

25 March 2025

**REPORT OF THE SUPERVISORY BOARD
OF POLENERGIA S.A. WITH ITS REGISTERED OFFICE IN WARSAW (THE "COMPANY")
ON THE ACTIVITIES OF THE SUPERVISORY BOARD IN 2024**

The Supervisory Board, acting in accordance with Article 382 § 3 point 3 and §3¹ of the Code of Commercial Companies ("CCC"), as well as Rule 2.11. of the Code of Best Practice for GPW Listed Companies 2021 (the "**Best Practices**"), has prepared this annual report on its activities (the "**Report**") for presentation to the Company's Annual General Meeting for approval.

I. Information on the composition of the Supervisory Board and its committees with an indication of which members meet the independence criteria set out in the Act of 11 May 2017 on statutory auditors, audit firms and public supervision, as well as which of them do not have actual and significant links with a shareholder holding at least 5% of the total number of votes in the company, as well as information on the composition of the Supervisory Board in the context of its diversity (rule 2.11.1. of the Best Practices)

In accordance with Article 5.4.1. of the Company's Statutes, the Supervisory Board currently consists of eight members appointed for an independent three-year term. As the Company is a public company within the meaning 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 Supervisory Board is composed of two members who meet the independence criteria set out in Article 129(3) of the Act of 11 May 2017 on auditors, audit firms and public supervision.

As at the date of the Report, three members of the Supervisory Board are entitled to be appointed by Mansa Investments sp. z o.o. with its registered office in Warsaw in exercise of a personal right, three by BIF IV Europe Holdings Limited in exercise of a personal right and two are appointed by the Company's General Meeting.

Composition of the Supervisory Board, information on meeting the independence criteria

The composition of the Supervisory Board in 2024 was as follows:

No.	First name and last name	Function
1.	Dominika Kulczyk	Chairwoman of the Supervisory Board
2.	Thomas O'Brien	Deputy Chairman of the Supervisory Board
3.	Szymon Adamczyk	Member of the Supervisory Board, independent Member of the Supervisory Board
4.	Orest Nazaruk	Member of the Supervisory Board, independent Member of the Supervisory Board
5.	Ignacio Paz-Ares Aldanondo	Member of the Supervisory Board
6.	Emmanuelle Rouchel	Member of the Supervisory Board
7.	Andrzej Filip Wojciechowski	Member of the Supervisory Board until 29 February 2024
8.	Prof. dr hab. Krzysztof Oblój	Member of the Supervisory Board until 15 October 2024
9.	Jacek Głowacki	Member of the Supervisory Board from 29 February

		2024 until 21 May 2024
10.	Adam Purwin	Member of the Supervisory Board from 22 May 2024 until 18 October 2024
11.	dr hab. prof. SGH Piotr Ciżkowicz	Member of the Supervisory Board from 16 October 2024
12.	Mikołaj Franzkowiak	Member of the Supervisory Board from 19 October 2024

As of 18 December 2023, Mr Andrzej Filip Wojciechowski was appointed to the Supervisory Board and served as a Member of the Supervisory Board until 29 February 2024.

With effect from 18 December 2023, prof. dr hab. Krzysztof Oblój was appointed to the Supervisory Board. On 26 September 2024, he resigned from the position of Member of the Supervisory Board. The resignation was submitted with the effect from 15 October 2024.

On 29 February 2024, Mr Jacek Głowacki was appointed to the Supervisory Board and served as a Member of the Supervisory Board until 21 May 2024.

On 22 May 2024, Mr Adam Purwin was appointed to the Supervisory Board. On 18 July 2024, the Supervisory Board of the Company adopted a resolution pursuant to which it decided to delegate Mr Adam Purwin to temporarily perform the function of a Member of the Management Board of the Company for a period of three months from the date of the resolution. Mr Adam Purwin served as a Member of the Supervisory Board until 18 October 2024.

On 16 October 2024, dr hab. prof. SGH Piotr Ciżkowicz was appointed to the Supervisory Board and serves as a Member of the Supervisory Board.

