

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the election of Chairperson of the Ordinary General Meeting

Acting pursuant to Article 409 § 1 of the Commercial Companies Code and § 32 of the Statutes of the company PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company elects Mr/Ms [●] as Chairperson of the Ordinary General Meeting of the Company.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the adoption of the agenda of the Ordinary General Meeting

The Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting adopts the following agenda of the Ordinary General Meeting:

1. The opening of the Ordinary General Meeting.
2. The adoption of the election of Chairperson of the Ordinary General Meeting.
3. The ascertainment of the correctness of convening the Ordinary General Meeting and its capability of adopting binding resolutions.
4. The adoption of the agenda of the Ordinary General Meeting.
5. The adoption of the decision not to elect the Returning Committee.
6. The consideration of "Separate Financial Statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2025 in accordance with EU IFRS (in PLN million)" and the adoption of the resolution concerning their approval.
7. The consideration of "Consolidated Financial Statements of the PGE Polska Grupa Energetyczna S.A. Capital Group for the year ended 31 December 2025 in accordance with EU IFRS (in PLN million)" and the adoption of the resolution concerning their approval.
8. The consideration of the Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. and PGE Capital Group for the year ended 31 December 2025 and the adoption of the resolution concerning its approval.
9. The adoption of the resolution concerning the covering the net loss of the PGE Polska Grupa Energetyczna S.A. for the financial year 2025.
10. The consideration of the Supervisory Board report PGE Polska Grupa Energetyczna S.A. for the financial year 2025 and the adoption of the resolution concerning its approval.
11. The presentation 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. for the year 2025".
12. The adoption of resolutions on the granting of discharge to the Members of the Management Board and the Supervisory Board of PGE Polska Grupa Energetyczna S.A.
13. The adoption of resolutions concerning changes in the composition of the Supervisory Board.
14. The adoption of a resolution on the principles governing the remuneration of Management Board members.
15. The adoption of a resolution on the "Remuneration Policy for the Members of the Management Board and the Supervisory Board of PGE Polska Grupa Energetyczna S.A.".
16. The closing of the Ordinary General Meeting.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the adoption of a decision not to elect the Returning Committee

Acting pursuant to § 16 clause 6 of the Regulations of the General Meeting of the company PGE Polska Grupa Energetyczna S.A., the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company decides not to elect the Returning Committee.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the approval of the "Separate Financial Statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2025 in accordance with EU IFRS (in PLN million)"

Acting pursuant to Article 393(1) and Article 395 § 2(1) of the Commercial Companies Code and Article 53(1) of the Accounting Act, the Ordinary General Meeting of 'PGE Polska Grupa Energetyczna Spółka Akcyjna' with its registered office in Lublin (the '**Company**') adopts as follows:

§ 1

The Ordinary General Meeting of the Company approves the "Separate Financial Statements of PGE Polska Grupa Energetyczna S.A. for the year ended 31 December 2025 in accordance with EU IFRS (in PLN million)" comprising, as audited by the statutory auditor:

- the statement of comprehensive income for the year ended 31 December 2025, showing a net loss of PLN 6,950 million and total comprehensive income of PLN 7,080 million (loss);
- the statement of financial position as at 31 December 2025, showing total assets and equity and liabilities in the amount of PLN 59,831 million;
- the statement of changes in equity for the year ended 31 December 2025, showing a decrease in equity of PLN 7,080 million;
- the statement of cash flows, showing an increase in cash and cash equivalents during the year ended 31 December 2025 by PLN 6,042 million;
- the accounting principles (policies) and additional explanatory notes.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the approval of the "Consolidated Financial Statements of the PGE Polska Grupa Energetyczna S.A. Capital Group for the year ended 31 December 2025 in accordance with EU IFRS (in PLN million)"

Acting pursuant to Article 395 § 5 of the Commercial Companies Code and Article 63c(4) of the Accounting Act, the Ordinary General Meeting of 'PGE Polska Grupa Energetyczna Spółka Akcyjna' with its registered office in Lublin (the '**Company**') adopts as follows:

§ 1

The Ordinary General Meeting of the Company approves the "Consolidated Financial Statements of the PGE Polska Grupa Energetyczna S.A. Capital Group for the year ended 31 December 2025 in accordance with EU IFRS (in PLN million)" comprising, as audited by the statutory auditor:

- the consolidated statement of comprehensive income for the year ended 31 December 2025, showing a net loss of PLN 3,394 million and total comprehensive loss of PLN 3,296 million (loss);
- the consolidated statement of financial position as at 31 December 2025, showing total assets and equity and liabilities in the amount of PLN 105,368 million;
- the consolidated statement of changes in equity for the year ended 31 December 2025, showing a decrease in equity of PLN 2,544 million;
- the consolidated statement of cash flows, showing an increase in cash and cash equivalents during the year ended 31 December 2025 by PLN 6,446 million;
- the accounting principles (policies) and additional explanatory notes.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

*concerning the approval of the Management Board's report on the activities
of PGE Polska Grupa Energetyczna S.A. and PGE Capital Group
for the year ended 31 December 2025*

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 1 of the Commercial Companies Code and Article 55 clause 2a of the Accounting Act, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company approves the "Management Board's Report on the activities of PGE Polska Grupa Energetyczna S.A. and PGE Capital Group for the year ended 31 December 2025".

