

**Resolution No. 1**  
**adopted by the Ordinary General Meeting of the Company operating under the**  
**business name of**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**of 24 June 2024**  
**to elect the Chairperson of the Ordinary General Meeting**

Acting pursuant to Article 409 § 1 of the Commercial Company Code and § 29(5) of the Company's Statute, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby elects Ms. Anna Kowalik as the Chairwoman of the Ordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

**In the secret ballot on Resolution No. 1, the following number of votes were cast:**

- 398,289,657 votes in total (valid votes were cast from 398,289,657 shares, where 1 share = 1 vote), representing 75.1871% of the share capital,
- votes in favor of Resolution No. 1: 398,289,657,
- votes against Resolution No. 1: 0,
- votes abstaining: 0,
- invalid votes: 0.

Resolution No. 1 was adopted with all votes in favor.

**Resolution No. 2**  
**adopted by the Ordinary General Meeting of the Company operating under the**  
**business name of**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**of 24 June 2024**  
**to accept the agenda of the Ordinary General Meeting**

The Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. with its registered office in Poznań accepts the following agenda of the Ordinary General Meeting:

1. Open the Ordinary General Meeting.
2. Elect the Chairperson of the Ordinary General Meeting.
3. Assert that the Ordinary General Meeting has been convened correctly and is capable of adopting resolutions.
4. Adopt the agenda.
5. Adopt a resolution to approve the *Report of the ENEA S.A. Supervisory Board on its activity in 2023*.
6. Present the report of the independent certified auditor on the audit of the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2023*, the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2023* and the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2023*.
7. Examine and adopt a resolution to approve the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2023*.
8. Examine and adopt a resolution to approve the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2023*.
9. Examine and adopt a resolution to approve the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2023*.
10. Adopt a resolution to cover the net loss of ENEA S.A. for the financial year covering the period from 1 January 2023 to 31 December 2023.
11. Adopt resolutions to discharge the ENEA S.A. Management Board Members on the performance of their duties in the financial year 2023.
12. Adopt resolutions to discharge the ENEA S.A. Supervisory Board Members on the performance of their duties in the financial year 2023.
13. Adopt a resolution to issue an opinion on the document, adopted by the Supervisory Board, entitled "*Report on Remuneration of ENEA S.A. Management Board and Supervisory Board Members in 2023*".
14. Adopt a resolution to approve the *„Remuneration policy for members of the supervisory body and management body at ENEA Spółka Akcyjna”*.
15. Present information on the outcome of the recruitment procedure for the positions of ENEA S.A. Management Board Members, which was conducted from 5 February 2024 to 23 February 2024.
16. Adjourn the Ordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

**In the open ballot on Resolution No. 2, the following number of votes were cast:**

- 398,289,657 votes in total (valid votes were cast from 398,289,657 shares, where 1 share = 1 vote), representing 75.1871% of the share capital,
- votes in favor of Resolution No. 2: 398,289,657,
- votes against Resolution No. 2: 0,
- votes abstaining: 0,
- invalid votes: 0.

The Chairwoman stated that Resolution No. 2 was adopted with all votes in favor.

**Resolution No. 3**  
**adopted by the Ordinary General Meeting of the Company operating under the**  
**business name of**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**of 24 June 2024**  
**to approve the document entitled “*Report of the ENEA S.A. Supervisory Board***  
***on its activity in 2023*”**

Acting pursuant to principle 2.11 of the “*Best Practice for WSE Listed Companies 2021*” in conjunction with Article 382(3)(3) of the Commercial Company Code, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. hereby approves the “*Report of the ENEA S.A. Supervisory Board on its activity in 2023*” in the wording adopted by Resolution No. 63/XI/2024 of the ENEA S.A. Supervisory Board of 13 May 2024.

§ 2

This resolution shall enter into force when adopted.

**In the open ballot on Resolution No. 3, the following number of votes were cast:**

- 398,289,657 votes in total (valid votes were cast from 398,289,657 shares, where 1 share = 1 vote), representing 75.1871% of the share capital,
- votes in favor of Resolution No. 3: 388,971,467,
- votes against Resolution No. 3: 0,
- votes abstaining: 9,318,190,
- invalid votes: 0.

The Chairwoman stated that Resolution No. 3 was adopted with a majority of votes in favor.

