

**RESOLUTION NO [●]
of the Extraordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 4 December 2025**

concerning the election of Chairperson of the Extraordinary 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 an secret ballot.

**RESOLUTION NO [●]
of the Extraordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 4 December 2025**

concerning the adoption of the agenda of the Extraordinary General Meeting

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

§ 1

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

1. The opening of the General Meeting.
2. The election of Chairperson of the General Meeting.
3. The ascertainment of the correctness of convening the General Meeting and its capability of adopting binding resolutions.
4. The adoption of the agenda of the General Meeting.
5. The adoption of the decision not to elect the Returning Committee.
6. The adoption of concerning amendments to the Statutes and the object of the Company's economic activity.
7. The adoption of resolutions concerning changes in the composition of the Supervisory Board.
8. The adoption of a resolution concerning the payment of the costs related to the convening and holding of the Extraordinary General Meeting.
9. The closing of the 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 Extraordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 4 December 2025**

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

§ 1

The Extraordinary 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 Extraordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 4 December 2025**

concerning amendments to the Statutes and the object of the Company's economic activity

Acting pursuant to Article 430 § 1 and § 5 of the Commercial Companies Code and § 37 clause 1 item 8 of the Company Statutes, the Extraordinary General Meeting of the Company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("**Company**") adopts as follows:

§ 1

The Extraordinary General Meeting introduces the following amendments into the content of the Company Statutes:

1. in § 3, clause 1 is changed as follows:

"1. The Company's economic activity shall include the following:

- 1) Mining of hard coal (PKD 05.10.Z),*
- 2) Mining of lignite (PKD 05.20.Z),*
- 3) Mining of uranium and thorium ores (PKD 07.21.Z),*
- 4) Operation of gravel and sand pits and mining of clay and kaolin (PKD 08.12.Z),*
- 5) Mining and quarrying n.e.c. (PKD 08.9),*
- 6) Support activities for other mining and quarrying (PKD 09.90.Z),*
- 7) Manufacture and processing of coke oven products (PKD 19.10.Z),*
- 8) Manufacture of chemicals and chemical products (PKD 20),*
- 9) Processing of nuclear fuel (PKD 24.46.Z),*
- 10) Manufacture of metal structures and parts of structures (PKD 25.11.Z),*
- 11) Manufacture of electronic components (PKD 26.11.Z),*
- 12) Manufacture of electric motors, generators and transformers (PKD 27.11.Z),*
- 13) Manufacture of electricity distribution and control apparatus (PKD 27.12.Z),*
- 14) Manufacture of wiring devices (PKD 27.33.Z),*
- 15) Manufacture of other electrical equipment (PKD 27.90.Z),*
- 16) Repair, maintenance and installation of machinery and equipment (PKD 33),*
- 17) Electric power generation, transmission and distribution, trade of electricity (PKD 35.1),*
- 18) Manufacture of gaseous fuels, and distribution and trade of gaseous fuels through mains (PKD 35.2),*
- 19) Steam and air conditioning supply (PKD 35.3),*
- 20) Water collection, treatment and supply (PKD 36.00.Z),*

