

Draft resolutions
of the Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań
convened for 13 February 2025

Draft resolution to item 2 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business
name of
ENEA Spółka Akcyjna with its registered office in Poznań
on**

to elect the Chairperson of the Extraordinary General Meeting

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

§1

The Extraordinary General Meeting of ENEA S.A. hereby elects Mr./Ms.
as the Chairperson of the Extraordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Draft resolution to item 4 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
ENEA Spółka Akcyjna with its registered office in Poznań
on**

to adopt the agenda of the Extraordinary General Meeting

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

§ 1

The Extraordinary General Meeting of ENEA S.A. with its registered office in Poznań hereby adopts the following agenda of the Extraordinary General Meeting:

Detailed agenda:

- 1) Open the Extraordinary General Meeting.
- 2) Elect the Chairperson of the Extraordinary General Meeting.
- 3) Assert that the Extraordinary General Meeting has been convened correctly and is capable of adopting resolutions.
- 4) Adopt the agenda.
- 5) Adopt resolutions to accept the amendments to the Statute of ENEA S.A. – which have received a favorable opinion from the Supervisory Board – concerning the powers of corporate bodies and issues of a clarifying and housekeeping nature.
- 6) Adopt resolutions on changes in the composition of the Supervisory Board.
- 7) Adjourn the Extraordinary General Meeting.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Draft resolution to item 5 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
Enea Spółka Akcyjna with its registered office in Poznań
on**

to amend the Company's Statute with regard to the powers of the Company's Management Board

The Extraordinary Shareholder Meeting of Enea S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

§ 1

The Company's Statute shall be amended as follows:

1) § 11(2)(1) of the Company's Statute shall be given the following new wording:

"1) adopting the rules and regulations of organizational units and the Company's organizational rules and regulations, subject to the approval of the Company's organizational rules and regulations by the Supervisory Board,"

2) after § 11(2)(15) of the Company's Statute, a new section, § 11(2¹), shall be added, reading as follows:

"2¹. No resolution of the Management Board shall be required for any of the legal transactions specified in § 11(2)(7) through (12) entered into with a Subsidiary if the Company is the sole shareholder of such Subsidiary."

§ 2

The Company's Extraordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

§ 3

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

In reference to item 1

Amendment to § 11(2)(1) of the Company's Statute by giving it a new wording

Current wording:

"1) adopting the Company's organizational rules and regulations, subject to their approval by the Supervisory Board,"

The proposed new wording:

"1) adopting the rules and regulations of organizational units and the Company's organizational rules and regulations, subject to the approval of the Company's organizational rules and regulations by the Supervisory Board,"

The purpose of the proposed amendment is to expand the catalog of matters that require a Resolution of the Management Board to include the adoption of the rules and regulations of organizational units.

The Rules and Regulations of Organizational Units of ENEA S.A. define the internal organizational structure of the Departments and Offices existing within ENEA S.A. and the detailed scopes of tasks within the structure of the Company's enterprise, as well as the responsibility and authority of management, constituting one of the most significant internal normative acts adopted by the Company. The proposed amendment is intended to reflect the relevance of this set of regulations and to make the procedure for its adoption more consistent with the established order pertaining to the related organizational rules and regulations of the Company's enterprise.

In reference to item 2

Adding a new § 11(2¹) of the Company's Statute

The proposed new wording:

"2¹. No resolution of the Management Board shall be required for any of the legal transactions specified in § 11(2)(7) through (12) entered into with a Subsidiary if the Company is the sole shareholder of such Subsidiary."

The proposed amendment removes the obligation for the ENEA S.A. Management Board to adopt resolutions on matters related to the disposal or encumbrance of non-current assets or real properties in situations where the other party to the legal relationship is a Subsidiary.

The purpose of the amendment is to exclude from the list of matters exceeding the scope of the Company's ordinary activities the said legal transactions with Subsidiaries of which ENEA S.A. is the sole shareholder.