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

*concerning the allocation of the Company's net loss
for the financial year 2025*

Acting pursuant to Article 395 § 2(2) of the Commercial Companies Code and § 43 clause 3 of the Statutes of the company PGE Polska Grupa Energetyczna Spółka Akcyjna, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin (the "**Company**") adopts as follows:

§ 1

The Ordinary General Meeting decides to allocate the Company's net loss for the financial year 2025 in the amount of PLN 6,950,232,510.69 (in words: six billion nine hundred fifty million two hundred thirty-two thousand five hundred ten zlotys and sixty-nine groszy) to the supplementary capital.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

*concerning the approval of the Supervisory Board report
PGE Polska Grupa Energetyczna S.A. for the financial year 2025*

Acting pursuant to item 2.11 The Good Practices of Companies Listed on the Warsaw Stock Exchange 2021, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin ("**Company**") adopts as follows:

§ 1

The Ordinary General Meeting of the Company approves of the Supervisory Board report PGE Polska Grupa Energetyczna S.A. for the financial year 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning 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. for the year 2025"

Acting pursuant to Article 90g clause 6 of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to an organized trading system and public companies, after becoming acquainted with the opinion of the certified auditor, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin ("**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company provides a positive 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. for the year 2025", as accepted by resolution no. 750/XII/2026 adopted by the Supervisory Board of PGE Polska Grupa Energetyczna S.A. on 19 May 2026.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Ms Anna Kowalik for the financial year 2025 in connection with her performance of the duties of the Secretary of the Supervisory Board in the period from 1 January to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Michał Domagała for the financial year 2025 in connection with his performance of the duties of the Chairperson of the Supervisory Board in the period from 1 January to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Andrzej Sadkowski for the financial year 2025 in connection with his performance of the duties of the Vice Chairperson of the Supervisory Board in the period from 1 January to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Ms Małgorzata Banasik for the financial year 2025 in connection with her performance of the duties of the Member of the Supervisory Board in the period from 1 January to 4 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Ms Elżbieta Niebisz for the financial year 2025 in connection with her performance of the duties of the Member of the Supervisory Board in the period from 1 January to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Sławomir Patyra for the financial year 2025 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January to 4 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Andrzej Rzońca for the financial year 2025 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Andrzej Kozyra for the financial year 2025 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 1 January to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Piotr Stolarczyk for the financial year 2025 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 5 December to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Dariusz Lubera for the financial year 2025 in connection with his performance of the duties of the Member of the Supervisory Board in the period from 5 December to 8 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Dariusz Lubera for the financial year 2025 in connection with his performance of the duties of the President of the Management Board in the period from 8 December to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Dariusz Marzec for the financial year 2025 in connection with his performance of the duties of the President of the Management Board in the period from 1 January to 8 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Maciej Górski for the financial year 2025 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January to 8 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Marcin Laskowski for the financial year 2025 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Robert Kowalski for the financial year 2025 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning the acknowledgement of the fulfillment of duties for the year 2025

Acting pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, the Ordinary General Meeting of " the company PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**"), adopts as follows:

§ 1

The Ordinary General Meeting of the Company acknowledges the fulfillment of duties by Mr Przemysław Jastrzębski for the financial year 2025 in connection with his performance of the duties of the Vice President of the Management Board in the period from 1 January to 31 December 2025.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Ordinary General Meeting dismisses Ms/Mr [●] from the position of Member of the Supervisory Board as of

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Ordinary General Meeting appoints Mr Michał Domagała as Member of the Supervisory Board from 19 June 2026.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Ordinary General Meeting appoints Mr Andrzej Sadkowski as Member of the Supervisory Board from 19 June 2026.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Ordinary General Meeting appoints Ms Anna Kowalik as Member of the Supervisory Board from 19 June 2026.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Ordinary General Meeting appoints Ms Elżbieta Niebisz as Member of the Supervisory Board from 19 June 2026.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Ordinary General Meeting appoints Mr Piotr Stolarczyk as Member of the Supervisory Board from 19 June 2026.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Ordinary General Meeting appoints Mr Andrzej Kozyra as Member of the Supervisory Board from 19 June 2026.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

concerning changes in the composition of the Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and § 20 clause 2 of the Statutes of PGE Polska Grupa Energetyczna S.A., The Ordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Ordinary General Meeting appoints Mr Andrzej Rzońca as Member of the Supervisory Board from 19 June 2026.

§ 2

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in a secret ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

on the principles for determining the remuneration of Members of the Management Board

Acting pursuant to Article 378(2) of the Commercial Companies Code in connection with Article 4(1) and (2) and (5) to (9), Article 5, Article 6, Article 7 and Article 8 of the Act of 9 June 2016 on the rules for determining the remuneration of persons managing certain companies, the Ordinary General Meeting of the Company 'PGE Polska Grupa Energetyczna Spółka Akcyjna', with its registered office in Lublin (the '**Company**'), adopts as follows:

§ 1

1. A contract for the provision of management services is concluded with a Member of the Management Board for the duration of his/her term of office (the 'Contract'), with the obligation for that Member of the Management Board to perform his/her duties in person, regardless of whether he/she is acting within the scope of his/her business activities.
2. The terms of the Contract are determined by the Supervisory Board, taking into account the relevant legal provisions in force on the date of its conclusion, in particular the conditions set out in the Act of 9 June 2016 on the rules for determining the remuneration of persons managing certain companies (the 'Managerial Salary Act'), and in accordance with the provisions of this resolution.

