Gdańsk, 14 April 2022

The General Meeting
of ENERGA Spółka Akcyjna

MOTION OF THE MANAGEMENT BOARD OF ENERGA S.A.
TO THE GENERAL MEETING OF ENERGA S.A.

The Management Board of ENERGA SA, acting pursuant to Article 430 § 1 of the Commercial Companies Code, hereby motions to amend the Articles of Association of the Company, as referred to in Appendix 1 to this motion, and to adopt the consolidated text as presented in Appendix 2 to this motion. On 21 April 2022, the Supervisory Board of the Company issued a positive opinion on this Motion by way of Resolution No 74/VI/2022.

REASONING

Having regard to the current text of the Articles of Association of the Company adopted with a resolution of the Ordinary General Meeting of ENERGA S.A. on 14 June 2021 and given the identified need to amend some of its provisions to word them in greater detail, it is necessary to amend the Articles of Association. The following subparagraphs should be amended:

1) § 16 subpara. 1 point 16 item a) second indent
currently reading as follows:

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

shall read as follows:

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

Reasoning

The purpose of the amendment is to word the provisions in greater detail: the word “approved” was added with regard to financial statements, in accordance with the text of the Act of 16 December 2016 on the Rules of Managing State Assets (consolidated text: Journal of Laws of 2021, item 1933 as amended). A reference to the approved financial statements ensures that an interpretation collision with the category of financial statements prepared or signed is avoided: cf. art. 52 of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2021, item 217, as amended), which may be found in the Company before the approval, preceded with the audit). In addition, such a wording is present in other provisions of the Articles of Association, for example in item b of amended point 16.

2) § 16 subpara. 1 point 16 item d)

currently reading as follows:

d) contracting contingent liabilities, including the granting by the Company of financial guarantees and sureties the value of which exceeds PLN 10,000,000, except for contingent liabilities pertaining to subsidiaries,

shall read as follows:

d) contracting contingent liabilities the value of which exceeds PLN 10,000,000, including the granting by the Company of financial guarantees and sureties, except for contingent liabilities pertaining to subsidiaries,

Reasoning

The provision was worded in greater detail in a way that clearly demonstrates that, as a rule, a consent from the Supervisory Board is required for contingent liabilities of over PLN 10 million PLN, as such. The lack of a comma after the word "financial" could (reasonably in grammatical but not functional terms) justify the interpretation that the value of contingent liabilities includes the so-called value threshold only for sureties and guarantees. From the point of view of the principles of managing the company's affairs, the application of this criterion is not justified.

The proposed amendments are not limited to placing a comma in the aforementioned place, but follows the more appropriate assumption that the catalogue of example transactions should follow the identification of a given category of such transactions referred for discussion by the Supervisory Board of ENERGA S.A.

3) § 16 subpara. 1 point 16 item j)

currently reading as follows:

j) investment projects concerning or related to a generation unit and a co-generation unit with a value exceeding EUR 50,000,000 or a distribution network with a value exceeding EUR 5,000,000 - within the meaning of the Energy Law – implemented or co-financed or secured by the Company or on the Company's assets,

shall read as follows:

j) – investment projects relating to or associated with a generation unit and a co-generation unit or a distribution network within the meaning of the Energy Law if the value of the project exceeds EUR 50,000,000 for a generation unit or a co-generation unit and exceeds EUR 5,000,000 for a distribution network –

(i) implementation of the project by the Company, or

(ii) the Company granting a collateral for the implementation or financing of the project, or

(iii) its co-financing,

Reasoning

The purpose of the amendment is to word the provision in greater detail and is aimed at a clearer presentation of the scope of application of this provision. It applies when the Company implements the projects described therein, the value of which exceeds the thresholds indicated therein, or when the Company provides a collateral (regardless of the value of the collateral) for the implementation of such a project or for project financing, and also when the Company co-finances such projects. The editorial changes clearly reflect that the provision in question applies to the situation of direct involvement of the Company in specific projects, to the extent described in this provision.

The current wording did not distinguish the involvement of the Company from the project itself, which is particularly important in terms of providing a collateral or co-financing it by the Company. It is obvious that in such a case the lack of the consent from the Supervisory Board will mean the lack of the relevant involvement, not the lack (non-existence) of a given project, which will be implemented by another entity (third party) that wants to establish co-operation with the Company or seeks security from it.

4) § 16 subpara. 1 point 22

currently reading as follows:

22) defining the mode for exercising the voting right by the Company at the general meetings or shareholders' meetings of companies involved in generation, transmission or distribution of electricity in the following matters:
   a) incurring of contingent liabilities by such companies,
   b) signing of credit facility and loan agreements,
   c) the establishment of collateral by such companies, including the establishment of security interests on their assets,
   d) signing of other agreements or passing resolutions of a general meeting of shareholders or the shareholders' meeting

   pertaining to or associated with generation units, co-generation units with a value in excess of EUR 50,000,000 or a distribution grid within the meaning of the Energy Law with a value in excess of EUR 5,000,000,

shall read as follows:

22) defining the mode for exercising the voting right by the Company at the general meetings or shareholders' meetings of companies involved in generation, transmission or distribution of electricity in the following matters:
   a) incurring of contingent liabilities by such companies,
   b) signing of credit facility and loan agreements,
   c) the establishment of collateral by such companies, including the establishment of security interests on their assets,
   d) concluding other agreements or determining the manner of exercising the voting rights by these companies at the general meeting or shareholders' meeting of the company in which these companies hold shares or stocks,

   relating to or associated with generation units, co-generation units or a distribution network within the meaning of the Energy Law if the value of liabilities of such a company under the agreement or the value of the matter which is the subject of the resolution exceeds EUR 50,000,000 for a generation unit or a co-generation unit and exceeds EUR 5,000,000 for a distribution network

Reasoning

The purpose of the amendment is to word the provision in greater detail in order to clearly reflect the scope of application of this provision.