- 21) *Sewerage (PKD 37.00.Z),*
- 22) *Waste collection, recovery and disposal activities (PKD 38),*
- 23) *Remediation activities and other waste management service activities (PKD 39.00.Z),*
- 24) *Construction of utility projects (PKD 42.2),*
- 25) *Construction of water projects (PKD 42.91.Z),*
- 26) *Construction of other civil engineering projects n.e.c. (PKD 42.99. Z),*
- 27) *Specialised construction activities (PKD 43),*
- 28) *Wholesale on a fee or contract basis (PKD 46.1),*
- 29) *Wholesale of other machinery and equipment (PKD 46.64.Z),*
- 30) *Other specialized wholesale (PKD 46.8),*
- 31) *Freight rail transport (PKD 49.20.Z),*
- 32) *Freight transport by road (PKD 49.41.Z),*
- 33) *Transport via pipeline (PKD 49.5),*
- 34) *Warehousing and storage of other goods (PKD 52.10.B),*
- 35) *Cargo handling at other handling points (PKD 52.24.C),*
- 36) *Free access and subscription television programming, broadcasting and video distribution activities (PKD 60.20.Z),*
- 37) *Other content distribution activities (PKD 60.39 Z),*
- 38) *Telecommunication (PKD 61),*
- 39) *Computer programming, consultancy and related activities (PKD 62),*
- 40) *Data centre co-location and cloud computing activities (PKD 63.10.A),*
- 41) *DNS service activities (PKD 63.10.B),*
- 42) *Content delivery network server activities (PKD 63.10.C),*
- 43) *Other computing infrastructure, data processing, hosting and related activities (PKD 63.10.D),*
- 44) *Other information service activities (PKD 63.92.Z),*
- 45) *Other monetary intermediation (PKD 64.19.Z),*
- 46) *Activities of holding companies (PKD 64.21.Z),*
- 47) *Activities of financing conduits. (PKD 64.22.Z),*
- 48) *Activities of money market and non-money market investment funds (PKD 64.31.Z),*
- 49) *Activities of trust institutions (PKD 64.32.Z),*
- 50) *Other financial service activities, except insurance and pension funding (PKD 64.9),*
- 51) *Security and commodity contracts brokerage (PKD 66.12.Z),*

- 52) *Other activities auxiliary to financial services, except insurance and pension funding (PKD 66.19.Z),*
- 53) *Activities of insurance agents and brokers (PKD 66.22.Z),*
- 54) *Fund management activities (PKD 66.30.Z),*
- 55) *Buying and selling of own real estate (PKD 68.11.Z),*
- 56) *Development of residential building projects (PKD 68.12. A),*
- 57) *Development of non-residential building projects (PKD 68.12. B),*
- 58) *Development of other building projects (PKD 68.12. C),*
- 59) *Rental and operating of own or leased real estate (PKD 68.20.Z),*
- 60) *Activities related to the management of real estate on a fee or contract basis (PKD 68.32.B),*
- 61) *Other real estate activities on a fee or contract basis n.e.c. (PKD 68.32.C),*
- 62) *Accounting, bookkeeping and auditing activities (PKD 69.20. A),*
- 63) *Activities of head offices (PKD 70.10.A),*
- 64) *Activities of shared services centres (PKD 70.10.B),*
- 65) *Business and other management consultancy activities (PKD 70.20.Z),*
- 66) *Architectural and engineering activities and related technical consultancy (PKD 71.1),*
- 67) *Technical testing and analysis (PKD 71.2),*
- 68) *Other research and experimental development on natural sciences and engineering (PKD 72.10.Z),*
- 69) *Market research and public opinion polling (PKD 73.20.Z),*
- 70) *Graphic design and visual communication activities (PKD 74.12.Z),*
- 71) *Other specialised design activities (PKD 74.14.Z),*
- 72) *All other professional, scientific and technical activities n.e.c. (PKD 74.99.Z),*
- 73) *Rental and leasing of cars and light motor vehicles and motorcycles (PKD 77.11.Z),*
- 74) *Rental and leasing of trucks (PKD 77.12.Z),*
- 75) *Renting and leasing of construction and civil engineering machinery and equipment (PKD 77.32.Z),*
- 76) *Rental and leasing of other machinery, equipment and tangible goods n.e.c. (PKD 77.39.Z),*
- 77) *Security activities for security systems operation (PKD 80.09.Z),*
- 78) *Business support service activities n.e.c. (PKD 82.9),*
- 79) *Regulation of and contribution to more efficient operation of businesses (PKD 84.13.Z),*
- 80) *Courses and trainings related to acquiring knowledge, skills and professional qualifications in non-school forms (PKD 85.59.B),*

- 81) *Teacher professional development institutions (PKD 85.59.C),*
- 82) *Other education n.e.c. (PKD 85.59. D),*
- 83) *Activities supporting education n.e.c. (PKD 85.69.Z)."*

2. in § 4, clause 3 is changed as follows:

"3. The Company may be a member of associations, chambers of commerce or join organisations, both in Poland and abroad."