On 19 October 2024, Mr Mikołaj Franzkowiak was appointed to the Supervisory Board and serves as a Member of the Supervisory Board.

Composition of the committees of the Supervisory Board

The Supervisory Board has an Audit Committee, the composition of which in 2024 was as follows:

No.	First name and last name	Function
1.	Orest Nazaruk	Chairman of the Audit Committee
2.	Szymon Adamczyk	Member of the Audit Committee
3.	Andrzej Filip Wojciechowski	Member of the Audit Committee from 8 January 2024 to 29 February 2024
4.	Jacek Głowacki	Member of the Audit Committee from 13 March 2024 until 21 May 2024
5.	Adam Purwin	Member of the Audit Committee from 7 June 2024 to 18 October 2024
6.	Mikołaj Franzkowiak	Member of the Audit Committee from 19 October 2024

On 8 January 2024, Mr Andrzej Filip Wojciechowski was appointed to the Audit Committee and served as a Member of the Audit Committee until 29 February 2024. Mr Andrzej Filip Wojciechowski's membership of the Supervisory Board Audit Committee expired due to his resignation from the position of Supervisory Board Member.

On 13 March 2024, Mr Jacek Głowacki was appointed to the Audit Committee and served as a Member of the Audit Committee until 21 May 2024. - Mr Jacek Głowacki's membership of the Supervisory Board Audit Committee expired due to his resignation from the position of Supervisory Board Member.

On 7 June 2024, Mr Adam Purwin was appointed to the Audit Committee and served as a Member of the Audit Committee until 18 October 2024 - Mr Adam Purwin's membership of the Audit Committee of the Supervisory Board expired as a result of his resignation from the Supervisory Board.

On 19 October 2024, Mr Mikołaj Franzkowiak was appointed to the Audit Committee and serves as a Member of this Committee.

There is also an Operational Supervision Committee within the Supervisory Board, whose composition in 2024 was as follows:

No.	First name and last name	Function
1.	Andrzej Filip Wojciechowski	Chairman of the Operational Supervision Committee from 8 January 2024 until 29 February 2024
2.	Ignacio Paz-Ares Aldanondo	Member of the Operational Supervision Committee
3.	Thomas O'Brien	Member of the Operational Supervision Committee
4.	Prof. dr hab. Krzysztof Oblój	Member of the Operational Supervision Committee from 8 January 2024 until 15 October 2024
5.	Jacek Głowacki	Chairman of the Operational Supervision Committee from 13 March 2024 until 21 May 2024
6.	Adam Purwin	Chairman of the Operational Supervision Committee from 7 June 2024 until 18 October 2024
7.	Mikołaj Franzkowiak	Chairman of the Operational Supervision Committee from 19 October 2024.
8.	Dr hab. prof. SGH Piotr Ciżkowicz	Member of the Operational Supervision Committee from 7 November 2024

On 8 January 2024, Mr Andrzej Filip Wojciechowski was appointed as a Member of the Operational Supervision Committee and entrusted with the function of Chairman of this Committee. Mr Andrzej Filip Wojciechowski's membership of the Operational Supervision Committee expired on 29 February 2024 following his resignation from the Supervisory Board.

On 8 January 2024, Mr Krzysztof Oblój was appointed to the Operational Supervision Committee and served as a member of that Committee until 15 October 2024. Mr Krzysztof Oblój's membership of the Operational Supervision Committee expired due to his resignation from the Supervisory Board Member position.

On 13 March 2024, Mr Jacek Głowacki was appointed to the Operational Supervision Committee and entrusted with the function of Chairman of this Committee. Mr Jacek Głowacki's membership of the Operational Supervision Committee expired on 21 May 2024 due to his resignation from the Supervisory Board Member position.

On 7 June 2024, Mr Adam Purwin was appointed to the Operational Supervisory Committee and entrusted with the function of Chairman of this Committee. Mr Adam Purwin's membership of the Operational Supervisory Committee expired on 18 October 2024 due to his resignation from the Supervisory Board Member position.

On 19 October 2024, Mr Mikołaj Franzkowiak was appointed to the Operational Supervisory Committee and was entrusted with the function of Chairman of this Committee.

