



**RULES OF PROCEDURE OF THE
SUPERVISORY BOARD OF
ENERGA S.A.**

Sixth Edition

Definitions and interpretations

Article 1

1. Whenever these Rules of Procedure refer to:
 - 1) **Company** – it shall mean ENERGA Spółka Akcyjna;
 - 2) **Code of Commercial Companies** – it shall mean the Code of Commercial Companies of 15 September 2000;
 - 3) **KRS** – it shall mean the National Court Register established and operating under the National Court Register Act of 20 August 1997;
 - 4) **Member of the Supervisory Board** – it shall mean any Member of the Company's Supervisory Board unless it appears from the context in which the term is used that it does not apply to the Chair;
 - 5) **Supervisory Board** – it shall mean the Company's Supervisory Board;
 - 6) **Chair** – it shall mean the Chair of the Supervisory Board;
 - 7) **Vice-Chair** – it shall mean the Vice-Chair of the Supervisory Board;
 - 8) **Secretary** – it shall mean the Secretary of the Supervisory Board;
 - 9) **Management Board** – it shall mean the Company's Management Board;
 - 10) **Rules of Procedure** – it shall mean these rules of procedure of the Supervisory Board;
 - 11) **Articles of Association** – it shall mean the Articles of Association of the Company;
 - 12) **General Meeting** – it shall mean the Annual or Extraordinary General Meeting of the Company;
 - 13) **Group** – it shall mean the company trading under the business name: Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock ("PKN ORLEN S.A.") and the companies for which PKN ORLEN S.A. is, directly or indirectly, a parent company within the meaning of the Code of Commercial Companies;
 - 14) **ENERGA Group** – it shall mean the company trading under the business name: ENERGA Spółka Akcyjna with its registered office in Gdańsk (Company) and the companies for which the Company is, directly or indirectly, a parent company within the meaning of the Code of Commercial Companies.
2. For the purpose of interpreting these Rules of Procedure, the electronic form (bearing a qualified electronic signature) shall be equivalent to the written form.
3. Whenever the Rules of Procedure provide for the need to perform an action or submit a statement, but do not specify their form, it shall be sufficient to use the documentary form.

Subject matter of the regulation

Article 2

1. The Rules of Procedure define the organization of and manner of performance of activities by the Supervisory Board and its Members to the extent not governed by the Code of Commercial Companies, other laws and the Articles of Association.

2. The Rules of Procedure also lay down the detailed rules for attending meetings of the Supervisory Board and adopting resolutions using means of direct remote communication.

General rules

Article 3

1. The Supervisory Board shall exercise ongoing oversight of the Company's activities in all the areas of its operations.
2. The Supervisory Board shall exercise its supervisory, authority and opinion-giving powers specified in the provisions of the Code of Commercial Companies, other normative laws and in the provisions of the Articles of Association, in the manner specified in the Rules of Procedure.

Article 4

1. The Supervisory Board shall take measures necessary to receive from the Management Board regular and exhaustive information on all significant matters concerning the Company's activities as well as risks inherent in the activities and ways of managing those risks.
2. The Supervisory Board – without prejudice to:
 - 1) Article 375¹ of the Code of Commercial Companies; and
 - 2) powers of the General Meeting as defined in the Articles of Association– may express opinions on all matters related to the Company's operations, including submitting requests and proposals (recommendations) to the Management Board, in which case the Management Board shall be obliged to inform the Chair promptly of how such requests and proposals have been considered, but no later than within 21 (twenty-one) days from their submission.

Article 5

1. The Supervisory Board's duties to provide information shall include preparing annual reports presented to the Annual General Meeting, in accordance with the applicable laws and the provisions of the Articles of Association.
2. In addition to matters reserved by law and the provisions of the Articles of Association, the Supervisory Board shall be entitled and obliged to provide the Management Board with recommendations adopted as a result of its analysis of information received from the Management Board or obtained in the course of its own work on all significant matters concerning the Company's activities as well as risks inherent in the activities and ways of managing those risks.

