

## ANNOUNCEMENT OF CONVENING THE EXTRAORDINARY GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA

The Management Board of ENERGA S.A. with its registered office in Gdańsk (hereinafter: the Company, acting pursuant to Article 398, Article 399 § 1, Article 400 § 1, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Code of Commercial Companies, as well as § 25 Section 3 item 3 of the Company's Articles of Association, in connection with the receipt on 1 March 2024 from ORLEN Spółka Akcyjna with its registered office in Płock, as a shareholder representing more than one twentieth of the Company's share capital, a request to convene the Extraordinary General Meeting of the Company and place in its agenda the following item:

1. "Passing of resolutions on changes in the composition of the Supervisory Board of ENERGA Spółka Akcyjna."

hereby convenes the Extraordinary General Meeting of the Company (hereinafter: the General Meeting) to be held on 4 April 2024 at 10:00 am in Gdańsk, at al. Grunwaldzka 472, in Olivia Tower, Olivia Sky Club Hall on Floor 12.

Agenda:

1. Opening of the Extraordinary General Meeting.
2. Electing the Chairperson of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General Meeting has been properly convened and is capable of passing resolutions.
4. Approving the agenda of the Extraordinary General Meeting.
5. Passing of resolutions on changes in the composition of the Supervisory Board of ENERGA Spółka Akcyjna.
6. Passing of a resolution on the Company's costs of convening and holding the Extraordinary General Meeting.
7. Closing the debates of the Extraordinary General Meeting.

Persons who are entitled to participate in the General Meeting are requested to register and take voting cards on the date and at the place of the General Meeting as set out in the opening statement, from 8:00 am to 9:30 am prior to the beginning of the meeting.

### **Record Date and Right to Participate in General Meeting.**

The record date for the Shareholders to participate in the General Meeting ("Record Date") shall be 19 March 2024, that is 16 days prior to the date of the General Meeting.

The Record Date shall be the same for the Shareholders entitled to vote under bearer shares and for those entitled to vote under registered shares.

The following have the right to participate in the General Meeting, pursuant to Articles 406<sup>1</sup>, 406<sup>2</sup> and 406<sup>3</sup> of the Commercial Companies Code:

- 1) persons who are Shareholders of the Company on the Record Date;
- 2) pledgees and usufructuaries with voting rights if the creation of a limited right in rem in their favour is registered in the securities account on the Record Date;

and have submitted - no earlier than after the announcement of the convening of the General Meeting and no later than on the first working day after the Record Date, i.e. no later than on 20 March 2024 - to the entity keeping their securities accounts a request for the issuance of a personal certificate of entitlement to participate in the General Meeting.

The list of shareholders entitled to participate in the General Meeting shall be available in the Company's registered office at al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower, the Secretariat of the Company's Management Board on Floor 11), three business days prior to the date of the General Meeting, that is on 29 March, 2 and 3 April 2024 from 9:00 am to 3:00 pm.

The Company's Shareholder shall have the right to request that the list of shareholders of record entitled to participate in the General Meeting be sent to her/him, free of charge, at the e-mail address she/he designate.

The Shareholder shall have the right to request that she/he be given a copy of motions on matters covered by the agenda within one week prior to the General Meeting.

The request may be sent by e-mail at the Company's e-mail address: wz@energa.pl.

The Shareholder who is not shown on the list of shareholders of record entitled to participate in the General Meeting shall be required to prove that she/he is in fact the shareholder of record by means of a registered depository receipt on the day of filing of the above-mentioned request.

### **Description of Procedures Relating to Attendance and Exercising Voting Rights at General Meeting.**

- 1) The Shareholder's right to request that certain items be placed on the agenda of the Company's General Meeting.

A Shareholder or Shareholders of the Company representing at least one twentieth of the Company's share capital may request that certain items be placed on the agenda of the General Meeting. Such request of the Shareholder or Shareholders should be submitted to the Company's Management Board not later than 21 days prior to the designated date of the General Meeting, that is not later than on 14 March 2024.

The request should contain the grounds supporting it or a draft resolution concerning the proposed item of the agenda.