§ 2

1. The total remuneration of a Member of the Management Board consists of a fixed component, representing a basic monthly salary, specified as a fixed amount (the 'Fixed Remuneration'), and a variable component, representing supplementary remuneration for the Company's financial year ('Variable Remuneration').
2. The amount of the monthly Fixed Remuneration of a Member of the Management Board is determined on a case-by-case basis by the Supervisory Board, subject to the proviso that the Fixed Remuneration of a Member of the Management Board shall be set within a range of between 7 and 15 – times the calculation basis referred to in Article 4 of the Managerial Salary Act, taking into account the applicable specific legal provisions governing its amount.

§ 3

1. A Member of the Management Board's Variable Remuneration depends on the extent to which Management Objectives are achieved and cannot exceed 100% of the Fixed Remuneration received in the Company's financial year for which the Variable Remuneration shall be awarded.
2. Management Objectives are set, in particular for:
 - 1) Achieving a recurring EBITDA ratio for the PGE Capital Group at the level specified in the approved financial plan;
 - 2) Compliance with the covenants arising from loan contracts (net debt/EBITDA ratio);
 - 3) Achieving specified operational ratios (e.g., availability of generation units);
 - 4) Implementing the PGE Capital Group's strategy, including:
 - a) implementing key projects in the area of investment and development;
 - b) increasing the share of domestic components in key investment processes;
 - c) Building an effective organisation through the implementation of efficiency and optimisation initiatives;
 - 5) Implementing initiatives supporting the professional development of women;

- 6) Implementing safety measures (e.g., Occupational Health and Safety, cybersecurity, infrastructure security).
3. Additional Management Objectives are set for each financial year, the achievement of which is a condition for receiving Variable Remuneration in the form of:
 - 1) the establishment and application of remuneration rules for members of the management and supervisory bodies of subsidiaries, in accordance with the principles set out in the Managerial Salary Act;
 - 2) fulfilment of the obligations referred to in Articles 17–20, Article 22, and Article 23, taking into account Article 18a and Article 23a of the Act of 16 December 2016 on the principles of state property management.
4. The Supervisory Board is hereby authorised to establish detailed Management Objectives, together with the weightings for these objectives as well as objective and measurable criteria for their achievement and assessment (KPIs), taking into account that:
 - 1) variable Remuneration for a given financial year shall be payable to a Member of the Management Board following the approval of the Management Board’s report on the Company’s activities and the Company’s financial statements for that financial year, and following the General Meeting’s granting of discharge in respect of the performance of that Member’s duties during that financial year;
 - 2) payment of part of the Variable Remuneration may be deferred for a period not exceeding 36 months, subject to the fulfilment within a specified timeframe of the conditions set out in the Management Objectives. In such cases, that part of the Variable Remuneration may be paid in full or in part at the end of the settlement period;
 - 3) Variable Remuneration is calculated on a pro rata basis. The pro rata calculation depends on the number of days during which a Member of the Management Board provided services in a given financial year;
 - 4) the fulfilment of the conditions for receiving Variable Remuneration by individual Members of the Management Board, for whom Management Objectives have been set for a given financial year and who held office during the financial year under review, the Supervisory Board determines the amount due on the basis of the financial statements audited by a qualified accountant and other documents, depending on the Management Objectives set.
5. The expiry of a Member of the Management Board’s term of office during the financial year does not result in the loss of the right to Variable Remuneration, subject to the conditions set out in paragraphs 1–4 above, provided, however, that the period during which the Member held office in the financial year under review was longer than 3 (three) months.
6. Fixed Remuneration shall be reduced in the event that a Member of the Management Board is unable to provide management services on a continuous basis, for each day on which he/she is unable to provide such services, except where the Member of the Management Board exercises, in accordance with the rules set out in the Supervisory Board’s resolution on the remuneration of Members of the Management Board, the following rights:
 - a) to take a break from the provision of management services, or
 - b) to take a break due to a documented inability to provide management services as a result of illness, which shall not result in a reduction in remuneration.

§ 4

1. The Contract includes the obligation for a Member of the Management Board to notify the Company of his/her intention to hold office in the governing bodies of another commercial company, to acquire shares or equity interests in such a company, and to obtain the Supervisory Board’s consent for the above. It may also prohibit the Member of the

Management Board from holding office in the governing bodies of any other commercial company or impose other restrictions on the Member's additional activities.

2. A Member of the Management Board cannot receive remuneration for serving as a member of a governing body in subsidiaries of the Company that are part of the capital group within the meaning of Article 4(14) of the Act of 16 February 2007 on the Protection of Competition and Consumers.
3. The Supervisory Board is authorised to specify the prohibitions and restrictions referred to in paragraphs 1 and 2 above, the reporting obligations regarding their implementation, and the sanctions for improper performance.

