solid black; width: 40%;"></div> <div style="border-top: 1px solid black; width: 40%;"></div> </div> <div style="display: flex; justify-content: space-around; margin-top: 5px;"> (signature of the shareholder) (date, place) </div>						

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.

Instructions to Resolution No. 2/2025 of the AGM of Polenergia S.A. of 23 April 2025		
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 proxy: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
<div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div>_____</div> <div>_____</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div>(signature of the shareholder)</div> <div>(date, place)</div> </div>		

**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.

Instructions to Resolution No. 3/2025 of the AGM of Polenergia S.A. of 23 April 2025		
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 proxy: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
<div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div>_____</div> <div>_____</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div>(signature of the shareholder)</div> <div>(date, place)</div> </div>		

**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.

Instructions to Resolution No. 4/2025 of the AGM of Polenergia S.A. of 23 April 2025		
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 proxy: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div>_____</div> <div>_____</div> </div> <div style="display: flex; justify-content: space-around;"> <div>(signature of the shareholder)</div> <div>(date, place)</div> </div>		

**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.

Instructions to Resolution No. 5/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 6/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div> <hr style="width: 150px;"/> (date, place) </div> </div>		

**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 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.

Instructions to Resolution No. 7/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

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(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.

Instructions to Resolution No. 8/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div> <hr style="width: 150px;"/> (date, place) </div> </div>		

**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.

Instructions to Resolution No. 9/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div> <hr style="width: 150px;"/> (date, place) </div> </div>		

**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.

Instructions to Resolution No. 10/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

**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.

Instructions to Resolution No. 11/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr/> (signature of the shareholder) </div> <div> <hr/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 12/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div> <hr style="width: 150px;"/> (date, place) </div> </div>		

**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.

Instructions to Resolution No. 13/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 14/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr/> (signature of the shareholder) </div> <div> <hr/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 15/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the attorney: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div> <hr/> (signature of the shareholder) </div> <div> <hr/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 16/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr/> (signature of the shareholder) </div> <div> <hr/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 17/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 18/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr/> (signature of the shareholder) </div> <div> <hr/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 19/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 20/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div> <hr style="width: 150px;"/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 21/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
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Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr/> (signature of the shareholder) </div> <div> <hr/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 22/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
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Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 23/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
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Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr/> (signature of the shareholder) </div> <div> <hr/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 24/2025 of the AGM of Polenergia S.A. of 23 April 2025		
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 proxy: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div>_____ (signature of the shareholder)</div> <div>_____ (date, place)</div> </div>		

**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.

Instructions to Resolution No. 25/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
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Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 26/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
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Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

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.

Instructions to Resolution No. 27/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
Number of shares: <hr/>		
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Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr/> (signature of the shareholder) </div> <div> <hr/> (date, place) </div> </div>		

Resolution no. 27/2025
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.

Instructions to Resolution No. 28/2025 of the AGM of Polenergia S.A. of 23 April 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/>		
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Other <input type="checkbox"/>		
Number of shares: <hr/>	Description: <hr/>	
<div style="display: flex; justify-content: space-around; align-items: flex-end;"> <div style="text-align: center;"> <hr style="width: 150px;"/> (signature of the shareholder) </div> <div style="text-align: center;"> <hr style="width: 150px;"/> (date, place) </div> </div>		

Resolution no. 28/2025
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.

Instructions to Resolution No. 29/2025 of the AGM of Polenergia S.A. of 23 April 2025		
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 proxy: <input type="checkbox"/>		
Number of shares: _____		
Other <input type="checkbox"/>		
Number of shares: _____	Description: _____	
<div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div>_____</div> <div>_____</div> </div> <div style="display: flex; justify-content: space-between; margin-top: 5px;"> <div>(signature of the shareholder)</div> <div>(date, place)</div> </div>		

**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. amends the “*Remuneration Policy for Members of the Management Board and Supervisory Board at Polenergia S.A.*” adopted by Resolution No. 25/2024 of the Company's 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 (as amended) (the “**Remuneration Policy**”), as follows:
 - 1) in item 5. of the Remuneration Policy, after the definition of “Member of the Management Board”, a new definition of “**Business Objectives**” shall be added as follows:

„**Cele Biznesowe** oznaczają cele biznesowe (które mogą obejmować kryteria finansowe takie jak EBITDA albo zysk) ustalane co roku zgodnie z Systemem Premiowym;”;