**Resolution No. 4**  
**adopted by the Ordinary General Meeting of the Company operating under the**  
**business name of**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**of 24 June 2024**  
**to approve the *Standalone Financial Statements of ENEA S.A. for the financial***  
***year ended 31 December 2023***

Acting pursuant to Article 53(1) of the Accounting Act and Article 395(2)(1) of the Commercial Company Code, the Ordinary General Meeting hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. approves the *Standalone Financial Statements of ENEA S.A. for the financial year ended 31 December 2023*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. standalone statement of financial position as at 31 December 2023, showing a balance of assets and liabilities in the amount of PLN 22,574,103 thousand (twenty-two billion five hundred seventy-four million one hundred three thousand Polish zloty),
2. standalone statement of comprehensive income for the period from 1 January 2023 to 31 December 2023, showing a net loss of PLN 1,602,940 thousand (one billion six hundred two million nine hundred forty thousand Polish zloty) and total income of PLN -1,739,275 thousand (minus one billion seven hundred thirty-nine million two hundred seventy-five thousand Polish zloty),
3. standalone statement of changes in equity for the financial year from 1 January 2023 to 31 December 2023, showing a decrease in equity by PLN 1,739,275 thousand (one billion seven hundred thirty-nine million two hundred seventy-five thousand Polish zloty),
4. standalone statement of cash flows, showing a decrease in cash by PLN 500,343 thousand (five hundred million three hundred forty-three thousand Polish zloty),
5. notes to the standalone financial statements, including a description of key accounting policies applied and other explanations;

§ 2

This resolution shall enter into force when adopted.

**In the open ballot on Resolution No. 4, the following number of votes were cast:**

- 398,289,657 votes in total (valid votes were cast from 398,289,657 shares, where 1 share = 1 vote), representing 75.1871% of the share capital,
- votes in favor of Resolution No. 4: 388,971,417,
- votes against Resolution No. 4: 5,979,221,
- votes abstaining: 3,339,019,
- invalid votes: 0.

The Chairwoman stated that Resolution No. 4 was adopted with a majority of votes in favor.

**Resolution No. 5**  
**adopted by the Ordinary General Meeting of the Company operating under the**  
**business name of**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**of 24 June 2024**  
**to approve the *Consolidated Financial Statements of the ENEA Group for the***  
***financial year ended 31 December 2023***

Acting pursuant to Article 63c(4) of the Accounting Act and Article 395(5) of the Commercial Company Code, the Ordinary General Meeting hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. approves the *Consolidated Financial Statements of the ENEA Group for the financial year ended 31 December 2023*, prepared in compliance with International Financial Reporting Standards, consisting of:

1. consolidated statement of financial position as at 31 December 2023, showing a balance of assets and liabilities in the amount of PLN 39,110,745 thousand (thirty-nine billion one hundred ten million seven hundred forty-five thousand Polish zloty),
2. consolidated statement of comprehensive income for the period from 1 January 2023 to 31 December 2023, showing a net loss of PLN 442,623 thousand (four hundred forty-two million six hundred twenty-three thousand Polish zloty) and comprehensive income of PLN -675,129 thousand (minus six hundred seventy-five million one hundred twenty-nine thousand Polish zloty),
3. consolidated statement of changes in equity for the financial year from 1 January 2023 to 31 December 2023, showing a decrease in equity by PLN 706,512 thousand (seven hundred six million five hundred twelve thousand Polish zloty),
4. consolidated statement of cash flows, showing an increase in cash by PLN 1,462,417 thousand (one billion four hundred sixty-two million four hundred seventeen thousand Polish zloty),
5. notes to the consolidated financial statements including a description of key accounting policies applied and other explanations.

§ 2

This resolution shall enter into force when adopted.

**In the open ballot on Resolution No. 5, the following number of votes were cast:**

- 398,289,657 votes in total (valid votes were cast from 398,289,657 shares, where 1 share = 1 vote), representing 75.1871% of the share capital,
- votes in favor of Resolution No. 5: 388,971,417,
- votes against Resolution No. 5: 5,979,221,
- votes abstaining: 3,339,019,
- invalid votes: 0.

The Chairwoman stated that Resolution No. 5 was adopted with a majority of votes in favor.

**Resolution No. 6**  
**adopted by the Ordinary General Meeting of the Company operating under the**  
**business name of**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**of 24 June 2024**  
**to approve the *Management Board Report on the activity of ENEA S.A. and the***  
***ENEA Group in 2023***

Acting pursuant to Article 395(2)(1) and Article 395(5) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. approves the *Management Board Report on the activity of ENEA S.A. and the ENEA Group in 2023*.

§ 2

This resolution shall enter into force when adopted.

**In the open ballot on Resolution No. 6, the following number of votes were cast:**

- 398,289,657 votes in total (valid votes were cast from 398,289,657 shares, where 1 share = 1 vote), representing 75.1871% of the share capital,
- votes in favor of Resolution No. 6: 388,971,417,
- votes against Resolution No. 6: 5,979,221,
- votes abstaining: 3,339,019,
- invalid votes: 0.