§ 5

The Supervisory Board shall specify in the Contract the scope and rules governing the provision to a Member of the Management Board of technical equipment and resources constituting the Company's assets, which are necessary for the performance of his/her duties, and may also specify limits, or the method for determining such limits, on the costs incurred by the Company in connection with the provision and use of such equipment and resources by a Member of the Management Board for business purposes.

§ 6

The Supervisory Board shall determine the scope and rules governing the use by Members of the Management Board of the additional benefits listed below, as well as the costs incurred by the Company in connection with the performance of his/her duties, in particular:

- 1) the use of the Company's assets, including a company car, in accordance with the Company's rules;
- 2) coverage of the costs of treatment, preventive healthcare, and medical care, including for immediate family members, provision of group insurance, and coverage of the costs of personal and property security;
- 3) coverage of the costs of company accommodation by the Company or the provision of a housing allowance in the event of permanent residence at a considerable distance from the Company's registered office or from the town where the company operating the regulated market on which the Company's shares are traded has its registered office;
- 4) reimbursement or coverage by the Company of the costs of individual training, including foreign language tuition, participation in postgraduate studies or other forms of education, and membership fees for industry organisations in which a Member of the Management Board represents the Company;
- 5) bearing by the Company or refinancing of the basic contribution in respect of a Member of the Management Board's participation in the Company's occupational pension scheme operated pursuant to the Act of 20 April 2004 on occupational pension schemes, in accordance with the terms and conditions set out in the concluded Contract;
- 6) coverage by the Company of the costs associated with providing Directors with civil liability insurance in connection with the provision of management services (the so-called D&O policy);
- 7) other benefits and entitlements to which the Company's employees are eligible under the Company's internal regulations or applicable rules;
- 8) other benefits related to the performance of duties within the Company, deemed reasonable by the Supervisory Board.

§ 7

1. In the event of the expiry of a mandate, in particular as a result of death, dismissal or resignation, the Contract shall be terminated on the last day of the term of office without the need for any further action.

2. Each Party shall have the right to terminate the Contract with immediate effect in the event of a material breach of the provisions of the Contract by the other Party.
3. Each Party shall have the right to terminate the Contract for reasons other than those specified in paragraph 2, subject to a 3 (three) months' notice, provided that if, during the notice period, an event referred to in paragraph 1 occurs, resulting in the termination of the Contract due to the cessation of the performance of the function, the Contract shall be terminated in accordance with paragraph 1.
4. In the event of termination or cancellation of the Contract by the Company for reasons other than those specified in paragraph 2, a Member of the Management Board may be granted a severance payment not exceeding three times (three times) the Fixed Remuneration, provided that he/she has held the post for a period of at least 12 (twelve) months prior to the termination of this Contract.
5. The severance payment referred to in paragraph 4 shall not be payable to a Member of the Management Board in the following cases:
 - 1) termination, cancellation, or amendment of the Contract as a result of a change in the function performed by the Member of the Management Board within the Management Board;
 - 2) termination, cancellation, or amendment of the Contract as a result of the Manager's appointment to a further term of office on the Management Board;
 - 3) taking up the position of a Member of the Management Board in a Company within the Capital Group;
 - 4) resignation from the function.

§ 8

1. The Supervisory Board may enter into a non-competition contract with a Member of the Management Board, which shall remain in force after the Member ceases to hold office. However, such a Contract may only be entered into if the Member of the Management Board has held office for a period of at least 6 (six) months, provided that the amount of the monthly compensation does not exceed 100% of the Fixed Remuneration.
2. It is not permissible to enter into a non-competition contract after the termination or cancellation of the Contract.
3. The period of the non-competition clause cannot exceed 6 (six) months following the Member of the Management Board's cessation of office.
4. In the event of non-performance or improper performance of the non-competition contract by a Member of the Management Board, he/she is obliged to pay a contractual penalty to the Company, not less than the amount of compensation due for the entire period of the non-competition obligation.
5. The Supervisory Board is obliged to specify in the non-competition Contract, at a minimum, activities that are competitive towards the Company, the amount of compensation payable for compliance with the non-competition clause, the payment deadlines for such compensation, the information obligations of the Member of the Management Board, and the circumstances in which the non-competition clause ceases to apply. It may also specify the Company's right to withdraw from the non-competition Contract or the parties' right to terminate the non-competition contract.

§ 9

Resolution No. 5 of the Extraordinary General Meeting of PGE Polska Grupa Energetyczna S.A. dated 7 March 2022 on the rules for determining the remuneration of Members of the Management Board, and Resolution No. 33 of the Annual General Meeting of PGE Polska Grupa Energetyczna S.A. dated 27 June 2025 concerning the amendment of the Resolution No. 5 of the Extraordinary General Meeting of PGE Polska Grupa Energetyczna Company dated 7 March 2022 on the rules for determining the remuneration of Members of the Management Board.

§ 10

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

**RESOLUTION NO [●]
of the Ordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 18 June 2026**

*on the 'Remuneration Policy for Members of the Management Board and Supervisory Board of PGE
Polska Grupa Energetyczna S.A.'*

Acting pursuant to Article 90d(1) in connection with Article 90e(4) of the Act of 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments to an Organised Trading System and on Companies (the 'Public Offering Act'), the Ordinary General Meeting of the Company 'PGE Polska Grupa Energetyczna Spółka Akcyjna', with its registered office in Lublin (the '**Company**'), adopts as follows:

§ 1

The 'Remuneration Policy for Members of the Management Board and Supervisory Board of PGE Polska Grupa Energetyczna S.A.' is hereby adopted, in the wording set out in the annex to this resolution.