Furthermore, a Shareholder or Shareholders who request that certain items be placed on the agenda must present, along with their request, documents to prove their identity and their right to request that certain items be placed on the agenda of the General Meeting, including but not limited to:

- a) a registered depository certificate or a registered certificate confirming the right to participate in the General Meeting issued by the entity keeping the securities account in accordance with the regulations on trading in financial instruments, confirming that the addressee is a Shareholder of the Company who holds the appropriate number of shares as at the date of submitting the request,
- b) in the case of a Shareholder who is a natural person - a copy of the identity card, pages of the passport allowing identification or of another official document confirming the Shareholder's identity - only as regards the details which make it possible to identify the Shareholder (first and last name, series and number of the identity card/passport/another official document, PESEL (Personal ID) number, if applicable, date of issue and expiry date - anonymised in accordance with the specimen attached to this announcement; it is recommended, however, for security reasons, to cross out with a diagonal line the copy of pages of the identity card/passport/another official document and add: "Solely for the purpose of participating in the ENERGA S.A. GM", but in such a way that the details required for identification are legible;
- c) in the case of a Shareholder that is not a natural person - a copy of a current excerpt from the relevant register or a self-downloaded computer printout of the current information on the entity entered in the National Court Register referred to in Article 4 (4aa) of the Act on the National Court Register of 20 August 1997 (consolidated text of 12 April 2023, Journal of Laws of 2023, item 685) or another document confirming the existence of such a Shareholder and the right of its representative or representatives to represent it, together with copies of an identity card, pages from a passport allowing identification or another official document confirming the identity of

the representative or representatives authorised to represent the Shareholder - only to the extent and in the manner indicated in letter b above.

The request together with a full set of enclosures may be submitted in writing:

- a) upon confirmation of submission at the Company's registered office at: al. Grunwaldzka 472, 80-309 Gdańsk,
  - b) upon acknowledgement of receipt, sent to the Company at the following address: ENERGA S.A., al. Grunwaldzka 472, 80-309 Gdańsk,
- or, it may be sent by e-mail at the Company's e-mail address: [wz@energa.pl](mailto:wz@energa.pl).

The Company shall have the right to take any actions that may be required to identify the Shareholder or Shareholders, and to verify the validity of the received documents.

The date of receipt by the Company shall be the submission date of the request; where the electronic form is used, the date on which the above mentioned request is placed in the electronic mail system of the Company shall be the submission date.

Where the documents referred to above are made in a foreign language, they should be accompanied by a certified translation into Polish made by a sworn translator.

The Management Board shall immediately, but not later than 18 days prior to the designated date of the General Meeting, that is on 17 March 2024, announce the amendments to the agenda made at the request of the Shareholder or Shareholders. The new agenda shall be announced in the manner applicable to the announcement of the General Meeting, that is by being posted on the Company's website at: <https://grupa.energa.pl/en>, in the tab: For Investors/For Shareholders/General Meetings and in the manner prescribed for the disclosure of current information in keeping with the regulations on public offering and the conditions of introducing financial instruments to the organised trading system and on public companies.

- 2) The Shareholder's right to propose draft resolutions concerning items put on the agenda or items to be put on the agenda.

A Shareholder or Shareholders of the Company representing at least one-twentieth of the Company's share capital may, prior to the date of the General Meeting, submit to the Company in writing (i.e. deliver in person upon confirmation of submission or send to the Company subject to acknowledgement of receipt) to the following address: ENERGA S.A., al. Grunwaldzka 472, 80-309 Gdańsk, or using means of electronic communications to the dedicated e-mail address: [wz@energa.pl](mailto:wz@energa.pl), draft resolutions on issues on the agenda of the General Meeting or issues to be placed in the agenda.

The date and time of receipt by the Company shall be the submission date of the above mentioned draft resolutions; where the electronic form is used, the date on, and the time at, which they are placed in the electronic mail system of the Company shall be their submission date.

The draft resolutions shall be posted on the Company's website at: <https://grupa.energa.pl/en>, in the tab: For Investors/For Shareholders/General Meetings without unnecessary delay.

A Shareholder or Shareholders who submit draft resolutions should present documents proving their identity and their right to submit draft resolutions as described in item 1 above.

The draft resolutions should be submitted in Polish.

In the course of the General Meeting, each Shareholder may submit draft resolutions on matters added to the agenda both prior to and during the General Meeting.

- 3) Exercising voting rights by proxy and forms used by proxy during voting, as well as notifying the Company of proxy appointment by electronic communication means.