“**Business Objectives** means business objectives (which may include financial criteria including but not limited to EBITDA or profit) set annually in line with the Bonus System;”;
 - 2) in item 5. of the Remuneration Policy, the definition of “**EBITDA**” shall be repealed in its entirety;

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

<p>„Cele ESG oznaczają cele niefinansowe 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 ustalane co roku zgodnie z Systemem Premiowym;”;</p>	<p>“ESG Objectives means the non-financial 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 set annually in line with the Bonus System;”;</p>
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- 4) in item 5. of the Remuneration Policy, after the definition of “Polenergia Group”, a new definition of “**Bonus Criteria**” shall be added as follows:

<p>„Kryteria Premiowania łączne określenie Celów Biznesowych oraz Celów ESG;”;</p>	<p>“Business Criteria combined definitions for ESG Objectives and Business Objectives;”;</p>
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- 5) in item 5. of the Remuneration Policy, the definition of “**Projected Amount**” shall be repealed in its entirety;

- 6) in item 5. of the Remuneration Policy, the definition of “**Public Offering Act**” shall be amended by giving it a new wording as follows:

<p>„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.);”;</p>	<p>„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);”;</p>
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- 7) in item 5. of the Remuneration Policy the definition of “**General Meeting**” shall be amended by giving it a new wording as follows:

<p>„Walne Zgromadzenie oznacza Walne Zgromadzenie Spółki.”;</p>	<p>„General Meeting means the General Meeting of the Company.”;</p>
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- 8) in item 5. of the Remuneration Policy, the definition of “**Profit**” shall be repealed in its entirety;

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

<p>„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:</p>	<p>“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:</p>
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| <p>a) pakiet prywatnej opieki medycznej, obejmujący Członka Zarządu oraz członków jego rodziny;</p> | <p>a) private medical care package for the Management Board Member and his family members;</p> |
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| 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 lub ekwiwalent za wykorzystanie samochodu prywatnego dla celów służbowych, na warunkach określonych w obowiązującej w Spółce polityce; | 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) 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 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 shall be amended 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 shall be amended 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:

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| <p>a) Premia będzie wypłacana jednorazowo po zakończeniu danego roku;</p> | <p>a) the Bonus will be paid once after the end of a given year;</p> |
| <p>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%;</p> | <p>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%;</p> |
| <p>c) w uzasadnionych przypadkach Rada Nadzorcza, według własnego uznania, może przyznać Członkowi Zarządu Premię pomimo niespełnienia Kryteriów Premiowania;</p> | <p>c) in justified circumstances, the Supervisory Board may in its sole discretion grant the Bonus to a Member of the Management Board even if the Bonus Criteria have not been met;</p> |
| <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>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) 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>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) 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</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</p> |

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| <p>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>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 shall be amended by giving it a new wording as follows:
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| <p>„18. Poza Premią, Rada Nadzorcza może przyznać Członkom Zarządu dodatkowe elementy wynagrodzenia zmiennego, w tym w szczególności:</p> <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>“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> <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> |
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- 13) item 19. of the Remuneration Policy shall be amended by giving it a new wording as follows:
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| <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> |
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- 14) item 20. of the Remuneration Policy shall be amended by giving it a new wording as follows:
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| <p>„20. Proporcja pomiędzy, (i) stałymi składnikami wynagrodzenia, o których mowa w punktach 12, 15 oraz stałych elementów dodatkowych programów</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</p> |
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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 elementach 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.”;

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 or to the Supervisory Board Members for the particular financial year shall not exceed a ratio of 1:4.”;

- 15) item 28. of the Remuneration Policy shall be amended by giving it a new wording 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 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.”;

“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 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 shall be amended 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 pracowniczym 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 amended 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:

- 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 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.

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.”

“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) 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 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.

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. resolves that the 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.

Instructions to Resolution No. 30/2025 of the AGM of Polenergia S.A. of 23 April June 2025		
For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Number of shares: <hr/>	Objection <input type="checkbox"/> Number of shares: <hr/>	Number of shares: <hr/>
At the discretion of the proxy: <input type="checkbox"/> Number of shares: <hr/>		
Other <input type="checkbox"/> Number of shares: _____ Description: _____ <hr/> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div> <hr/> (signature of the shareholder) </div> <div> <hr/> (date, place) </div> </div>		

**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.