The amendment highlights that the provision of item d encompasses matters where the meeting of shareholders/ general meeting of shareholders of the company in which ENERGA S.A. takes part as a shareholder defines the way in which the voting right is exercised at the meeting of shareholders/ general meeting of shareholders of the company in which the company referred to in point subparagraph 22 holds shares (the so-called cascade definition of the voting method). The current (existing) wording is too simplified, which may raise interpretation doubts as to what type of activity of the Company is meant. "Adopting a resolution on adopting a resolution" is not a precise expression. The current model (appropriate in a number of provisions of Articles of Association) clearly concerns the representative mandate relating to a resolution or determining the manner of voting. It may, obviously, have a 'cascade' dimension, consisting in the fact that the Supervisory Board determines the method of voting of the Company at the meeting of the subsidiary on the resolution on the manner of voting by that subsidiary at the meeting of the company in which it will participate as a shareholder.

The amendment will also eliminate the apparent extreme interpretation, not justified *a limine*, that this provision concerns voting not by a subsidiary at the meeting, but at its meeting, which results from equating the phrase of "concluding other agreements" with the phrase of "adopting resolutions", without taking into account the fact that it is the subsidiary that "concludes" (agreements) and "adopts resolutions" (votes).

5) § 16 subpara. 1 point 23 item j)

currently reading as follows:

j) pertaining to generation units, co-generation units with a value in excess of EUR 50,000,000 or distribution grids within the meaning of the Energy Law with a value in excess of EUR of 5,000,000,

is repealed

Reasoning

Following a review of the Articles of Association it was found that the provision should be eliminated as redundant, since § 16 subpara. 1 point 22 above refers to matters relating to generation units, co-generation units or a distribution network. The existence of provisions of item j) in this point means that there are (and may still appear) cases that do not have the importance vested to them by provisions of point 22, which due to the general wording of point 23 item j) are discussed by the Supervisory Board, without applying the appropriate criterion of the category (importance) of matters.

The lack of such categorization results in the ad hoc involvement of the Supervisory Board in matters where it did not make similar decisions regarding development of such matters before, just because they were not the subject of resolutions of the subsidiary's meeting of shareholders.

Linking this change with the amendment to § 16 para. 2 points 1 and 2 at the same time does not cause a *sui generis* resignation from supervision, on the contrary, it supports more universal supervision, which does not depend on whether the Board was involved in the decision-making process.

6) § 16 subpara. 2 point 1

currently reading as follows:

1) provide the Supervisory Board with quarterly information on the investment projects referred to in section 1 clause 16 (j) above, regardless of the progress of the project,

shall read as follows:

1) provide the Supervisory Board with quarterly information about investment projects pursued by the companies in which the Company holds shares with a total nominal value in excess of PLN 20,000,000 and which at the same time represent more than 50% of the share capital of such companies or where the Company is the parent entity within the meaning of provisions of the Commercial Companies Code if such projects involve generation units, co-generation units or distribution networks within the meaning of the Energy Law and the value of the project exceeds EUR 50,000,000 for a generation unit or a co-generation unit and exceeds EUR 5,000,000 for a distribution network - regardless of how advanced the progress of the project is,

Reasoning

Amendment of point 1 in subpara. 2 is related to the amendment (repealing) of § 16 para. 1 point 23 item j), and introduces the requirement to inform the Supervisory Board of projects subject to the current wording of § 16 para. 1 point 23 item j) not only when the Management Board of the Company was to vote at the meeting of the company implementing a given project in this respect, but the requirement to inform of all projects that meet the premise set out in para. 1 point 23 (it is - for the sake of clean construction - completely transplanted, without referral, which would be unjustified). As a consequence, information for the Supervisory Board will relate to projects of a given type, regardless of whether the resolution of the meeting of shareholders of such

a subsidiary was adopted earlier, since quarterly, i.e. periodic information, is mentioned and not information referring to information concerning specific events.

7) § 16 subpara. 2 point 2

currently reading as follows:

1) provide the Supervisory Board with information on the course of and decisions made at the general meeting in the matters referred to in section 1 item 21 and item 22 (j),

shall read as follows:

2) provide the Supervisory Board with information on the course of and decisions taken at the general meeting or shareholders' meeting of the company referred to in para. 1 point 22 and 23 - with regard to the matters referred to in para. 1 point 22 and point 1 of this subparagraph above.

Reasoning

The amendment adjusts the wording of the provision to the changes in § 16 subpara. 2 point 1 (presented in the preceding point of the reasoning) and ensures that the Supervisory Board is informed about the matters referred to in § 16 subpara. 1 point 22 (at the same time correcting the existing numbering of the relevant points in subpara. 1). The new wording is to ensure that the Supervisory Board is kept informed, assuming that the information on the resolutions adopted should not be limited to information only about the resolutions (on which the Company voted) for which the Supervisory Board has determined the manner of voting by the Management Board.

Draft Resolution of the General Meeting of Shareholders which reflects the changes described above is attached to this motion.

Appendices:

1) Articles of Association of ENERGA S.A. with highlighted amendments to be introduced,
2) Draft consolidated text of the Articles of Association,
3) Draft resolution of the General Meeting of ENERGA S.A. amending the Articles of Association of ENERGA S.A.
4) Draft resolution of the General Meeting of ENERGA S.A. on adoption of the consolidated text of the Articles of Association of ENERGA S.A.

For the Management Board of ENERGA S.A.