A Shareholder has the right to participate in the General Meeting and to exercise his/her voting rights in person or by proxy. The proxy of a Shareholder shall exercise all the rights of the Shareholder unless otherwise specified in the power of attorney. The proxy may grant further powers of attorney if this is apparent from the wording of the power of attorney, unless the Commercial Companies Code provides otherwise.

One proxy may represent several Shareholders. In such a case, the proxy may vote differently on the shares of each Shareholder. Shareholder who has shares in more than one securities account may appoint:

- a) separate proxies to exercise their rights on shares in each account,
- b) a single proxy to exercise her/his rights on shares in each account.

A Shareholder with shares held in an omnibus account may appoint separate proxies to exercise the rights attached to the shares held in that account.

The power of attorney authorising its holder to participate in the General Meeting and exercise voting rights must be given in writing or in the electronic form. Such proxy granted electronically does not require a secure electronic signature verifiable with a valid qualified certificate.

In order to identify the Shareholder granting a proxy and the Proxy representing such a Shareholder, the document granting a proxy should be accompanied by the following:

- a) in the case of a Shareholder who is a natural person - a copy of the identity card, pages of the passport allowing identification of the Shareholder or of another official document confirming the Shareholder's identity - only as regards the details which make it possible to identify the Shareholder (first and last name, series and number of the identity card/passport/another official document, PESEL number, if applicable, date of issue and date of expiry - anonymised in accordance with the specimen constituting an appendix to this announcement; it is recommended, for security reasons, to cross out with a diagonal line the copy of pages of the identity card/passport/another official document and add: "Solely for the purpose of participating in the ENERGA S.A. GM", but in such a way that the details required for identification are legible;
- b) if the Shareholder is not a private individual – an up-to-date copy of the relevant register or a computer printout of self-downloaded up-to-date information on the entity entered in the National Court Register, as referred to in Article 4 paragraph 4aa of the Act of 20 August 1997 on the National Court Register (consolidated text of 12 April 2023, Journal of Laws of 2023, item 685), or any other document that proves the existence of the Shareholder and the right of his representative(s) to represent him, together with copies of the personal identity card, pages of the passport that enable his/her identification or any other official document that confirms the identity of the representative(s) authorised to represent the Shareholder - only to the extent and in the manner set out in letter a above;
- c) if the Proxy is a private individual – a copy of the personal identity card, pages of the passport that enable his/her identification or any other official document that confirms the identity of the Proxy - only to the extent and in the manner set out in letter a above;
- d) if the Proxy is not a private individual – an up-to-date copy of the relevant register or a computer printout of self-downloaded up-to-date information on the entity entered in the National Court Register, as referred to in Article 4 paragraph 4aa of the Act of 20 August 1997 on the National Court Register (consolidated text of 12 April 2023, Journal of Laws of 2023, item 685), or any other document that proves the existence of the Proxy and the right of his representative(s) to represent him, together with

copies of the personal identity card, pages of the passport that enable his/her identification or any other official document that confirms the identity of the representative(s) authorised to represent the Proxy - only to the extent and in the manner set out in letter a above.

In the case of foreign entities in whose country of establishment the relevant registers are not kept, a copy of a document proving the existence of the entity and the right of its representative or representatives to represent it shall be attached instead of a copy of a current excerpt from the register referred to in letters b and d above.

In the event of any doubt as to the genuineness of the copies of documents referred to above, the Company or the person designated to register Shareholders may request, before the commencement of the General Meeting, that the original documents or their copies attested by a notary public, a legal counsel or any other entity authorised to certify a copy as a true copy of the original be presented. Where the original documents or attested copies thereof are not presented, the Proxy of the Shareholder may not be permitted to participate in the General Meeting.

Where the documents referred to above are made in a foreign language, they should be accompanied by a certified translation into Polish made by a sworn translator.

Where the power of attorney to participate in the debates and exercise the voting right at the General Meeting is granted by the Shareholder on a condition or subject to a time limit, proof should also be attached that the condition was fulfilled or a given event took place if the occurrence of such event marks the start of the time limit.

A power of attorney granted using electronic communications must be notified to the Company by 9 am on 28 March 2024 at the latest. The notification should be sent by e-mail at the Company's e-mail address: [wz@energa.pl](mailto:wz@energa.pl). A shareholder may also provide the above-mentioned notification of granting a power of attorney in writing, which will streamline the process of registering participants on the date of the General Meeting.