On 7 November 2024, dr hab. prof. SGH Piotr Ciżkowicz was appointed to the Operational Supervisory Committee and serves as a Member of this Committee.

II. Summary of the activities of the Supervisory Board and its committees (rule 2.11.2. of the Best Practices)

The Supervisory Board performed its duties in accordance with the CCC and the Company's Statutes. In particular, the Supervisory Board exercised constant supervision over the Company's activities, in accordance with Article 382 § 1 of the Companies Act, analysed the Company's financial results, and supervised the activities of the Management Board.

The Supervisory Board also participated in the process of making material decisions concerning the Company by exercising the powers of the Supervisory Board as set out in the Statutes. This is related to the fact that, pursuant to Article 384 § 1 of the CCC, in the cases indicated in the Statutes, the performance of a certain action by the Company or the exercise of voting rights by the Company in the bodies of material subsidiaries requires the prior consent of the Supervisory Board. In view of this, the Supervisory Board passed resolutions in respect of SB Reserved Matters and SB Limited Reserved Matters within the meaning of the Statutes.

The Supervisory Board exercised control over the Company's activities and made decisions at the meetings. In the course of its meetings, the Supervisory Board considered matters arising from the CCC, other legal provisions, the Company's Statutes, as well as the Company's current needs. Where required, the Supervisory Board also used the option provided for in the Statutes to adopt resolutions by voting in writing (so-called circulation resolutions).

Nine meetings of the Supervisory Board were held in 2024. This is in line with the requirement of Article 5.4.11. of the Company's Statutes according to which the meetings shall be held at least quarterly. All meetings of the Supervisory Board were held in a composition that allows the adoption of resolutions. The Management Board of the Company was invited to the meetings of the Supervisory Board.

In the financial year 2024, there were also 2 committees of the Supervisory Board: the Audit Committee and Operational Supervision Committee. The Audit Committee carried out the tasks set out in the Act of 11 May 2017 on statutory auditors, audit firms and public supervision and the Regulations of the Audit Committee, and in particular performed tasks with regard to the Company's proper application of financial reporting principles, the effectiveness of the Company's and its Capital Group's internal control systems, including with regard to financial reporting, and the monitoring of auditing activities, in particular performance of the statutory audit by the audit firm.

In 2024, six meetings of the Audit Committee were held. All meetings were held in a composition that enabled the adoption of resolutions. Where required, the Audit Committee also passed resolutions by voting in writing (so-called circulation resolutions).

Since November 2021, there has also been an Operational Supervision Committee within the Supervisory Board. This Committee carried out the tasks set out in the regulations of the Operational Supervision Committee. Its tasks include overseeing (i) the Company's and the Group's development strategy, (ii) the development of business plans, sales and marketing

strategies; (iii) the Group's financial operations, financial condition, capital structure and prospects; (iv) the Group's internal control and compliance structure; (v) investment projects and their financing; and (vi) other matters of strategic importance to the Group's business.

III. Outcome of the evaluation of the reports and the Management Board's proposal for the distribution of profit (Art. 382 § 3¹ (1) CCC)

The Supervisory Board, finds that the Management Board's report on the Company's activities in 2024, the Company's financial statements for 2024, as well as the Management Board's report on the Capital Group's activities in 2024 and the consolidated financial statements for 2024 are in accordance with the books and documents and the facts.

In view of the above, the Supervisory Board has made the declarations referred to in: (i) § 70 (1)(7) and § 71 (1)(7) of the Ordinance of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (the '**Regulation**'), (ii) § 70(1)(8) and § 71 (1)(8) of the Regulation, and (iii) § 70 (1)(14) and § 71 (1)(12) of the Regulation stating, i.a., that the Management Board's report on the Company's activities in 2024, the Company's financial statements for 2024, as well as the Management Board's report on the Capital Group's activities in 2024 and the consolidated financial statements for 2024 are in accordance with the books and documents and the facts (the "**Statements**").