The Chairwoman stated that Resolution No. 6 was adopted with a majority of votes in favor.

At this point, the proxy of Mennica Polska S.A. acting as s Shareholder submitted draft Resolution No. 7 of the Ordinary General Meeting of the Company operating under the business name of ENEA Spółka Akcyjna with its registered office in Poznań of 24 June 2024 to cover to cover the net loss of ENEA S.A. for the financial year covering the period from 1 January 2023 to 31 December 2023 reading as follows:

***“Resolution No. 7***

***adopted by the Ordinary General Meeting of the Company operating under the business name of***

***ENEA Spółka Akcyjna with its registered office in Poznań***

***of 24 June 2024***

***to cover the net loss of ENEA S.A. for the financial year covering the period from 1 January 2023 to 31 December 2023***

*Acting pursuant to Article 395(2)(2) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:*

***§ 1***

*The Ordinary General Meeting of the Company resolves to allocate a portion of the Company’s s reserve capital, created from previous years’ retained earnings, to:*

- a) cover the net loss of ENEA S.A. for the financial year from 1 January 2023 to 31 December 2023 in the amount of PLN 1,602,940 thousand (one billion six hundred two million nine hundred forty thousand Polish zloty),*
- b) distribute a dividend in the amount of PLN 529,731,093 (five hundred twenty-nine million seven hundred thirty-one thousand ninety-three Polish zloty), that is in the amount of PLN 1 per share.*

***§ 2***

- 1. The Ordinary General Meeting sets the dividend record date for 10 July 2024.*
- 2. The Ordinary General Meeting sets the dividend payment date for 15 July 2024.*

*This resolution shall enter into force when adopted.”*

The Chairwoman first put to a vote draft Resolution No. 7 as proposed by the Company’s Management Board:

**Resolution No. 7**  
**adopted by the Ordinary General Meeting of the Company operating under the**  
**business name of**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**of 24 June 2024**  
**to cover the net loss of ENEA S.A. for the financial year covering the period**  
**from 1 January 2023 to 31 December 2023**

Acting pursuant to Article 395(2)(2) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The net loss of ENEA S.A. for the financial year from 1 January 2023 to 31 December 2023 in the amount of PLN 1,602,940 thousand will be covered from future earnings.

§ 2

This resolution shall enter into force when adopted.

**In the open ballot on Resolution No. 7, the following number of votes were cast:**

- 398,289,657 votes in total (valid votes were cast from 398,289,657 shares, where 1 share = 1 vote), representing 75.1871% of the share capital,
- votes in favor of Resolution No. 7: 389,325,059,
- votes against Resolution No. 7: 8,964,598,
- votes abstaining: 0,
- invalid votes: 0.

The Chairwoman stated that Resolution No. 7 was adopted with a majority of votes in favor.

At this point, the proxy of Mennica Polska S.A., Jakubas Investment sp. z o.o. and Multico sp. z o.o. acting as Shareholders in the Company stated that he voted against Resolution No. 7 and requested that the objections be recorded in the minutes. At the same time, he requested the Chairwoman to explain in writing why, in her opinion, draft Resolution No. 7 in the wording proposed by the Management Board is more far-reaching than draft Resolution No. 7 in the wording proposed by Mennica Polska S.A. acting as a Shareholder.

The Chairwoman stated that in view of the adoption of Resolution No. 7 as proposed by the Management Board, the vote on Resolution No. 7 as proposed by Mennica Polska S.A. acting as a Shareholder was omitted.

**Resolution No. 8**  
**adopted by the Ordinary General Meeting of the Company operating under the**  
**business name of**  
**ENEA Spółka Akcyjna with its registered office in Poznań**  
**of 24 June 2024**  
**to adjourn the Ordinary General Meeting**

Acting pursuant to Article 408(2) of the Commercial Company Code, the Ordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Ordinary General Meeting of ENEA S.A. with its registered office in Poznań shall be adjourned until 12:00 noon on 23 July 2024. The Ordinary General Meeting shall be resumed at the NYX Hotel Warsaw, 1st floor, conference room NYX 1, at ul. Chmielna 71, 00-801 Warsaw.

§ 2

This resolution shall enter into force when adopted.

**In the open ballot on Resolution No. 8, the following number of votes were cast:**

- 398,289,657 votes in total (valid votes were cast from 398,289,657 shares, where 1 share = 1 vote), representing 75.1871% of the share capital,
- votes in favor of Resolution No. 8: 335,627,427,
- votes against Resolution No. 8: 8,964,598,
- votes abstaining: 51,313,688,
- invalid votes: 0.

The Chairwoman stated that Resolution No. 8 was adopted with a majority of votes in favor.