

Warsaw. May 27, 2025

**ANNOUNCEMENT MADE BY  
THE MANAGEMENT BOARD OF POLENERGIA SPÓŁKA AKCYJNA  
ABOUT A SCHEDULED EXTRAORDINARY GENERAL MEETING**

**1. Date, time and place of the general meeting, and detailed agenda**

The Management Board of Polenergia Spółka Akcyjna, with its registered office in Warsaw, address: Krucza 24/26, 00-526 Warsaw, listed in the register of business entities of the National Court Register [KRS], held by District Court for the Capital City of Warsaw in Warsaw, 16<sup>th</sup> Commercial Division of the National Court Register, KRS no. 0000026545, NIP [tax identification number]: 5261888932, with a fully paid-up share capital of PLN 154,437,826 (the "**Company**") – in connection with the request received on May 27, 2025 to convene an Extraordinary General Meeting and to include specific matters in the agenda, submitted by shareholders representing at least one-twentieth of the Company's share capital, acting pursuant to article 398, article 399 §1, article 402<sup>1</sup> and article 402<sup>2</sup> of the Code of Commercial Companies/Partnerships Act of September 15, 2000 ("**KSH**") – **schedules the Company's extraordinary general meeting for June 26, 2025, at 12:00 p.m.** (the "**Extraordinary General Meeting**").

The Extraordinary General Meeting will be held in Warsaw, at Krucza 24/26, 00-526 Warsaw (conference room, level 4).

**Suggested agenda:**

- 1) opening the Extraordinary General Meeting;
- 2) appointment of the Chairperson of the Extraordinary General Meeting.
- 3) determination as to whether the Extraordinary General Meeting has been properly convened and has full capacity to adopt resolutions;
- 4) adoption of the agenda of the Extraordinary General Meeting;
- 5) adoption of a resolution on amendments to the Company's Articles of Association.
- 6) adoption of a resolution on approval of the consolidated version of the Company's Articles of Association;
- 7) adoption of a resolution on the costs of convening and holding the Extraordinary General Meeting; and
- 8) closing the Extraordinary General Meeting.

In addition, pursuant to article 402<sup>2</sup> of KSH, the Management Board presents the following information:

**2. Shareholder's right to request that specific matters be included in the agenda of the Extraordinary General Meeting**

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may request that specific matters should be included in the agenda of the Extraordinary General Meeting. The request should be submitted to the Management Board of the Company no later than 21 days before the scheduled date of the meeting, i.e. until June 05, 2025.

The request should include a statement of reasons or a draft resolution concerning a given item of the agenda. The request can be made in writing and delivered to: Management Board of Polenergia S.A., Krucza 24/26, 00-526 Warsaw, or made in an electronic form and sent to: [wza@polenergia.pl](mailto:wza@polenergia.pl).

In addition, in light of section 4.6 sentence 2 of the Best Practices for WSE-Listed Companies 2021, the Management Board will ask the shareholder(s) referred to above to present a statement of reasons for the suggested resolution, unless it has already been provided along with the request.

### **3. Shareholder's right to put forward draft resolutions**

A shareholder or shareholders representing at least one-twentieth of the Company's share capital are entitled – prior to the date of the Extraordinary General Meeting – to submit draft resolutions concerning the matters included in the agenda of the Extraordinary General Meeting, or matters which are supposed to be added to the agenda. Such draft resolutions can be submitted in writing, to: Management Board of Polenergia S.A., Krucza 24/26, 00-526 Warsaw, or electronically: [wza@polenergia.pl](mailto:wza@polenergia.pl).

In addition, each shareholder may submit draft resolutions during the Extraordinary General Meeting, so long as they concern the matters included in the agenda.

In view of section 4.6 sentence 2 and section 4.8 of the Best Practices for WSE-Listed Companies 2021, the Management Board requests shareholders to present draft resolutions no later than 3 days before the Extraordinary General Meeting, together with a statement of reasons, in order to make it easier for the shareholders participating in the Extraordinary General Meeting to vote on the resolutions with sufficient knowledge and understanding.