At the same time, the Supervisory Board requests the Annual General Meeting of the Company to:

- a) approve the Company's financial statements for 2024 and the Management Board's report on the Company's activities in 2024;
- b) approve the consolidated financial statements for 2024 and the Management Board's report on the Capital Group's activities in 2024;
- c) adopt a resolution on the distribution of the net profit for the financial year 2024 so that it is allocated in full to a reserve capital that may be used in the future to pay dividends or advance dividends;
- d) discharge of the Management Board members for their duties in 2024.

IV. Assessment of the Management Board's performance of its duties as referred to in Article 380¹ of the CCC (Article 382 §3¹ (3) of the CCC)

The Company's Supervisory Board was kept informed by the Management Board on an ongoing basis about the Company's situation, including with regard to its assets, as well as about any significant circumstances with regard to the conduct of the Company's affairs and the progress in the implementation of the Company's set business directions, as well as transactions and other circumstances or events that could materially affect the Company's asset situation. The Management Board of the Company provided the Management Board with information on the current situation of the Company and information in its possession regarding its subsidiaries and affiliated companies, taking into account Resolution No. 4/I/2023 of the Supervisory Board of 26 January 2023 on the determination of the time and manner of providing information by the Management Board pursuant to Article 380¹ of the Code of Commercial Companies. In the opinion of the Supervisory Board, the Management Board of the Company correctly fulfilled the information obligations set out in Article 380¹ of the CCC.

V. Assessment of the manner in which the Management Board prepares or submits to the Supervisory Board the information, documents, reports or explanations requested pursuant to Article 382 § 4 of the CCC (Article 382 § 3¹ (4) of the CCC)

In the opinion of the Supervisory Board, the information and explanations provided by the Management Board of the Company in the financial year 2024 were transparent and comprehensive, so that the Supervisory Board positively assesses the way in which the Management Board prepared and provided the Supervisory Board with the requested information, documents, reports or explanations.

VI. Information on the total remuneration payable by the Company for all audits commissioned by the Supervisory Board during the financial year pursuant to Article 382¹ CCC (Article 382 §3¹ (5) of the CCC)

In the financial year 2024, the Supervisory Board did not commission any audits pursuant to Article 382¹ of the CCC.

VII. Assessment of the Company's situation on a consolidated basis, taking into account the adequacy and effectiveness of the Company's systems of internal control, risk management, ensuring compliance with the standards or applicable practices and internal audit (Article 382 §3¹ (2) of the CCC and Rule 2.11.3 of the Best Practices)

In 2023, a system to ensure that the Company's activities comply with standards or applicable practices (*compliance*) was separated in the Polenergia Group. Measures were also taken to implement a compliance management system in the Polenergia Group. At that time, the function of Compliance Officer was established, the Polenergia Group Code of Ethics was updated, and Polenergia Group's Anti-Corruption Policy, Whistleblower Procedure and Business Partner Code were adopted.

In 2023, a separate Internal Control and Risk Management Department was established in the Company. An updated Risk Management and Internal Control Policy and the Polenergia Group Risk Management and Internal Control Procedure were adopted. At the beginning of 2024, these documents were updated - an updated Risk Management Policy, an updated Risk Management Procedure together with a new Risk Register template were adopted.

In 2024, the internal audit function was separated and the Internal Audit Procedure of the Polenergia Group was adopted.

The systems of internal control, risk management and the internal audit function are implemented through systems for identifying, monitoring and mitigating risks to the Company's operations, as well as orders and procedures to increase the security of the Company's and Group companies' operations, which are adapted on an ongoing basis to the Company's situation and needs. Control mechanisms are implemented regularly in the relevant organisational departments of the Company. In each financial year, including 2024, the Management Board prepares an assessment of the effectiveness of the internal control systems. The Supervisory Board evaluates their effectiveness based on the recommendations of the Audit Committee.

The Management Board is responsible for the effectiveness of the internal control system and risk management in the preparation of the financial statements. Periodic financial and management reports are prepared by the Accounting Department and the Controlling and Investor Relations Department under the substantive supervision of the Director of Finance - in 2023 the Vice President of the Management Board and from 1 March 2024 - the President of the Management Board. In addition, the effectiveness of the internal control and risk management systems and internal audit, as well as the performance of auditing activities, are monitored by the Audit Committee.