§ 2

Resolutions No. 11 of the Company's Annual General Meeting dated 22 June 2022 on the adoption of the 'Remuneration Policy for Members of the Management Board and Supervisory Board of PGE Polska Grupa Energetyczna S.A.' and No. 35 of the Company's Annual General Meeting dated 27 June 2025 concerning amendments to the 'Remuneration Policy for Members of the Management Board and Supervisory Board of PGE Polska Grupa Energetyczna S.A.' are hereby repealed.

§ 3

The resolution becomes effective as at the time of its adoption.

The total number of valid votes cast: [●]

The number of votes cast for the resolution: [●]

The number of votes cast against the resolution: [●]

The number of abstaining votes: [●]

The resolution has been adopted in an open ballot.

DRAFT

Remuneration Policy

for Members of the Management Board and Supervisory Board of PGE Polska Grupa Energetyczna S.A.

Preamble

The Company's Remuneration Policy for Members of the Management Board and Supervisory Board set out the basis and principles for determining, calculating, and paying remuneration to Members of the Management Board and Members of the Supervisory Board. The provisions adopted in the Policy should contribute to the implementation of the Company's business strategy, its long-term interests and stability.

The legal basis for drawing up the Policy is provided by the provisions of the Act of 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments to an Organised Trading System and on Companies (the 'Public Offering Act').

The Policy incorporates the principles for determining the remuneration paid to members of the management board and members of the supervisory board, as set out in the Act of 9 June 2016 on the rules for determining the remuneration of persons managing certain companies.

§ 1

Definitions

The terms defined below shall have in this Policy the following meanings:

1. **Capital Group** – the Company and its Subsidiaries;
2. **KSH** – the Act of 15 September 2000 – the Commercial Companies Code;
3. **Policy** – this document adopted pursuant to Article 90d(1) of the Act on Public Offerings and pursuant to Article 2 of the Managerial Salary Act;
4. **Supervisory Board** – the Company's Supervisory Board;
5. **Company** – PGE Polska Grupa Energetyczna S.A.;
6. **Subsidiary** – a company which is a subsidiary of the Company within the meaning of Article 4(15) of the Public Offering Act;
7. **Public Offering Act** – the Act of 29 July 2005 on Public Offerings and the Conditions for Introducing Financial Instruments to an Organised Trading System and on Companies;
8. **Managerial Salary Act** – the Act of 9 June 2016 on the rules for determining the remuneration of persons managing certain companies;
9. **General Meeting** – the Company's General Meeting;
10. **Management Board** – the Company's Management Board.

§ 2

Components of the remuneration for Members of the Management Board

1. The total remuneration of a Member of the Management Board consists of a fixed component, representing a basic monthly salary, specified as a fixed amount (the '**Fixed Remuneration**'), and a variable component, representing supplementary remuneration for the Company's financial year ('**Variable Remuneration**').
2. The provisions of paragraph 1 above are without prejudice to the possibility of granting a Member of the Management Board other monetary or non-monetary benefits permitted under the Managerial Salary Act, including those specified in § 8(1) of the Policy.
3. The Fixed Remuneration is the only mandatory component of the remuneration paid to Members of the Management Board.

§ 3

Fixed Remuneration for Members of the Management Board

1. The amount of the monthly Fixed Remuneration of a Member of the Management Board is determined on a case-by-case basis by the Supervisory Board, subject to the proviso that the Fixed Remuneration of a Member of the Management Board shall be set within a range of between 7 and 15 – times the calculation basis referred to in Article 4 of the Managerial Salary Act, taking into account the applicable specific legal provisions governing its amount.
2. Fixed Remuneration shall be reduced in the event that a Member of the Management Board is unable to provide management services on a continuous basis, for each day on which he/she is unable to provide such services, except where the Member of the Management Board exercises, in accordance with the rules set out in the Supervisory Board's resolution on the remuneration of Members of the Management Board, the following rights:
 - a) to take a break from the provision of management services, or
 - b) to take a break due to a documented inability to provide management services as a result of illness, which shall not result in a reduction in remuneration.

§ 4

Variable Remuneration (variable components of remuneration)