3. in § 14 clause 3, item 4) is changed as follows:

"4) making donations and releasing from debts or concluding other agreements with a similar effect,"

4. in § 14 clause 3, item 6) is changed as follows:

"6) concluding by the Company other agreements than the above-mentioned or incurring liabilities other than the above-mentioned, with a value exceeding 400,000 zlotys in each case, excluding agreements or incurring liabilities related to trade transactions concerning electricity and gas, CO₂ emission allowances, related products and rights related thereto, the capacity market and other capacity mechanisms, the balancing market, and those related to the purchase and sale of fuels, production raw materials and combustion products, subject to clause 4 item 1) below,"

5. in § 14 clause 3, the items previously numbered 6) - 17) are renumbered 7) - 18),

6. in § 14 clause 3, item 8) is changed as follows:

"8) appointing Company proxies authorised to incur liabilities with a value exceeding 400,000 zlotys, excluding (i) the powers of attorney to conclude or amend agreements, or to incur liabilities related to trade transactions concerning electricity and gas, CO₂ emission allowances, related products and rights related thereto, the capacity market and other capacity mechanisms, the balancing market, and those related to the purchase and sale of fuels, production raw materials and combustion products, where the value of the agreement or the liability incurred does not exceed 20% of the total assets within the meaning of Accounting Act of 29 September 1994, (ii) the powers of attorney ad litem,"

7. in § 14 clause 3, item 13) is changed as follows:

"13) adopting the Company's financial plans, including investment and sponsorship plans,"

8. in § 14 clause 3), the full stop after item 18 is replaced by a comma and a new item 19) is added as follows:

"19) implementing investment undertakings by the Company or the companies directly or indirectly dependent on the Company (within the meaning of the Commercial Companies Code), as well as the implementation of investment undertakings by the companies in which the Company or its directly or indirectly dependent companies hold shares, including investment undertakings co-financed or secured by the Company, or on the Company's assets,

with a value exceeding 200,000,000 zlotys, and for investment undertakings concerning or related to the distribution network within the meaning of the energy law, with a value exceeding 40,000,000 zlotys."

9. in § 14, clause 4 is changed as follows:

"4. Irrespective of the matters mentioned in clauses 2 and 3 above, a resolution of the Management Board shall be required:

- 1) for concluding by the Company agreements or incurring liabilities related to trade transactions concerning electricity and gas, CO₂ emission allowances, related products and rights related thereto, the capacity market and other capacity mechanisms, the balancing market, and those related to the purchase and sale of fuels, production raw materials and combustion products, where the value of the agreement or the liability incurred exceeds 20% of the total assets within the meaning of the Accounting Act of 29 September 1994, established on the basis of the latest approved financial statements,*
- 2) for every matter submitted by the Management Board to the Supervisory Board or the General Meeting for consideration."*

10. in § 15, clause 2 is changed as follows:

"2. Members of the Management Board shall be appointed for a joint term of office which lasts three full financial years. A member of the Management Board shall meet the conditions specified in Article 22 of the State Property Management Act."

11. in § 18 clause 1, item 3) is changed as follows:

"3) preparing and submitting to the General Meeting a written Supervisory Board's report for the previous financial year,".

12. in § 18 clause 1, item 5) is changed as follows:

"5) approving the Company's financial plans, including investment and sponsorship plans, as well as determining their scope and deadlines for submission by the Management Board,"

13. in § 18 clause 1, item 12) is changed as follows:

"12) providing opinions on the Management Board's reports on representation expenses, expenses on legal services, marketing services, public relations services and social communication services, and management consultancy services, as well as a report on the use of the good practices referred to in Article 7 clause 3 item 2 of the State Property Management Act of 16 December 2016,"

14. in § 18 clause 2, item 5) is changed as follows:

"5) concluding by the Company:

- a) a donation agreement or other agreements having a similar effect whose value exceeds 20,000 zlotys or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994, established on the basis of the latest approved financial statements,*