The scanned copy of the power of attorney and the scanned documents as referred to, respectively, in letters a, b, c and d above should be sent together with the notification. The notification should also specify the e-mail address at which the Company may contact the Shareholder and the Proxy. The Management Board shall have the right to verify the notifications sent and to take measures to identify the Shareholder and the Proxy and confirm the proper authorisation. Such verification may involve in particular asking a verification question by phone or e-mail to the Shareholder or Proxy. These rules shall apply respectively to the change or revocation of a power of attorney granted. The notifications that do not meet the above mentioned requirements shall not give rise to any legal consequences for the Company. The Company shall not be liable for any errors or mistakes when completing the power of attorney form or for the actions of persons who use the power of attorney. The Proxy appearing at the General Meeting is obliged to present, at the request of the Company or the person(s) appointed to register the Shareholders, the original documents attached to the notification referred to above.

At the same time, the Company's Management Board hereby gives notice that in the event where the Shareholder grants powers of attorney together with instructions as to the manner of voting, the Company shall not verify whether the Proxies exercise voting rights as instructed by the Shareholder. Therefore, the voting instruction should only be given to the designated proxy.

Where a member of the management board, a member of the supervisory board, an adjuster, an employee of the Company or a member of the governing bodies or an employee of the Company or a cooperative being a subsidiary of the Company, the power of attorney may authorize its holder to represent the Company at only one General

Meeting. The Proxy is required to advise the Shareholder of any circumstances that indicate that there exists or might exist a conflict of interests, and, furthermore, the Proxy is required to vote in accordance with the instructions provided by the Shareholder. No further power of attorney may be granted.

The forms to be used when voting by proxy (specimen power of attorney and forms to exercise voting rights by proxy) are published on the company's website: <https://grupa.energa.pl/en>, under the tab: For Investors/For Shareholders/General Meetings.

- 4) Alternative forms of participation in, speaking and exercising voting rights at the General Meeting.

The Company does not provide for the possibility to participate, speak out and exercise voting rights at the General Meeting by means of electronic communication.

The Company does not provide for the possibility to exercise voting rights at the General Meeting by correspondence.

The General Meeting will be broadcast live via the Internet to the public network, will be recorded and published on the website <https://grupa.energa.pl>. Information on the transmission will be posted on the Company's website not later than 7 days before the date of the General Meeting.

- 5) Information about the shareholder's right to ask questions concerning matters placed on the agenda of the General Meeting.

Shareholders participating in the General Meeting have the right to ask questions concerning matters placed on the agenda of the General Meeting and to participate in the discussion in accordance with the rules set out in the Regulations of the General Meeting of ENERGA S.A.

- 6) The provisions of the Company's Articles of Association concerning the restriction of the voting right and the Shareholders' obligations in that regard.

Articles of Association of the Company provide for no restrictions on the right to vote.

- 7) Access to documentation.

Persons entitled to participate in the General Meeting may receive the full text of the documentation to be presented to the General Meeting and the draft resolutions:

- a) on the Company's website at: <https://grupa.energa.pl/en>, in the tab: For Investors/For Shareholders/General Meetings,
- b) in the Company's registered office at al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower, the Secretariat of the Company's Management Board on Floor 11), on business days from 9:00 am to 3:00 pm, upon prior notice by e-mail to the following e-mail address: [wz@energa.pl](mailto:wz@energa.pl).

- 8) The place of posting the information concerning the General Meeting.

All information concerning the General Meeting shall be available at the Company's website: <https://grupa.energa.pl/en>, in the tab: For Investors/For Shareholders/General Meetings.

**Attachments:**

1. Draft Resolution of the Extraordinary General Meeting of ENERGA S.A. on the election of the Chairperson of the General Meeting.
2. Draft Resolution of the Extraordinary General Meeting of ENERGA S.A. on the adoption of the agenda.

3. Draft Resolutions of the Extraordinary General Meeting of ENERGA S.A. on changes in the composition of the Supervisory Board of ENERGA Spółka Akcyjna.
4. Draft Resolution on the Company's costs of convening and holding the Extraordinary General Meeting.
5. Identity documents anonymisation specimen.