1. A Member of the Management Board's Variable Remuneration depends on the extent to which Management Objectives are achieved and cannot exceed 100% of the Fixed Remuneration received in the Company's financial year for which the Variable Remuneration shall be awarded.
2. The catalogue of general Management Goals includes, in particular:
 - 1) Compliance with the covenants arising from loan contracts (net debt/EBITDA ratio);
 - 2) Compliance with the covenants arising from loan contracts (net debt/EBITDA ratio);
 - 3) Achieving specified operational ratios (e.g., availability of generation units);
 - 4) Implementing the PGE Capital Group's strategy, including:
 - a) implementing key projects in the area of investment and development;
 - b) increasing the share of domestic components in key investment processes;
 - c) Building an effective organisation through the implementation of efficiency and optimisation initiatives;
 - 5) Implementing initiatives supporting the professional development of women;
 - 6) Implementing safety measures (e.g., Occupational Health and Safety, cybersecurity, infrastructure security).
3. Additional Management Objectives are set for each financial year, the achievement of which is a condition for receiving Variable Remuneration in the form of:
 - 1) the establishment and application of remuneration rules for members of the management and supervisory bodies of subsidiaries, in accordance with the principles set out in the Managerial Salary Act;
 - 2) fulfilment of the obligations referred to in Articles 17–20, Article 22, and Article 23, taking into account Article 18a and Article 23a of the Act of 16 December 2016 on the principles of state property management.
4. The Supervisory Board is hereby authorised to establish detailed Management Objectives, together with the weightings for these objectives as well as objective and measurable criteria for their achievement and assessment (KPIs), taking into account that:
 - 1) variable Remuneration for a given financial year shall be payable to a Member of the Management Board following the approval of the Management Board's report on the Company's activities and the Company's financial statements for that financial year,

and following the General Meeting's granting of discharge in respect of the performance of that Member's duties during that financial year;

- 2) payment of part of the Variable Remuneration may be deferred for a period not exceeding 36 months, subject to the fulfilment within a specified timeframe of the conditions set out in the Management Objectives. In such cases, that part of the Variable Remuneration may be paid in full or in part at the end of the settlement period;
 - 3) Variable Remuneration is calculated on a pro-rata basis. Proportionality depends on the number of days on which the Member of the Management Board provided services in the given financial year;
 - 4) the fulfilment of the conditions for receiving Variable Remuneration by individual Members of the Management Board, for whom Management Objectives have been set for a given financial year and who held office during the financial year under review, the Supervisory Board determines the amount due on the basis of the financial statements audited by a qualified accountant and other documents, depending on the Management Objectives set.
5. The expiry of a Member of the Management Board's term of office during the financial year does not result in the loss of the right to Variable Remuneration, subject to the conditions set out in paragraphs 1–4 above, provided, however, that the period during which the Member held office in the financial year under review was longer than 3 (three) months.
 6. The criteria for awarding Variable Remuneration, as set out in the general Management Objectives above, also apply (at a detailed level – to be determined by the Supervisory Board) to taking into account social interests, the Company's and the Capital Group's contribution to environmental protection, and undertaking measures aimed at preventing and eliminating the negative social impacts of the Company's and the Capital Group's activities through the modernisation of the Company and the Capital Group. The criteria set out in the Management Objectives are intended to contribute to the achievement of the objectives set out in Article 90d(2) of the Public Offering Act by linking remuneration to the implementation of management processes encompassing the execution of the business strategy of the Company and the Capital Group.

§ 5

The relative proportions of the remuneration components

1. Variable Remuneration shall be in the proportion to Fixed Remuneration specified in § 4(1) above.
2. Under no circumstances, however, may Variable Remuneration exceed the amount specified in the Managerial Salary Act.

§ 6

Contracts with Members of the Management Board, the terms for which such contracts are concluded, and severance payments

1. A contract for the provision of management services is concluded with a Member of the Management Board for the duration of his/her term of office (the 'Contract'), with the obligation for that Member of the Management Board to perform his/her duties in person, regardless of whether he/she is acting within the scope of his/her business activities.
2. The terms of the Contract shall be determined by the Supervisory Board in accordance with the provisions of the Policy and taking into account the relevant legal provisions in force on the date of conclusion of the Contract, in particular the conditions set out in the Managerial Salary Act.

3. The Contract includes the obligation for a Member of the Management Board to notify the Company of his/her intention to hold office in the governing bodies of another commercial company, to acquire shares or equity interests in such a company, and to obtain the Supervisory Board's consent for the above. It may also prohibit the Member of the Management Board from holding office in the governing bodies of any other commercial company or impose other restrictions on the Member's additional activities.
4. A Member of the Management Board cannot receive remuneration for serving as a member of a governing body in subsidiaries of the Company that are part of the capital group within the meaning of Article 4(14) of the Act of 16 February 2007 on the Protection of Competition and Consumers.
5. The Supervisory Board is authorised to specify the prohibitions and restrictions referred to in paragraphs 3 and 4 above, the reporting obligations regarding their implementation, and the sanctions for improper performance.
6. In the event of the expiry of a mandate, in particular as a result of death, dismissal or resignation, the Contract shall be terminated on the last day of the term of office without the need for any further action.
7. Each Party shall have the right to terminate the Contract with immediate effect in the event of a material breach of the provisions of the Contract by the other Party.
8. Each Party shall have the right to terminate the Contract for reasons other than those specified in paragraph 7, subject to a 3 (three) months' notice, provided that if, during the notice period, an event referred to in paragraph 6 occurs, resulting in the termination of the Contract due to the cessation of the performance of the function, the Contract shall be terminated in accordance with paragraph 6.
9. In the event of termination or cancellation of the Contract by the Company for reasons other than those specified in paragraph 7, a Member of the Management Board may be granted a severance payment not exceeding three times (three times) the Fixed Remuneration, provided that he/she has held the post for a period of at least 12 (twelve) months prior to the termination of this Contract.
10. The severance payment referred to in paragraph 9 shall not be payable to a Member of the Management Board in the following cases:
 - 1) termination, cancellation, or amendment of the Contract as a result of a change in the function performed by the Member of the Management Board within the Management Board;
 - 2) termination, cancellation, or amendment of the Contract as a result of the Manager's appointment to a further term of office on the Management Board;
 - 3) taking up the position of a Member of the Management Board in a Company within the Capital Group;
 - 4) resignation from the function.
11. Where no Contract has been concluded with a Member of the Management Board, the relationship arising from the act of appointment to the Management Board (corporate relationship) shall be established for the duration of his/her term of office in the Management Board and shall terminate in the cases specified in paragraph 6 above and in other cases specified by law.