Individual rights and obligations of Members of the Supervisory Board

Article 6

1. Members of the Supervisory Board may exercise their rights and obligations only in person.
2. Members of the Supervisory Board shall be obliged to:

- 1) take part in meetings of the Supervisory Board and in the adoption of resolutions by the Supervisory Board other than at meetings of the Supervisory Board;
- 2) perform the activities to which they have been delegated by the Supervisory Board.
3. If a Member of the Supervisory Board is scheduled to be absent from a meeting of the Supervisory Board, the Member of the Supervisory Board shall notify the Chair, or in the Chair's absence, the Vice-Chair, of the fact, before the scheduled meeting of the Supervisory Board, stating the reasons for the absence. Excusing the absence of a Member of the Supervisory Board shall require a resolution of the Supervisory Board.
4. Members of the Supervisory Board delegated to perform supervisory activities individually shall be:
 - 1) authorized - to examine all documents of the Company, to request reports and explanations from the Management Board and employees of the Company and to carry out their own review of the status of the Company's assets as well as to set up ad hoc working groups responsible for analysing individual issues which are the subject matter of work falling within the competence of the Supervisory Board;
 - 2) obliged - to submit reports to the Supervisory Board describing the results of their individual performance of supervisory activities together with recommendations.
5. Members of the Supervisory Board delegated to perform supervisory activities individually shall have no right to independently exercise the authority and opinion-giving powers of the Supervisory Board, reserved by law and by the provisions of the Articles of Association, and referred to in Article 4 of the Rules of Procedure.

Article 7

A Member of the Supervisory Board should not resign during the term of office if this might prevent the operation of the Supervisory Board, and in particular if this might prevent a timely vote on a significant resolution of the Supervisory Board.

Article 8

1. A Member of the Supervisory Board shall be obliged to provide the Company, at the latest on the day of election to the Supervisory Board, with a written statement as to the fulfilment of the criteria for membership in the Supervisory Board as laid down in the Articles of Association, including in particular those specified in the Act on the Rules of Management of State Assets.
2. Notwithstanding the information specified in paragraph 1 above, Members of the Supervisory Board shall be obliged to submit statements necessary for the timely fulfilment of information obligations by the Company, the Shareholder PKN ORLEN S.A. or other Group entities, of which they have been informed by the Company, including obligations under International Accounting Standards. The obligation to submit statements referred to in the preceding sentence shall also apply to former Members of the Supervisory Board with respect to the period of their membership in the Supervisory Board of the Company.
3. During the performance of their function, a Member of the Supervisory Board shall be obliged to promptly inform the Company of the occurrence of events which result in a change in the information referred to in paragraph 1 above.

Organization of the Supervisory Board and performance of its tasks

Article 9

1. The Supervisory Board shall perform its activities collectively, however it may delegate Members of the Supervisory Board to perform supervisory activities independently.
2. The rules for the independent performance of control activities by Members of the Supervisory Board delegated to perform control activities independently shall be determined by the Supervisory Board by way of a resolution.

Article 10

1. The work of the Supervisory Board shall be directed by the Chair, who shall convene its meetings, chair them, order and coordinate the adoption of resolutions other than at a meeting of the Supervisory Board.
2. The Supervisory Board shall be represented by the Chair vis-à-vis the other bodies of the Company and others, unless provided otherwise in the Articles of Association.
3. If there is no Chair, or if the Chair is absent or otherwise unavailable, the Chair's functions and powers as set forth in the Rules of Procedure, other than exercising voting rights on the Chair's behalf, shall be performed by the Vice-Chair.
4. The Chair may authorize another Member of the Supervisory Board, including in particular the Secretary, to perform the activities specified in paragraphs 1 and 2 above, including in particular to convene meetings, coordinate the adoption and signing of resolutions, notify the Management Board of resolutions adopted.
5. If there is no Chair, Vice-Chair, or a Member of the Supervisory Board authorized under the procedure set forth in paragraph 4 above, or if they are absent or otherwise unavailable, as well as in the event of other circumstances the occurrence of which might prevent the operation of the Supervisory Board, and in particular might prevent the timely voting on a significant resolution of the Supervisory Board, each of the other Members of the Supervisory Board who then directs the work of the Supervisory Board at a meeting or orders and coordinates the adoption of resolutions other than at a meeting of the Supervisory Board, shall be entitled to perform the functions and powers of the Chair, other than exercising voting rights on the Chair's behalf, and to convene a meeting of the Supervisory Board.
6. Members of the Supervisory Board shall exercise the rights described in paragraph 5 above on a priority basis, as ascertained according to the date of delivery to all the other Members of the Supervisory Board, in at least documentary form, including electronic form (e-mail), respectively, of:
 - 1) a notice of convening a meeting of the Supervisory Board;
 - 2) an order for the Supervisory Board to vote on a resolution other than at a meeting of the Supervisory Board.