The amendment will not cause the Company to lose control of such legal transactions – they will be carried out in accordance with the Company's rules of representation or by attorneys-in-fact appointed by a Management Board resolution pursuant to §11(2)(3) of the Company's Statute. Moreover, pursuant to §20(3)(1) of the Company's Statute, approval of the Company's Supervisory Board will be required for the disposal of non-current assets within the meaning of the provisions of the Accounting Act of 29 September 1994, classified as intangible assets, property, plant and equipment or long-term investments, including contributions in kind to a company or cooperative, if the market value of such assets exceeds PLN 20,000,000 or 5% of the value of total assets within the meaning of the Accounting Act, determined on the basis of the most recent approved financial statements, or the transfer of such assets for use to another entity, for a period longer than 180 days in a calendar year, on the basis of a legal transaction if the market value of the subject matter of such legal transaction exceeds PLN 500,000 or 5% of total assets.

Moreover, ENEA S.A. is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection with respect to the relevant Subsidiaries. For this reason, ENEA S.A. retains control over the Subsidiaries – in its capacity as the general meeting of such Subsidiaries as well as through the supervisory activities of the Subsidiaries' supervisory boards whose members are appointed by resolutions of the Subsidiary's general meeting.

On 14 January 2025, the ENEA S.A. Supervisory Board adopted Resolution No. 1/XI/2025 containing a favorable opinion on the amendments to the ENEA S.A. Statute proposed by the Management Board.

Draft resolution to item 5 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business
name of
ENEA Spółka Akcyjna with its registered office in Poznań
on**

**to amend the Company's Statute with regard to the powers of the Company's Supervisory
Board**

The Extraordinary Shareholder Meeting of ENEA S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

§ 1

The Company's Statute shall be amended as follows:

1) § 13(7) of the Company's Statute shall be repealed in full

2) § 20(5)(5) of the Company's Statute shall be given the following new wording:

"5) in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, the consent of the Supervisory Board is required to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:

- a. (Repealed)
- b. amending the company's articles of association or articles of partnership and the company's line of business,
- c. merger, transformation, demerger, dissolution or liquidation of the company,
- d. increase or decrease of the company's share capital,
- e. sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,
- f. retirement of shares,
- g. rules for setting the compensation of members of management boards and supervisory boards,
- h. decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,
- i. as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property."

§ 2

The Company's Extraordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

§ 3

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

In reference to item 1

Amendment to repeal in its entirety § 13(7) of the Company's Statute

Current wording:

"7. The Supervisory Board will notify shareholders about the outcome of the recruitment procedure and make the recruitment procedure report available to them."

The proposed new wording:

"7. *(Repealed).*"

The proposed amendment is to repeal § 13(7), according to which the Supervisory Board notifies shareholders about the outcome of the recruitment procedure for a Management Board Member and makes the recruitment procedure report available to them.

ENE A S.A. is a company that is listed and public. In accordance with § 5(5) of the Finance Minister's Regulation of 29 March 2018 on the Current and Periodic Information Transmitted by Securities Issuers and the Conditions for Recognizing the Information Required by the Regulations of a Non-Member State as Equivalent, the Issuer is required to provide information in the form of a current report on the appointment of a managing or supervising person. At the same time, in accordance with § 10 of the said Regulation, in the case referred to in § 5(5), the current report must contain the following:

- 1) date of appointment of the managing or supervising person;
- 2) name of the appointed managing or supervising person;
- 3) identification of the function assigned in the issuer's company;
- 4) education, qualifications and positions held prior along with a description of professional career;
- 5) indication of another activity performed outside of the issuer's company, including an evaluation of whether such activity is competitive to the issuer's business and indication whether the person participates in a competitive business as a partner in a civil law company, partnership or corporation, or participates in any other competitive legal person as a member of its corporate body;
- 6) information on registration of the appointed managing or supervising person in the Register of Insolvent Debtors kept pursuant to the National Court Register Act.

Accordingly, the notification of the outcome of the recruitment procedure must be made promptly upon appointment of the Management Board member. The existing provision of the Statute does not ensure such promptness, because the pertinent notification under this provision is made only at the first General Meeting following the appointment of the Management Board Member.