### **4. Identity verification and rights of shareholders submitting draft resolutions or requesting that specific matters be included in the agenda of the Extraordinary General Meeting**

A shareholder or shareholders – (i) requesting that specific items be included in the agenda; or (ii) submitting draft resolutions – should present (together with the request or submission) documents confirming their right to request that specific items be included in the agenda or the right to submit draft resolutions, especially a deposit certificate issued by an entity holding a securities account in accordance with the laws on trading in financial instruments, specifying that its recipient is a shareholder of the Company and holds the required number of shares as of the request date, or a certificate entailing the right to participate in the Extraordinary General Meeting, as referred to in article 406<sup>3</sup> §1 of KSH.

In the case of a shareholder other than a natural person, the person requesting that specific matters be included in the agenda or submitting draft resolutions should also present an up-to-date extract from the relevant commercial register or other documents confirming the authorization to represent the shareholder.

The obligation to attach the documents referred to above applies to shareholders that submit the request in writing or electronically. The documents should be attached in the form that corresponds to the request (the original document or its copy/scan in the PDF format).

If a request to include specific items in the agenda or a draft resolution is submitted by an attorney-in-fact acting on behalf of a shareholder or shareholders, the attorney-in-fact should present (in the manner specified above) – together with the request or submission – documents confirming his/her authorization to act on behalf of the shareholder or shareholders.

The Company may take the necessary actions to verify the identity of the shareholder(s) and their right to request that specific matters be included in the agenda, or the right to submit draft resolutions. This verification may involve (in particular) a request to present additional documents or a question asked in an electronic form, by telephone or by means of remote communication to the shareholder, their attorney-in-fact or a person / persons acting on their behalf.

### **5. Voting by proxy**

All shareholders who are natural persons can participate in the Extraordinary General Meeting and exercise their voting rights personally or through a proxy.

A shareholder that is not a natural person can participate in the Extraordinary General Meeting and

exercise the voting right through individuals authorized to submit statements of will on its behalf, or through an attorney-in-fact.

A power of attorney to participate in the Extraordinary General Meeting and to exercise the voting right must be granted in writing or in an electronic form. A qualified electronic signature is not required for a power of attorney to be granted electronically. A draft version of a power of attorney is available (from the date of publication of this announcement) at the Company's: <https://www.polenergia.pl/walne-zgromadzenia/>.

In case a power of attorney is granted electronically, the Company should be notified thereof by means of electronic communication, i.e. by email to [wza@polenergia.pl](mailto:wza@polenergia.pl), with the power of attorney attached in the PDF format.

The notification about the power of attorney should contain the exact identification details of the attorney-in-fact and the principal (full name, address and contact details, i.e. telephone number or email address of both parties). The notification about the power of attorney should also include its scope, i.e. the number of shares with respect to which voting rights will be exercised, as well as the date and other details of the General Meeting at which these rights will be exercised.

In the case of a shareholder other than a natural person, the person submitting the power of attorney notification should also present a copy of an extract from the relevant commercial register or another document confirming the authorization to represent the shareholder at the Extraordinary General Meeting.

The Company may take the necessary actions to identify the shareholder and the attorney-in-fact with the aim of verifying the validity of the power of attorney granted in an electronic form and the identity of the persons granting the power of attorney. This verification may involve (in particular) a request to present additional documents or a question asked in an electronic form, by telephone or by means of remote communication to the shareholder or their attorney-in-fact in order for them to confirm the existence and scope of the power of attorney. Any failure to answer the questions asked during the verification process may be regarded as the inability to verify the power of attorney, and may thus serve as the basis for refusal to allow the attorney-in-fact to participate in the Extraordinary General Meeting.

In case any documents are made in a language other than Polish, they need to be translated into Polish by a sworn translator.

In order to identify each attorney-in-fact, the Management Board of the Company reserves the right to request the attorney-in-fact to present the following at the stage of preparation of the attendance list:

- 1) in the case of an attorney-in-fact who is a natural person – the original identity card, passport or another official identity document; or
- 2) in the case of an attorney-in-fact that is not a natural person – the original or certified copy of an extract from the relevant commercial register or another document confirming the authorization of a given individual to represent the attorney-in-fact at the Extraordinary General Meeting (e.g. an uninterrupted series of powers of attorney), as well as an identity card, passport or another official identity document of such an individual authorized to represent the attorney-in-fact at the Extraordinary General Meeting.