Article 11

1. In order to ensure the proper performance of the Supervisory Board's duties, the Supervisory Board shall have the right to request the Management Board to prepare

expert reports and opinions for the Supervisory Board's purposes, at the Company's expense, or to engage external advisers.

2. A request to the Management Board to prepare an expert report, opinion, or to engage an external adviser, should specify the subject matter of the expert report, opinion, or the scope of the external adviser's support. In addition, the request may indicate the proposed person with whom the contract in question should be concluded and the financial framework for the preparation of the expert's report, opinion, or engagement of the external adviser.

Article 12

1. Notwithstanding the right referred to in Article 11(1) of the Rules of Procedure, at the request of any Member of the Supervisory Board, the Supervisory Board shall appoint or dismiss, by way of a resolution, a permanent expert of the Supervisory Board.
2. A Member of the Supervisory Board may not at the same time serve as a permanent expert.
3. An expert referred to in paragraph 1 above shall perform opinion-giving functions for the Supervisory Board.

Meetings of the Supervisory Board and adoption of resolutions at meetings

Article 13

1. The Chair shall convene meetings of the Supervisory Board on the Chair's own initiative or at the request of the eligible entities referred to in Article 14(1) of the Rules of Procedure.
2. Meetings of the Supervisory Board shall be convened in accordance with the annual work plan of the Supervisory Board, which should be adopted by the 31 January of the year in which the work plan is to apply. In any case, meetings should be held on an as-needed basis but not less frequently than every two months.

Article 14

1. The following shall be eligible to request a meeting of the Supervisory Board:
 - 1) each Member of the Supervisory Board;
 - 2) the Management Board.
2. A request to convene a meeting of the Supervisory Board should be submitted, in at least documentary form, to the Chair of the Supervisory Board. A request to convene a meeting of the Supervisory Board should include the proposed agenda. The requester of a meeting of the Supervisory Board should enclose the materials concerning the matters on the proposed agenda with the request, if this is justified by the proposed agenda.

Article 15

1. Within no more than 7 (seven) days from the date of receipt of a request referred to in Article 14 of the Rules of Procedure, the Chair shall send to the other Members of the Supervisory Board a notice of convening a meeting of the Supervisory Board on a day falling no earlier than 4 (four) days from the date of sending the notice and no later than 14 (fourteen) days from the date of receipt of the request referred to in Article 14.
2. If the Chair fails to convene a meeting of the Supervisory Board within the time limit referred to in paragraph 1 above, the requester may convene the meeting of the

Supervisory Board themselves. The requester shall be obliged to state the date, venue and proposed agenda in the notice of convening the meeting of the Supervisory Board. In such a case, the date set in the notice for the meeting of the Supervisory Board should be no earlier than 7 (seven) days from the date of sending the notice.

3. To the extent not regulated otherwise in paragraph 1 and paragraph 2 above, the provisions of Articles 16 and 22 shall apply to the convening of meetings at the request referred to in Article 14.