§ 7

Non-competition contract and compensation thereunder

1. The Supervisory Board may enter into a non-competition contract with a Member of the Management Board, which shall remain in force after the Member ceases to hold office. However, such a Contract may only be entered into if the Member of the Management Board

has held office for a period of at least 6 (six) months, provided that the amount of the monthly compensation does not exceed 100% of the Fixed Remuneration.

2. It is not permissible to enter into a non-competition contract after the termination or cancellation of the Contract.
3. The period of the non-competition clause cannot exceed 6 (six) months following the Member of the Management Board's cessation of office.
4. In the event of non-performance or improper performance of the non-competition contract by a Member of the Management Board, he/she is obliged to pay a contractual penalty to the Company, not less than the amount of compensation due for the entire period of the non-competition obligation.
5. The Supervisory Board is obliged to specify in the non-competition Contract, at a minimum, activities that are competitive towards the Company, the amount of compensation payable for compliance with the non-competition clause, the payment deadlines for such compensation, the information obligations of the Member of the Management Board, and the circumstances in which the non-competition clause ceases to apply. It may also specify the Company's right to withdraw from the non-competition Contract or the parties' right to terminate the non-competition contract.

§ 8

Additional benefits

1. Notwithstanding the remuneration referred to in § 3 and § 4, the Supervisory Board may, in justified cases, grant Members of the Management Board the right to additional benefits in the Contract.
2. The Supervisory Board shall specify in the Contract the scope and rules governing the provision to a Member of the Management Board of technical equipment and resources constituting the Company's assets, which are necessary for the performance of his/her duties, and may also specify limits, or the method for determining such limits, on the costs incurred by the Company in connection with the provision and use of such equipment and resources by a Member of the Management Board for business purposes.
3. The Supervisory Board shall determine the scope and rules governing the use by Members of the Management Board of the additional benefits listed below, as well as the costs incurred by the Company in connection with the performance of his/her duties, in particular:
 - 1) the use of the Company's assets, including a company car, in accordance with the Company's rules;
 - 2) coverage of the costs of treatment, preventive healthcare, and medical care, including for immediate family members, provision of group insurance, and coverage of the costs of personal and property security;
 - 3) coverage of the costs of company accommodation by the Company or the provision of a housing allowance in the event of permanent residence at a considerable distance from the Company's registered office or from the town where the company operating the regulated market on which the Company's shares are traded has its registered office;
 - 4) reimbursement or coverage by the Company of the costs of individual training, including foreign language tuition, participation in postgraduate studies or other forms of education, and membership fees for industry organisations in which a Member of the Management Board represents the Company;
 - 5) bearing by the Company or refinancing of the basic contribution in respect of a Member of the Management Board's participation in the Company's occupational pension scheme operated pursuant to the Act of 20 April 2004 on occupational pension schemes, in accordance with the terms and conditions set out in the Company Contract;

- 6) coverage by the Company of the costs associated with providing Directors with civil liability insurance in connection with the provision of management services (the so-called D&O policy);
- 7) other benefits and entitlements to which the Company's employees are eligible under the Company's internal regulations or applicable rules;
- 8) other benefits related to the performance of duties within the Company, deemed reasonable by the Supervisory Board.

§ 9

Remuneration of Members of the Supervisory Board

1. The remuneration of Members of the Supervisory Board results from their appointment.
2. The remuneration structure for individuals serving as Members of the Supervisory Board of the Company consists of fixed remuneration determined in connection with their appointment as Chair of the Supervisory Board or as a Member of the Supervisory Board of the Company.
3. The monthly remuneration of Members of the Supervisory Board is calculated as the product of the remuneration base referred to in Article 1(3)(11) of the Managerial Salary Act and the following multiplier:
 - a) for the Chair of the Supervisory Board – 3.02;
 - b) for other members of the Supervisory Board – 2.75.
4. Members of the Supervisory Board are entitled to the remuneration referred to above, regardless of the number of meetings convened.
5. Remuneration shall not be payable for any month in which a member of the Supervisory Board was absent from all duly convened meetings and such absence was not excused. The Supervisory Board shall decide, by way of a resolution, whether the absence of a member of the Supervisory Board from a meeting is excused or not.

§ 10

Taking into account the working conditions and pay of the Company's employees when determining the remuneration of members of the Management Board and the Supervisory Board

When determining the principles and levels of remuneration for members of the Management Board and the Supervisory Board, account is taken of the remuneration principles applicable to all the Company's employees, including the benefits granted to employees by the Company and the current situation on the labour market in the location where the Company operates. In particular, when determining the level of remuneration for a Member of the Management Board, the Supervisory Board takes into account the current level of remuneration granted to employees holding managerial and independent positions within the Company.