If a Company's Management Board member, Supervisory Board member, liquidator or employee, or a member of a corporate body or an employee of the Company's subsidiary acts as a proxy at the Extraordinary General Meeting, the power of attorney can cover representation at only one General Meeting. The attorney-in-fact is obliged to disclose – to the shareholder – the circumstances pointing to the existence or possibility of a conflict of interest. It is not permitted to grant a further (substitute) power of attorney. The proxy shall vote in accordance with the instructions given by the shareholder.

A draft version of a power of attorney allowing the performance of voting rights by proxy is available at the Company's website: <https://www.polenergia.pl/walne-zgromadzenia/>. Nevertheless, a power of attorney can be granted otherwise, i.e. without using that template.

If a proxy is instructed to exercise the voting rights in a specific manner, the Company will not verify whether the proxy exercises the voting rights in accordance with the instructions received from the principal.

The rules concerning the submission of a power of attorney and the identification of the attorney-in-fact and the principal shall apply accordingly to the notification about the revocation of the power of attorney.

**6. Possibility and manner of participating in and speaking at the Extraordinary General Meeting through means of electronic communication**

The Company does not offer the possibility of participating in and speaking at the Extraordinary General Meeting through means of electronic communication.

**7. Exercising voting rights by correspondence or by means of electronic communication**

The Company does not offer the possibility of exercising voting rights by correspondence or by means of electronic communication.

**8. Shareholder's right to ask questions**

Shareholders participating in the Extraordinary General Meeting are entitled to ask questions regarding the matters included in the agenda of the Extraordinary General Meeting, within the scope specified in article 428 of KSH.

**9. Extraordinary General Meeting participation registration date**

The Extraordinary General Meeting participation registration date is June 10, 2025.

**10. Right to participate in the Extraordinary General Meeting**

Pursuant to article 406<sup>1</sup> §1 of KSH, only those who have the status of the Company's shareholders exactly 16 (sixteen) days before the date of the Extraordinary General Meeting are entitled to participate in the Extraordinary General Meeting.

In order to participate in the Extraordinary General Meeting, a shareholder entitled based on dematerialized bearer shares should ask the entity holding the securities account – no earlier than after the announcement of the Extraordinary General Meeting (i.e. no earlier than May 27, 2025) and no later than on the first business day after the date of registration of participation in the Extraordinary General Meeting (i.e. no later than June 11, 2025) – to issue a registered certificate of eligibility to participate in the Extraordinary General Meeting.

The Company will prepare the list of shareholders entitled to participate in the Extraordinary General Meeting, using the list provided by Krajowy Depozyt Papierów Wartościowych (*National Securities Depository*), prepared on the basis of registered certificates of eligibility to participate in the Extraordinary General Meeting, issued by entities holding the securities accounts.

The list of shareholders entitled to participate in the Extraordinary General Meeting will be displayed in the premises at Krucza 24/26 in Warsaw, from 9.00 a.m. to 5.00 p.m., three business days before the Extraordinary General Meeting, i.e. on June 23, 24 and 25, 2025.

The Company's shareholder may request that a list of shareholders entitled to participate in the Extraordinary General Meeting should be sent to him/her free of charge, to the address intended for electronic deliveries or by email; in the latter case, the shareholder needs to indicate the address to which the list should be sent.

The aforesaid request should be delivered to the following address: [wza@polenergia.pl](mailto:wza@polenergia.pl), in the PDF format. The request should be accompanied by copies confirming the fact of holding the status of the Company's shareholder or the authorization to act on a shareholder's behalf. The Company may take the necessary actions to identify the shareholder(s) or the individuals authorized to act on their behalf.

**11. Providing documentation. Website address**

Documentation and draft resolutions to be presented to the Extraordinary General Meeting will be available at the Company's website from the date of announcement of the Extraordinary General Meeting, in accordance with article 402<sup>3</sup> §1 of KSH, i.e. from May 27, 2025.

Information about the Extraordinary General Meeting is available at the Company's website: <https://www.polenergia.pl/walne-zgromadzenia/> in the "Investor Relations/General Meetings" tab.

Communications related to the Extraordinary General Meeting should be sent to: [wza@polenergia.pl](mailto:wza@polenergia.pl).

The Company's Management Board notes that a real-time broadcast of the Extraordinary General Meeting will be available at the address provided at the Company's website: <https://www.polenergia.pl/walne-zgromadzenia/>.