

Warsaw, 27 April 2022

KG/ 60 /2022

**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 PUT CERTAIN ITEMS ON THE AGENDA OF THE ANNUAL GENERAL MEETING  
CONVENED FOR 20 MAY 2022**

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 carry 521,416,640 votes, which represent 93.28% of the total number of votes, i.e., which individually represents at least one-twentieth of the share capital of ENERGA S.A. under Article 401(1) of the Polish Commercial Companies Code, we move that the following item 16 be put on the agenda of the Annual General Meeting convened for 20 May 2022, following item 15. "Presentation of information on the application by ENERGA S.A. of Best Practice for GPW Listed Companies 2021":

"16. Adoption of a resolution on the establishment of the principles of setting the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna and on repealing Resolution 34 of the Annual General Meeting of 29 June 2020."

**Statement of reasons**

PKN ORLEN S.A., as the majority shareholder of the Company, moves that the above item be put on the agenda of the Annual General Meeting due to the need to bring the wording of Resolution 34 of the Annual General Meeting of ENERGA S.A. of 29 June 2020 on the establishment of the principles of setting the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna and on repealing Resolution 21 of the Annual General Meeting of 25 June 2019 (hereinafter: "Resolution 34 of the Annual General Meeting of ENERGA S.A. of 29 June 2020") in line with the principles of remuneration of members of the management and supervisory boards of the ORLEN Group companies in place in the ORLEN Group.

The submitted draft resolution of the Annual General Meeting on the establishment of the principles of setting the remuneration of Members of the Supervisory Board clarifies Resolution 34 of the Annual General Meeting of ENERGA S.A. of 29 June 2020 in the following respects:

- Article 2 of the draft resolution explicitly states that a Member of the Supervisory Board of the Company who at the same time holds a position on the Management Board of the parent company in relation to the Company within the meaning of the Competition and Consumer Protection Act of 16 February 2007 shall not be entitled to remuneration. The fact that the members of the Management Board of the parent company in relation to the Company do not receive remuneration stems from the Act on the Principles of Setting the Remuneration of Management of Certain Companies of 9 June 2016;
- Article 3 of the draft resolution also contains a rule on the reimbursement of costs of participation in the work of the Supervisory Board stemming from Article 392(3) of the Commercial Companies Code.

For Polski Koncern Naftowy ORLEN S.A.

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

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Financial Officer  
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Jan Szewczak

*Appendices:*

1. Draft Resolution of the Annual General Meeting of ENERGA Spółka Akcyjna on the establishment of the

principles of setting the remuneration of Members of the Supervisory Board of ENERGA Spółka Akcyjna and on repealing Resolution 34 of the Annual General Meeting of 29 June 2020;

2. Printout of the information equivalent to the current record of entries in the Register of Businesses relating to PKN ORLEN S.A. dated 27 April 2022.