

Warsaw, 21 May 2021

KG/120/2021

**Management Board
of ENERGA Spółka Akcyjna
Al. Grunwaldzka 472
80-309 Gdańsk**

**MOTION BY A SHAREHOLDER REPRESENTING AT LEAST ONE-TWENTIETH OF THE SHARE
CAPITAL TO PLACE CERTAIN ITEMS ON THE AGENDA OF THE ORDINARY GENERAL MEETING
CONVENED FOR 14 JUNE 2021**

Acting for Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock (hereinafter also referred to as: "PKN ORLEN S.A."), as a shareholder of ENERGA Spółka Akcyjna with its registered office in Gdańsk (hereinafter also referred to as: "ENERGA S.A.", "the Company"), holding the total of 376,488,640 shares, which represent 90.92% of the share capital of ENERGA S.A. and entitle to 521,416,640 votes, which represent 93.28% of the total number of votes, i.e., who independently represents at least one-twentieth of the share capital of ENERGA S.A. pursuant to Article 401 § 1 of the Code of Commercial Companies, we request to place the following items on the agenda of the Ordinary General Meeting convened for 14 June 2021, after Item 12 "Passing of a resolution on issuing an opinion concerning the report of the Supervisory Board of ENERGA S.A. on remuneration of members of the Management Board and the Supervisory Board for 2019–2020", reading as follows:

- 13) Adoption of a resolution on amendments to the Company's Articles of Association,
- 14) Adoption of a resolution on the consolidated text of the Company's Articles of Association.

Statement of reasons

PKN ORLEN S.A. moves to amend the following provisions of the Articles of Association of ENERGA S.A.:

- current § 16 Section 1 item 16 letter h reading as follows:

"h) subscription to or acquisition of shares in other companies, with the value over:

- PLN 20,000,000 or,
- 10% of the total assets, within the meaning of the Act on Accounting of 29 September 1994, as determined based on the last financial statements,"

shall be worded as follows:

"h) subscription to or acquisition of shares, within the meaning of the Act on State Property Management of 16 December 2016, of another company,"

- current § 16 Section 1 item 16 letter i reading as follows:

"i) disposal of shares in other companies, with the value over:

- PLN 20,000,000 or,
- 10% of the total assets, within the meaning of the Act on Accounting of 29 September 1994, as determined based on the last financial statements,"

shall be worded as follows:

i) disposal of shares, within the meaning of the Act on State Property Management of 16 December 2016, of another company,"

The proposed change will allow to increase supervision of the Supervisory Board over ENERGA S.A.'s exposure to other entities, regardless of the volume and value of shares. Besides, it is proposed to refer to the definition of shares within the meaning of the Act on State Property Management of 16 December 2016 in the above

provisions of the Articles of Association, which shall mean shares in a joint-stock company, shares in a limited joint-stock partnership, shares in a European company or shares in a limited liability company.

➤ current § 16 Section 2 item 4 letter b reading as follows:

“b) application of good practices referred to in Article 7 (3) of the Act on State Property Management of 16 December 2016, if applicable to the Company”

shall be worded as follows:

“b) application of good practices referred to in Article 7 (3) (2) of the Act on State Property Management of 16 December 2016, if applicable to the Company”.

In 2020, the Act on State Property Management was amended as regards the reference to the new wording of Article 7 (3) (2), i.e., good practices in particular in the area of corporate governance, corporate social responsibility and sponsoring, addressed to companies with State Treasury shareholding. The then current Clauses 2 and 3 of Article 7 of the Act were combined into one clause. The proposed amendments are aimed at aligning the wording of the Articles of Association with the amended Act.

For Polski Koncern Naftowy ORLEN S.A.

/stamp:/ Member of the Management Board,
Corporate Affairs
/illegible signature/
Armen Konrad Artwich

/stamp:/ Member of the Management Board,
Finance
/illegible signature/
Jan Szewczak

Appendices:

1. Draft resolution of the Ordinary General Meeting of ENERGA Spółka Akcyjna on amendments to the Company's Articles of Association
2. Draft resolution of the Ordinary General Meeting of ENERGA Spółka Akcyjna on the consolidated text of the Company's Articles of Association
3. Printout of the information equivalent to the valid excerpt from the Register of Entrepreneurs regarding PKN ORLEN S.A. dated 21 May 2021