- b) *an agreement unrelated to the Company's economic activities specified in § 3 clause 1 of the Statutes whose value equals at least 50,000 zlotys,*
- c) *an agreement of debt release or other agreements having a similar effect whose value exceeds 50,000 zlotys or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994, established on the basis of the latest approved financial statements,*
- d) *an agreement for the provision of legal services, marketing services, public relations and social communication services, as well as management consultancy services, if the amount of remuneration to be paid for the services provided under this agreement or other agreements concluded with the same entity exceeds 500,000 zlotys net per year in total,*
- e) *changes in agreements for the provision of legal services, marketing services, public relations services, social communication services and management consultancy services if such changes increase the amount of remuneration above the amount referred to in letter d,*
- f) *agreements for the provision of legal services, marketing services, public relations services and social communication services as well as management consultancy services, which do not provide for the maximum amount of remuneration,"*

15. in § 18 clause 2, item 8) is changed as follows:

"8) the Company's incurring other liabilities with a value equal to or exceeding 400,000,000 zlotys, excluding agreements or liabilities related to:

- a) *trade transactions concerning electricity and gas, related products and rights related thereto,*
- b) *capacity market and other capacity mechanisms,*
- c) *balancing market,*
- d) *CO₂ emission allowances,*
- e) *purchase and sale of fuels and production raw materials and combustion products,*
- f) *joint financial liquidity management ("cash pooling"), to which the Company is a party as a coordinator or as a participant, and the companies directly or indirectly dependent on the Company (within the meaning of the Commercial Companies Code) are participants or a coordinator, as well as a bank, provided that the Supervisory Board's consent is not also required for the establishment of debt limits granted by the Company under joint liquidity management for system participants,"*

16. in § 18 clause 2, item 10) is changed as follows:

"10) implementing investment undertakings by the Company or the companies directly or indirectly dependent on the Company (within the meaning of the Commercial Companies Code), as well as the implementation of investment undertakings by the companies in which the Company or its directly or indirectly dependent companies hold shares, including investment undertakings co-financed or secured by the Company, or on the Company's assets,

with a value exceeding 500,000,000 zlotys, and for investment undertakings concerning or related to the distribution network within the meaning of the energy law, with a value exceeding 80,000,000 zlotys."

17. in §18 clause 2, the items 11), 12 and 13) are deleted,

18. in § 18 clause 2, the items previously numbered 14) – 15) are renumbered 11) – 12) and will have the following new wording:

"11) the manner of exercising the voting right by a representative of the Company at General Meetings or Shareholders' Meetings of companies whose objects include electric power generation, or distribution or trade, in matters concerning the following:

- a) the incurring of contingent liabilities by such companies, excluding incurring of contingent liabilities incurred towards the Company,*
- b) the conclusion of credit or loan agreements by these companies, excluding loan agreements concluded with the Company,*
- c) the establishment of security interests by these companies including on their assets, excluding the establishment of security interests in favour of the Company,*

for investment undertakings with a value exceeding 500,000,000 zlotys, and for investment undertakings concerning or related to the distribution network within the meaning of the energy law, with a value exceeding 80,000,000 zlotys,

12) the manner of exercising the voting right by a representative of the Company at General Meetings or Shareholders' Meetings in companies for which the Company is the dominant entity within the meaning of Article 4 item 3 of the Competition and Consumer Protection Act of 16 February 2007, in the following matters:

- a) the establishment of another company by a company,*
- b) changes in a company's statutes, articles of association or objects,*
- c) a company's merger, transformation, demerger, dissolution or liquidation,*
- d) an increase or decrease in a company's share capital,*
- e) the disposal or lease of a company's undertaking or its organised part, or the establishment of a limited property right thereon,*
- f) the redemption of shares,*
- g) the determination of remuneration for members of management boards and supervisory boards,*
- h) decisions with respect to claims for compensation of damage caused in connection with the establishment of a company and the fulfilment of managerial or supervisory duties,*
- i) matters referred to in Article 17 clause 1 of the State Property Management Act of 16 December 2016, subject to § 42 item 8."*

19. in § 20, clause 7 is changed as follows:

"7. Members of the of the Supervisory Board shall be appointed for a joint term of office which lasts three full financial years."