In reference to item 2

Amendment to § 20(5)(5) of the Company's Statute by giving it a new wording

Current wording:

- "5) in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, the consent of the Company's Supervisory Board is required to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:
- a. incorporation by the company of another company,
 - b. amending the company's articles of association or articles of partnership and the company's line of business,
 - c. merger, transformation, demerger, dissolution or liquidation of the company,
 - d. increase or decrease of the company's share capital,
 - e. sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,
 - f. retirement of shares,
 - g. rules for setting the compensation of members of management boards and supervisory boards,
 - h. decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,
 - i. as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property, subject to § 11(5)."

The proposed new wording:

- "5) *in companies with respect to which the Company is a parent undertaking within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection, the consent of the Supervisory Board is required to determine the exercise of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in the following matters:*
- a. *(Repealed)*
 - b. *amending the company's articles of association or articles of partnership and the company's line of business,*
 - c. *merger, transformation, demerger, dissolution or liquidation of the company,*
 - d. *increase or decrease of the company's share capital,*
 - e. *sale or lease of the company's business or an organized part thereof or establishment of a limited right in rem thereon,*
 - f. *retirement of shares,*
 - g. *rules for setting the compensation of members of management boards and supervisory boards,*
 - h. *decisions on claims to remedy damages incurred when setting up a company or in its management or oversight,*
 - i. *as referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property."*

The proposed amendments involve:

1. removal from the powers of the Supervisory Board the need to consent to the determination of voting rights at the General Meeting or at the General Meeting a Material Subsidiary in a matter concerning the incorporation by the company of another company (repealing § 20(5)(5)(a)).

The removal of this provision is intended to standardize the levels of corporate consents across the ENEA Group. ENEA S.A. establishes companies without the consent of the ENEA S.A. Supervisory Board, and the acquisition of shares by ENEA S.A. requires the approval of the Supervisory Board only if the value of such shares is equal to or greater than PLN 20 million (in accordance with

§20(3)(11) of the Statute). For this reason, the authorization provided for in item 5 does not correspond to the level of involvement of the Supervisory Board pertaining to Group companies;

At the same time, it should be pointed out that the consent only concerned the incorporation of another company, but did not include the acquisition of shares in another company.

Moreover, pursuant to § 20(5)(5)(i) of the Company's Statute, the Supervisory Board consents to the determination of voting rights at the General Meeting of a Material Subsidiary in matters referred to in Article 17 of the Act on the Rules for Managing State Property. In accordance with Article 17 of the Act, the General Meeting's consent is required, without limitation, for the acquisition or purchase of shares in another company with a value exceeding PLN 100 million or 10% of total assets within the meaning of the Accounting Act, determined on the basis of the most recent approved financial statements. Accordingly, the Supervisory Board will continue to approve the establishment of a company through the subscription of shares if the value of the subscribed shares exceeds PLN 100 million;

2. removal from § 20(5)(5)(i) of the phrase: "subject to § 11(5)".

Pursuant to § 11(5) of the Statute, in the companies for which the Company is the parent entity within the meaning of Article 4(3) of the Act of 16 February 2007 on Competition and Consumer Protection in conjunction with Article 17(7), Article 18(2), Article 20 and Article 23, taking into account Articles 18a and 23a of the Act on the Rules for Managing State Property, the Management Board is required to introduce the rules prescribed by the Act on Rules for Managing State Property. § 11(5) of the Statute is not closely related to § 20(5)(5)(i) of the Statute according to which the Supervisory Board's powers include consenting to the determination of voting rights at the General Meeting or the General Meeting of a Material Subsidiary in matters referred to in Article 17 of the Act of 16 December 2016 on the Rules for Managing State Property. Leaving the said stipulation in the text may generate certain doubts as to the proper interpretation;

3. standardization of the reference to the Supervisory Board in the introduction to item 5.

On 14 January 2025, the ENEA S.A. Supervisory Board adopted Resolution No. 1/XI/2025 containing a favorable opinion on the amendments to the ENEA S.A. Statute proposed by the Management Board.