§ 11

Establishment, implementation, and review of the Policy

1. The Policy shall be drawn up by the Management Board on each occasion. The Management Board is responsible for the information contained in the Policy. The Management Board shall implement the Policy and draw up updates to it.
2. The Supervisory Board shall issue an opinion on the Policy and monitor its implementation.
3. The final version of the Policy is subject to adoption by way of a resolution by the General Meeting, which may amend the draft Policy received.
4. A resolution on the Policy shall be adopted at least every 4 (four) years. A resolution on the Policy shall be adopted at least every 4 (four) years. Should the need for a material amendment

to the Policy be identified within a period of less than 4 (four) years from the adoption of the last amendment, the Supervisory Board or the Management Board (after obtaining the opinion from the Supervisory Board) shall submit an appropriate motion to the General Meeting. The Supervisory Board may submit a motion to the General Meeting to amend the Policy on its own initiative or at the request of the Management Board.

5. Each year, the Supervisory Board reviews the implementation of the Policy and prepares a remuneration report in accordance with the Public Offering Act.

§ 12

Management of conflicts of interest relating to the Policy

1. The division of responsibilities in determining the level of remuneration, as provided for in Articles 378 and 392 of the Commercial Companies Code, serves to prevent conflicts of interest arising in relation to matters governed by the Policy.
2. Should any Member of the Management Board or Member of the Supervisory Board identify a likelihood of a conflict of interest arising in relation to matters governed by the Policy, he/she shall report this to the Chair of the Supervisory Board (in the case of Members of the Management Board) or to the President of the Management Board (in the case of members of the Supervisory Board).
3. Upon receipt of the notification referred to in paragraph 2 above, the Supervisory Board shall initiate a procedure aimed at updating the Policy, in accordance with the provisions of the Policy, to eliminate or prevent the identified conflict of interest from arising.

§ 13

Achievement of the objectives set out in Article 90d(2) of the Public Offering Act through the Policy

The Policy contributes to the achievement of the objectives set out in Article 90d(2) of the Public Offering Act by determining the remuneration of Members of the Management Board in relation to:

- a) the management qualifications of Members of the Management Board,
- b) the length of service with the Company,
- c) the achievement of Management Objectives, including strategic objectives,
- d) the award of Variable Remuneration following the approval of audited financial statements and the granting of discharge, and
- e) the possibility of deferring payment of the variable component of remuneration.

§ 14

Remuneration in the form of financial instruments, pension schemes, and early retirement schemes

1. The Company does not grant remuneration in the form of financial instruments to members of the Management Board or members of the Supervisory Board.
2. The Company does not operate pension schemes or early retirement schemes for members of the Supervisory Board.

§15

Description of changes made to the previously applicable remuneration policy

1. This Policy amends § 3, § 4(2), § 6(1) and § 8(3) of the previously applicable Policy adopted by the Annual General Meeting by Resolution No. 35 of 27 June 2025. These amendments concern the determination of remuneration by specifying the possibility for a Member of the Management Board to exercise the right to a holiday or sick leave, which does not result in a reduction in the Fixed Remuneration, the expansion of the list of Management Objectives, the definition of the scope and rules for granting additional benefits to Members of the

Management Board, and align the Policy with the amended resolution on the rules for determining the remuneration of Members of the Management Board.

2. By Resolution No. 7 of 29 June 2021, the General Meeting gave a favourable opinion on the first report on the remuneration of the Company's Management Board and Supervisory Board members for the years 2019–2020, prepared by the Supervisory Board in accordance with the requirements of the Public Offering Act.

§ 16

Further details of the Policy

1. The General Meeting authorises the Supervisory Board to specify the details of the Policy set out in § 2 to § 8 above, including, in particular, the determination of the variable component of cash remuneration, subject to taking into account changes in the amount of such remuneration commensurate with the Company's financial results, the achievement of Management Objectives, and the occurrence of the conditions provided for in the Managerial Salary Act.
2. Pursuant to this authorisation, the Supervisory Board may also decide to set out the Policy in greater detail by adopting the Management Board Remuneration Regulations.

§ 17

Temporary suspension of the Policy

Subject to the restrictions set out in the Managerial Salary Act, where necessary to safeguard the Company's long-term interests and financial stability or to ensure its profitability, the Supervisory Board may decide to temporarily suspend the Policy. The grounds for a temporary suspension of the Policy are a situation threatening the Company's financial stability and the inability to ensure its profitability, resulting from a significant failure to meet budgetary targets. Such a waiver of the Policy is then effected by way of a resolution by the Supervisory Board, which may, on a one-off basis, specify a waiver period not exceeding 12 (twelve) months. The waiver may apply to both Fixed Remuneration and Variable Remuneration.

§ 18

Publication of the Policy

The Company shall immediately publish this Policy and the resolution concerning this Policy, together with the date of its adoption and the results of the vote, on its website. These documents shall remain available for at least as long as they remain in force.

§ 19

Final Provisions

1. This Policy shall enter into force on the date on which the Company's General Meeting adopts a resolution on its adoption.
2. The provisions in force to date shall apply to benefits and entitlements acquired prior to the date on which the Policy will enter into force.