20. in § 23, clause 2 is changed as follows:

"2. The first meeting of the Supervisory Board in a new term of office shall be convened by the Chairperson of the General Meeting at which the Supervisory Board is elected, before the closing of the General Meeting. The date of such meeting may not fall later than two weeks after the date of the General Meeting. In the event that the first meeting of the Supervisory Board is not convened in this manner, the first meeting of the Supervisory Board shall be convened by the Management Board, and the date of the meeting may not be later than four weeks after the date of the General Meeting."

21. in § 23, clause 3 is changed as follows:

"3. Meetings of the Supervisory Board shall be convened by the Chairperson of the Board or the Vice Chairperson in place of the Chairperson. A meeting of the Supervisory Board should be also convened at the request of any member of the Supervisory Board or at the request of the Management Board."

22. in § 24, clause 2 is changed as follows:

"2. An invitation to a meeting of the Supervisory Board shall specify the date and place of such meeting, as well as the possibility of using means of direct remote communication during the meeting. A detailed agenda of a meeting shall be attached to such invitation."

23. in § 42, items 5-7 are changed as follows:

"5) to provide the Supervisory Board with quarterly information on investment undertakings referred to in § 18 clause 2 item 10), irrespective of progress in the execution of a particular undertaking or project,

6) to provide the Supervisory Board with information on the course of, and decisions adopted at, General Meetings or Shareholders' Meetings with respect to matters referred to in § 18 clause 2 item 11),

7) to provide the Supervisory Board within two months after the end of General Meetings/Shareholders' Meetings in companies in which the Company holds shares - such meetings dealing with the approval of financial statements and reports on business activities or consolidated financial statements of capital groups and reports on business activities of capital groups - with annual information concerning the execution of investment undertakings with a value exceeding 500,000,000 zlotys and concerning or related to distribution network within the meaning of the energy law with a value exceeding 80,000,000 zlotys,

24. in § 42, item 9 is changed as follows:

"9) to draw up a report on representation expenses, expenses on legal services, marketing services, public relations services, social communication services and management consultancy services, as well as a report on the use of the good practices referred to in Article 7 clause 3 item 2 of the State Property

Management Act of 16 December 2016, and to submit such reports together with the Management Board's report on the Company's activities for the previous financial year to the Supervisory Board."

25. in § 45, clause 6 is changed as follows:

"6. Whenever these Statutes refer to the conclusion of an agreement – if these Statutes do not provide for any other basis – the following shall be adopted to determine its value:

- 1) in the case of an agreement concluded for a definite period of time – the total value of benefits under such an agreement for its entire term,*
- 2) in the case of an agreement concluded for a indefinite period of time – the total value of benefits under such an agreement for a period of 5 years.*

26. in § 45, clause 9 is deleted

§ 2

The Extraordinary General Meeting hereby authorises the Supervisory Board to establish the consolidated text of the Company Statutes, taking into account the amendments resulting from the provisions of this resolution of the General Meeting.

§ 3

The resolution becomes effective as at the time of its adoption, with full legal effect as of the day of entering the aforementioned amendments in the register of entrepreneurs of the National Court Register.

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 Extraordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 4 December 2025**

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 Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Extraordinary 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 an secret ballot.

**RESOLUTION NO [●]
of the Extraordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 4 December 2025**

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 Extraordinary General Meeting of "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin ("Company") adopts as follows:

§ 1

The Extraordinary General Meeting appoints Ms/Mr [●] as 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 an secret ballot.

**RESOLUTION NO [●]
of the Extraordinary General Meeting
of 'PGE Polska Grupa Energetyczna Spółka Akcyjna'
dated 4 December 2025**

*concerning the payment of the costs related to the convening and holding of the Extraordinary
General Meeting*

Acting pursuant to Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of the company "PGE Polska Grupa Energetyczna Spółka Akcyjna" with its registered office in Lublin (the "**Company**") adopts as follows:

§ 1

The Extraordinary General Meeting decides that the costs related to the convening and holding of this Extraordinary General Meeting are to be borne by 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 an open ballot.