Draft resolution to item 5 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
ENEA Spółka Akcyjna with its registered office in Poznań
on**

to amend the Company's Statute with regard to the principle of open ballot by the Company's Supervisory Board

The Extraordinary Shareholder Meeting of ENEA S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

§ 1

The Company's Statute shall be amended as follows:

§ 27(1) of the Company's Statute shall be given the following new wording:

- "1. The Supervisory Board adopts its resolutions by open ballot unless otherwise provided for by law. The Supervisory Board may adopt resolutions following the written procedure or via remote means of direct communication."

§ 2

The Company's Extraordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

§ 3

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

Amendment to § 27(1) of the Company's Statute by giving it a new wording

Current wording:

- "1. The Supervisory Board adopts its resolutions by open ballot. A secret ballot may be conducted at the request of a Supervisory Board member and in votes on personal matters. The Supervisory

Board may adopt resolutions in writing or by means of direct remote communication also in matters for which the company's Statute provides for a secret ballot unless an objection is made by any Supervisory Board Member."

The proposed new wording:

"1. The Supervisory Board adopts its resolutions by open ballot unless otherwise provided for by law. The Supervisory Board may adopt resolutions following the written procedure or via remote means of direct communication."

The purpose of the proposed amendment is to clarify the principle of open ballot – the Supervisory Board adopts its resolutions by open ballot unless otherwise provided for by law.

In accordance with Article 388 § 3¹ of the Commercial Company Code, "Voting by the supervisory board shall be by open ballot unless the company's articles of association or the supervisory board's rules and regulations provide otherwise."

Moreover, ENEA S.A is a company that is listed and public, guided by the rules set forth in the set of practices defined by Giełda Papierów Wartościowych S.A. On 29 March 2021, the Supervisory Board of the Warsaw Stock Exchange passed a resolution on adopting the "Best Practice for WSE Listed Companies 2021" (DPSN 2021). Pursuant to Principle 2.4 of DPSN 2021, "The supervisory board and the management board vote in an open ballot unless otherwise required by law." The law does not formulate categories of matters on which the Supervisory Board is required to adopt resolutions by secret ballot.

On 14 January 2025, the ENEA S.A. Supervisory Board adopted Resolution No. 1/XI/2025 containing a favorable opinion on the amendments to the ENEA S.A. Statute proposed by the Management Board.

Draft resolution to item 5 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
Enea Spółka Akcyjna with its registered office in Poznań
on**

to make amendments to the Company's Statute of a clarifying and housekeeping nature

The Extraordinary Shareholder Meeting of Enea S.A. with its registered office in Poznań ("Company"), acting pursuant to Article 430 of the Act of 15 September 2000 entitled the Commercial Company Code ("CCC"), hereby resolves as follows:

§ 1

The Company's Statute shall be amended as follows:

- 1) § 11(2)(13) of the Company's Statute shall be given the following new wording:**
"13) matters the resolution of which is requested by the Management Board from the Supervisory Board or General Meeting,"
- 2) § 20(3)(3)(b) of the Company's Statute shall be given the following new wording:**
"b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"
- 3) § 20(3)(4) of the Company's Statute shall be given the following new wording:**
"4) any instance of leasing, renting, borrowing, usufructing or otherwise using a non-current asset, except for real estate, on the basis of one or more legal acts for a period of twelve consecutive months, with the value of rent for the period of twelve consecutive months exceeding the equivalent of PLN 20,000,000,"
- 4) § 20(3)(11)(b) of the Company's Statute shall be given the following new wording:**
"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"
- 5) § 20(3)(12)(b) of the Company's Statute shall be given the following new wording:**
"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"
- 6) § 28(2) of the Company's Statute shall be given the following new wording:**
"2. Supervisory Board Members should specify in writing the reasons for their absence from a meeting. Excusing the absence of a Supervisory Board Member requires a resolution of the Supervisory Board."
- 7) § 40(5) of the Company's Statute shall be given the following new wording:**
"5. Whenever the Statute refers to a "Material Subsidiary", it shall be construed to mean a Subsidiary in which the book value of the Company's interest as shown in the Company's most recently approved financial statements is greater than 10% (ten percent) of the Company's equity."