The Audit Committee periodically evaluates the risk management and internal control system on the basis of an analysis of the consolidated risk register prepared by the Management Board in accordance with *the Risk Management Policy at Polenergia Group*.

The effectiveness of the internal control system is also ensured by a number of orders and internal procedures approved by the Management Board, including, among others, those concerning the circulation of accounting documents, the description of accounting evidence, purchases made on behalf of the Group, commitments made by the Group, the inventory process, the sale of fixed assets and items owned by the Group, the manner of decision-making in the Group and the budgeting process.

In the opinion of the Supervisory Board, the internal controls in place at the Company allow risks to be identified, assessed and minimised in a timely manner and ensure the accuracy of the information contained in the financial statements.

In 2024, the Compliance Department was separated organisationally and subordinated to a Management Board member. The compliance function became a central function.

In 2024, work continued on the implementation of the Polenergia Group's compliance management system, including in the areas of whistleblowing, anti-corruption, AML/CFT, Due Diligence, internal communication and training. A procedure has been adopted for receiving and handling whistleblowing reports, as referred to in the Act of 14 June 2024 on the protection of whistleblowers.

The adequacy and effectiveness of compliance assurance was realised by monitoring compliance risks. Analyses of changes in legislation were conducted to ensure ongoing compliance of the group companies' activities. Policies and internal procedures were reviewed on an ongoing basis to bring the Group's activities into compliance with applicable regulations. Training was organised for employees at all levels to raise awareness of compliance and prevent breaches. This included participation in industry conferences and forums to share experience and implement compliance best practices. The compliance function also provided support in making decisions in line with regulations and ethical standards. A flow of information was provided with the aim of, among other things, a consistent approach and building a culture of compliance within the Group.

VIII. Assessment of the Company's application of the principles of corporate governance and the manner of fulfilling the information obligations regarding their application set out in the Regulations of the Stock Exchange and the provisions on current and periodic information provided by issuers of securities, together with information on the actions taken by the Supervisory Board to perform this assessment (principle 2.11.4. of the Best Practices)

The Company applies the corporate governance principles set out in the Best Practices, which became effective on 1 July 2021. The Company publishes a statement on the status of the Company's application of the principles contained in the Set of Best Practices of GPW Listed Companies 2021 ("**Best Practices**"), including information on deviation from the application of selected corporate governance principles, through the EBI system.

The Company has updated its statement on the status of application of the Best Practices.

Currently, the Company does not apply five of the sixty-three corporate governance principles, i.e. the principles indicated in the Best Practices items: 1.4.2, 2.1, 2.2, 2.11.6, 3.4.

After analysis of the Company's position on the reasons for not applying the above principles, the Supervisory Board considered the explanations provided to be appropriate and sufficient. The deviations from the application of the Best Practices do not affect the possibility of achieving the objectives guiding the Best Practices. In particular:

- a) care is taken to ensure proper communication with stakeholders and the Company has a transparent and reliable information policy;
- b) only persons with appropriate competence, skills and experience are appointed to the corporate bodies, and the members of the Management Board act in the interests of the Company and take responsibility for its activities. The members of the Supervisory Board, in the performance of their duties, including in their decision-making, are guided by independence of opinion and judgement, acting in the interests of the Company. The Supervisory Board works in a culture of debate;
- c) well-functioning internal systems and functions are in place within the Company, which allows the Company to be supervised;
- d) shareholders are encouraged to engage in the Company's affairs, in particular through active participation in the Company's General Meeting, which deliberates with respect for the rights and legitimate interests of all shareholders.

The Supervisory Board also monitored the manner in which the Company complied with its disclosure obligations regarding confidential, current and periodic information provided by issuers of securities, concluding that the Company was operating correctly in this area.

IX. Assessing the reasonableness of expenditure in support of culture, sport, charities, media, community organisations, trade unions etc. (principle 2.11.5. of the Best Practices)

Polenergia Group engages in social and biodiversity activities because it is socially responsible. Polenergia voluntarily supported numerous activities for culture, education, sport and equal opportunities in 2024. Projects were implemented by charitable institutions and community organisations.

