

**A justification for the draft resolutions to be considered and voted on by the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna ("Company", "PGE") convened for 28 June 2024:**

**I. the resolution concerning the consideration and approval of the financial statements as well as the reports on the activities of the Company and the PGE Capital Group.**

Pursuant to Article 395 § 2 item 2 and § 5 of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include the consideration and approval of the Management Board's report on the Company's activities and its financial statements for the previous financial year as well as the consolidated financial statements. The necessity of the approval of these documents by the General Meeting results also from the Accounting Act. Pursuant to the Accounting Act, a report on the activities of a capital group can be prepared jointly with a report on the activities of a parent company as one document. The Company took advantage of this possibility.

On 3 April 2024 the Management Board adopted a resolution concerning the approval of "The EU-IFRS-compliant separate financial statements of the company PGE Polska Grupa Energetyczna S.A. for the year 2023 ended 31 December 2023 (in PLN million)", "The EU-IFRS-compliant consolidated financial statements of the company PGE Polska Grupa Energetyczna S.A. for the year 2023 ended 31 December 2023 (in PLN million)" and "The Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. and the PGE Capital Group for the year 2023 ended 31 December 2023", as well as a motion to the Supervisory Board requesting an evaluation of the aforementioned documents.

On 4 April 2024 the Supervisory Board positively evaluated "The EU-IFRS-compliant separate financial statements of the company PGE Polska Grupa Energetyczna S.A. for the year 2023 ended 31 December 2023 (in PLN million)", "The EU-IFRS-compliant consolidated financial statements of the company PGE Polska Grupa Energetyczna S.A. for the year 2023 ended 31 December 2023 (in PLN million)" and "The Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. and the PGE Capital Group for the year 2023 ended 31 December 2023".

**II. with respect to the allocation of the Company's net loss for the financial year 2023.**

On 3 April 2024, the PGE Management Board adopted a decision to recommend that the Ordinary General Meeting allocate the Company's net loss for the financial year 2023 in the amount of PLN 5,893,995,497.86 (say: five billion eight hundred and ninety-three million nine hundred and ninety-five thousand four hundred and ninety-seven zlotys 86/100) to the supplementary capital.

On 9 May 2024 the Supervisory Board positively evaluated the aforementioned recommendation of the PGE Management Board.

**III. with respect to the consideration of "The report on the activities of the Supervisory Board of PGE Polska Grupa Energetyczna S.A. as a governing body for the year 2023" and "The report of the Supervisory Board of PGE Polska Grupa Energetyczna S.A. on its evaluation of the statements and reports for the year 2023, the proposal concerning the allocation of the net loss for the year 2023 and the Management Board's fulfilment of the information disclosure obligations resulting from the Commercial Companies Code" as well as the adoption of a resolution concerning their approval.**

The General Meeting's approval of the aforementioned statements and reports constitutes the fulfilment of the obligation set forth in item 2.11 of "The Good Practices of Companies Listed on the WSE 2021".

**IV. with respect to the provision of an opinion on "The report on the remuneration of the Members of the Management Board and the Supervisory Board of PGE Polska Grupa Energetyczna S.A."**

On 14 May 2024 the PGE Management Board adopted a resolution concerning the acceptance of a draft of "The report on the remuneration of the Members of the Management Board and the Supervisory Board of PGE Polska Grupa Energetyczna S.A. for the year 2023" and the submission of this draft document to the Supervisory Board of PGE Polska Grupa Energetyczna S.A.

The Supervisory Board's obligation to draw up a report on the remuneration of the Members of the Management Board and the Supervisory Board results from Article 90g clause 1 of the Act on public offering, conditions governing the introduction of financial instruments to an organised trading system and public companies ("Public Offering Act").

On 20 May 2024 the Supervisory Board accepted the aforementioned report.

Pursuant to Article 90g clause 6 of the Public Offering Act, the General Meeting adopts a resolution giving its opinion on the remuneration report. Such a resolution is advisory in nature.

**V. with respect to the granting of discharge to the Members of the PGE Management Board and the Supervisory Board.**

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include the granting of discharge to the members of the Company's governing bodies for the performance of their duties in the previous financial year.

Pursuant to § 18 clause 1 item 15 of the Statutes of PGE Polska Grupa Energetyczna S.A. in connection with Rule 4.7 of the of the Good Practices for Companies Listed on the WSE, on 20 May 2024 the Supervisory Board submitted for opinion giving draft resolutions concerning the granting of discharge to individual Members of the Management Board for the performance of their duties in 2023, submitted by the Management Board to the agenda of the Company's General Meeting. The Supervisory Board did not adopt any resolution in this matter.