8) § 40(7) of the Company's Statute shall be given the following new wording:

"7 Whenever the Statute refers to a "Subsidiary", it shall be construed to mean a subsidiary of the Company within the meaning of Article 3(1)(39) of the Accounting Act of 29 September 1994."

§ 2

The Company's Extraordinary General Meeting authorizes the Supervisory Board to adopt the consolidated text of the Company's Statute.

§ 3

This resolution shall come into force when adopted, with effect from the date of entry of the amendments to the register of commercial undertakings of the National Court Register.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Justification:

In reference to item 1

Amendment to § 11(2)(13) of the Company's Statute by giving it a new wording

Current wording:

"13) matters the resolution of which is requested by the Management Board from the Supervisory Board or General Meeting."

The proposed new wording:

"13) matters the resolution of which is requested by the Management Board from the Supervisory Board or General Meeting,"

Editorial correction to replace the period with a comma at the end of the sentence.

In reference to item 2

Amendment to § 20(3)(3)(b) of the Company's Statute by giving it a new wording

Current wording:

"b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent financial statements,"

The proposed new wording:

"b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,"

The proposed amendment clarifies the reference to the most recent financial statements by adding the word "approved."

The proposed amendment is made for clarification purposes and is based on the wording of Article 17(1)(2)(b) of the Act on the Rules for Managing State Property.

In reference to item 3

Amendment to § 20(3)(4) of the Company's Statute by giving it a new wording

Current wording:

"4) any instance of leasing, renting, borrowing, usufructing or otherwise using a non-current asset, except for real estate, on the basis of one or more legal acts for a period of twelve consecutive months, with the value of rent for the period of twelve consecutive months exceeding the equivalent of PLN 20,000,000, ,"

The proposed new wording:

"4) *any instance of leasing, renting, borrowing, usufructing or otherwise using a non-current asset, except for real estate, on the basis of one or more legal acts for a period of twelve consecutive months, with the value of rent for the period of twelve consecutive months exceeding the equivalent of PLN 20,000,000,*"

Editorial correction to remove the unnecessary comma at the end of the sentence.

In reference to item 4

Amendment to § 20(3)(11)(b) of the Company's Statute by giving it a new wording

Current wording:

"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent financial statements,"

The proposed new wording:

"b) *10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,*"

The proposed amendment clarifies the reference to the most recent financial statements by adding the word "approved."

The proposed amendment is made for clarification purposes and is based on the wording of Article 17(1)(3)(b) of the Act on the Rules for Managing State Property.

In reference to item 5

Amendment to § 20(3)(12)(b) of the Company's Statute by giving it a new wording

Current wording:

"b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent financial statements,"

The proposed new wording:

"b) *10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,*"

The proposed amendment clarifies the reference to the most recent financial statements by adding the word "approved."

The proposed amendment is made for clarification purposes and is based on the wording of Article 17(1)(4)(b) of the Act on the Rules for Managing State Property.

In reference to item 6

Amendment to § 28(2) of the Company's Statute by giving it a new wording

Current wording:

"2. Supervisory Board Members should specify the reasons for their absence from a meeting in writing. Excusing the absence of a Supervisory Board Member requires a resolution of the Supervisory Board."

The proposed new wording:

“2. Supervisory Board Members should specify in writing the reasons for their absence from a meeting. Excusing the absence of a Supervisory Board Member requires a resolution of the Supervisory Board.”

The proposed amendment is housekeeping in nature and consists of adding the word “Supervisory” before the word “Board” and of changing the syntax of the first sentence.

In reference to item 7

Amendment to § 40(5) of the Company’s Statute by giving it a new wording

Current wording:

“5. Whenever the Statute refers to a “Material Subsidiary”, it shall be construed to mean a Subsidiary in which the book value of the Company’s interest as shown in the Company’s most recently audited financial statements is greater than 10% (ten percent) of the Company’s equity.”