From 1 January to 31 December 2024, 443 donation and sponsorship agreements were signed, covering projects: in operation, development and construction for a total amount of: PLN 2 554 998.79.

The funds were disbursed by project phase as follows:

- under projects in operation: PLN 1 956 598.79
- under projects in development: PLN 522 000.00
- for projects under construction: PLN 76 400.00.

In addition, Polenergia provided additional funds to the Voluntary and State Fire Brigades in the amount of PLN 634 352.10.

In 2024, grants awarded under projects in operation were disbursed from the social engagement budgets of the respective SPV, which are set at the beginning of the calendar year by the ESG Team in consultation with the Project Managers. A total of 390 projects were implemented for investments in operations. Grants awarded for projects in development and construction were individually determined by the Project Managers in consultation with the ESG Team. A total of 53 projects were completed for investments in development and construction.

Polenergia aims to fulfil its role as a responsible business and employer, a member of the local community and a good neighbour. A declaration to this effect is included in the Community Engagement Policy, which was updated and adopted in March 2024.

The Polenergia Group's social commitment is the result of a well-considered strategy with the overarching goal of growing Polenergia Group's business while having a positive impact and mitigating or preventing negative impacts. Polenergia is sensitive to the needs of its stakeholders (internal - employees and staff - and external - local communities, among others). Polenergia actively plans and implements activities in cooperation with local communities, taking into account their needs and the well-being of the environment.

The ESG Team, which operates within the Environmental and Sustainable Development Department, conducts a transparent dialogue, both with Polenergia Group's female and male employees, as well as with local communities, taking into account nature and climate action.

Both the actions resulting from the Polenergia Group's Community Engagement Policy and the biodiversity actions planned for 2024 have been implemented. Project managers and supervisors in development, construction and operation were involved in community engagement. In addition, they took part in the workshop "Polenergia Group's Community Engagement Policy - local actions in practice", which aimed to better understand the community actions undertaken.

Extremely important stakeholders of the Polenergia Group are its employees. A number of activities were targeted at them, such as employee volunteering, family nature walks and health webinars.

In view of the above, the Supervisory Board positively evaluates the Company's CSR activities and considers the expenses incurred to be justified.

X. Information on the degree of implementation of the diversity policy with regard to the Management Board of the Company and the Supervisory Board, including the achievement of the objectives referred to in Rule 2.1. (Rule 2.11.6. of the Best Practices)

According to the Company's report on the status of the Company's application of the rules contained in the Code of Best Practice for GPW Listed Companies 2021, the Company has not currently implemented a diversity policy, but is taking active steps to implement it. In accordance with the adopted Polenergia Group Sustainable Development Strategy 2023-2030, the Company plans to bring the gender share in Polenergia Group structures in line with the regulations implemented at the European Union level by 2030. The Company also plans to adopt a Diversity Policy.

Summary

In the opinion of the Supervisory Board, in 2024 it has duly exercised continuous supervision over the Company's activities in all areas of its operation, including the financial control of the Company's activities in terms of correctness, but also in terms of expediency and reasonableness.

The Members of the Supervisory Board have demonstrated professionalism and integrity in their activities, using their expertise, experience and the skills they possess to perform the functions entrusted to them. Thanks to this, as well as given the very good cooperation with the Management Board of the Company and the Company's support in organising the work of the Supervisory Board, the Supervisory Board effectively carried out its tasks, always guided by the interests of the Company.

Appendix:

1. Statements.

SUPERVISORY BOARD:

/ The original bears all relevant signatures./

Dominika Kulczyk

Chairwoman of the Supervisory Board

Inés Bargeño

Member of the Supervisory Board

Emmanuelle Rouchel

Member of the Supervisory Board

Szymon Adamczyk

Member of the Supervisory Board

Piotr Ciżkowicz

Member of the Supervisory Board

Mikołaj Franzkowiak

Member of the Supervisory Board

Orest Nazaruk

Member of the Supervisory Board

Ignacio Paz-Ares Aldanondo

Member of the Supervisory Board