The proposed new wording:

“5. Whenever the Statute refers to a “Material Subsidiary”, it shall be construed to mean a Subsidiary in which the book value of the Company’s interest as shown in the Company’s most recently approved financial statements is greater than 10% (ten percent) of the Company’s equity.”

The proposed amendment is clarifying in nature and replaces the word: “audited” with the word “approved” in the wording concerning the most recent financial statements.

In reference to item 8

Amendment to § 40(7) of the Company’s Statute by giving it a new wording

Current wording:

“7 Whenever the Statute refers to a “Subsidiary”, it shall be construed to mean a subsidiary of the Company within the meaning of Article 3(1)(39) of the Accounting Act of 19 July 2016.”

The proposed new wording:

“7 Whenever the Statute refers to a “Subsidiary”, it shall be construed to mean a subsidiary of the Company within the meaning of Article 3(1)(39) of the Accounting Act of 29 September 1994.”

The proposed amendment is clarifying in nature and consists of inserting the correct date of enactment of the Accounting Act.

On 14 January 2025, the ENEA S.A. Supervisory Board adopted Resolution No. 1/XI/2025 containing a favorable opinion on the amendments to the ENEA S.A. Statute proposed by the Management Board.

Draft resolution to item 6 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
ENEA Spółka Akcyjna with its registered office in Poznań
on**

to dismiss a member of the ENEA S.A. Supervisory Board

Acting pursuant to Article 385 §1 of the Commercial Company Code and §33(1) of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Extraordinary General Meeting hereby dismisses Ms./Mr. from the composition of the ENEA Spółka Akcyjna Supervisory Board.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

On 16 January 2025, the Company received a letter from the Secretary of State at the Ministry of State Assets, acting under the power of attorney granted by the Minister of State Assets, himself acting under the deed of appointment to the position of Minister of State Assets by Order No. 1131.10.2024 of 13 May 2024 issued by the President of the Republic of Poland.

In the said letter, the Secretary of State, acting on behalf of the State Treasury as a shareholder of ENEA S.A. and as a person authorized under Article 401 § 1 of the Commercial Company Code (Journal of Laws of 2024, item 18, as amended), requested that an item be placed on the agenda of the next General Meeting of ENEA S.A.:

– Adopt resolutions on changes in the composition of the Supervisory Board.

In the justification for the request to place the said item on the agenda of the next General Meeting of ENEA S.A., the Secretary of State at the Ministry of State Assets pointed to the powers of the General Meeting to shape the composition of the Company's Supervisory Board, as stipulated in the Company's Statute and the Commercial Company Code.

Draft resolution to item 6 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Extraordinary General Meeting of the Company operating under the business name of
ENE A Spółka Akcyjna with its registered office in Poznań
on**

to appoint a member of the ENEA S.A. Supervisory Board

Acting pursuant to Article 385 §1 of the Commercial Company Code and §33(1) of the Company's Statute, in conjunction with §22(1) of the Company's Statute, the Extraordinary General Meeting of ENEA S.A. hereby resolves as follows:

§ 1

The Extraordinary General Meeting of ENEA S.A. hereby appoints Mr./Ms. to the ENEA Spółka Akcyjna Supervisory Board of the 11th term of office.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by secret ballot.

Justification:

On 16 January 2025, the Company received a letter from the Secretary of State at the Ministry of State Assets, acting under the power of attorney granted by the Minister of State Assets, himself acting under the deed of appointment to the position of Minister of State Assets by Order No. 1131.10.2024 of 13 May 2024 issued by the President of the Republic of Poland.

In the said letter, the Secretary of State, acting on behalf of the State Treasury as a shareholder of ENEA S.A. and as a person authorized under Article 401 § 1 of the Commercial Company Code (Journal of Laws of 2024, item 18, as amended), requested that an item be placed on the agenda of the next General Meeting of ENEA S.A.:

– Adopt resolutions on changes in the composition of the Supervisory Board.

In the justification for the request to place the said item on the agenda of the next General Meeting of ENEA S.A., the Secretary of State at the Ministry of State Assets pointed to the powers of the General Meeting to shape the composition of the Company's Supervisory Board, as stipulated in the Company's Statute and the Commercial Company Code.