Article 16

1. A notice of convening a meeting of the Supervisory Board on the initiative of the Chair together with the agenda and the information materials concerning the matters on the agenda and draft resolutions should be sent by courier service, registered letters with a return receipt requested, or e-mail at least 7 (seven) days before the date of the meeting. In justified cases, the Chair may shorten this time limit and documents may be sent gradually, however taking into account the need to allow the Members of the Supervisory Board to familiarize themselves with the materials before the meeting.
2. The notice referred to in paragraph 1 above should specify the agenda and venue, date and time of the meeting of the Supervisory Board, as well as information on the possibility of attending the meeting using means of direct remote communication, where envisaged by the Chair.
3. If the possibility of attending a meeting of the Supervisory Board using means of direct remote communication is allowed, the notice referred to in paragraph 1 above should additionally specify:
 - a) the means of direct remote communication chosen for the meeting of the Supervisory Board convened; and
 - b) the detailed organizational and technical requirements for participation in the meeting of the Supervisory Board using means of direct remote communication, with particular regard to the provisions of the Rules of Procedure.
4. The manner of participation in a meeting of the Supervisory Board provided for in a notice referred to in paragraph 3 above must not provide for requirements and restrictions which are not necessary for the identification of Members of the Supervisory Board and for ensuring the security of direct remote communication, including the exclusion of the possibility of participation in the meeting of unauthorized persons.
5. Notices shall be sent in one of the forms indicated above to the addresses for service (including e-mail addresses) as previously indicated in writing by the Members of the Supervisory Board.
6. Where matters which require the preparation of an opinion of a permanent expert of the Supervisory Board referred to in Article 12 of the Rules of Procedure are on the agenda of a Supervisory Board meeting, the notice of convening the meeting of the Supervisory Board together with a request for an opinion shall be sent to the permanent expert of the Supervisory Board on the terms and conditions set forth in paragraph 1 above or, in justified cases, at a later date, taking into account the need to make it possible for the permanent expert of the Supervisory Board to prepare the said opinion.

7. No notice of the next meeting of the Supervisory Board shall be required if all the Members of the Supervisory Board are present at the meeting of the Supervisory Board and all the Members of the Supervisory Board agree to holding the next meeting within the time limit agreed at the meeting, while at the same time establishing its agenda, however it is then necessary to notify the permanent expert of the Supervisory Board of such a meeting if issues requiring the expert's opinion will be discussed at the meeting. The materials for the meeting shall be sent in such a case within the time limit referred to in paragraph 1.
8. After convening a meeting, the Chair may, in justified cases, notify the Members of the Supervisory Board and, if necessary, the permanent expert of the Supervisory Board, of any change in the date, venue or agenda of the meeting, under the procedure set forth in this paragraph, but no later than 1 (one) day before the scheduled date of the meeting.
9. After convening a meeting, the Chair may notify the Members of the Supervisory Board and, if necessary, the permanent expert of the Supervisory Board, of any change in the means of direct remote communication chosen for the meeting of the Supervisory Board convened or of any change in the organizational and technical requirements for participation in such a meeting of the Supervisory Board, also on the day of the meeting of the Supervisory Board, if, for organizational or technical reasons, the use of the previously indicated means is not sufficient. The Members of the Supervisory Board and the permanent expert of the Supervisory Board shall promptly notify the Chair if, as a result of the above change, they will be unable to attend the meeting. In such a case, the Chair shall set a new date for the meeting in accordance with paragraph 1 above.
10. The Management Board shall request the Supervisory Board to give its consent for specific actions, issue an opinion, evaluate or approve actions, by way of a resolution of the Management Board, accompanied by motions and materials submitted by the Management Board for consideration by the Supervisory Board.

Article 17

1. Meetings of the Supervisory Board may be held without being formally convened if all the Members of the Supervisory Board are present and agree to the holding of the meeting and putting specific items on the agenda. Where matters for which the opinion of a permanent expert of the Supervisory Board is required are to be considered at a meeting, it shall be necessary to notify the expert promptly of the meeting and of the matters under consideration requiring the opinion of that permanent expert.
2. If, before the day of holding a meeting of the Supervisory Board without formally convening it a request has been received from an eligible entity to convene a meeting, the items on the agenda proposed by the entity requesting the convening of a meeting may be put on the agenda of the meeting if all the Members of the Supervisory Board agree. Otherwise, a meeting of the Supervisory Board with the agenda indicated in the request will be convened separately in accordance with Article 15 of the Rules of Procedure.

Article 18

1. Meetings of the Supervisory Board shall be held at the Company's registered office or at another venue indicated in the notice of convening the meeting.
2. The agenda of a meeting of the Supervisory Board shall be established by the person convening the meeting taking into account the adopted schedule of work of the

Supervisory Board and requests for convening a meeting and putting specific matters on the agenda.

3. Motions of Members of the Supervisory Board and motions of the Management Board shall be put on the agenda if they are received by the Chair at least 3 (three) days before a notice of convening the meeting of the Supervisory Board is sent. The Chair may decide to put a motion received after the end of the period referred to in the preceding sentence on the agenda.
4. The agenda established in a notice of convening a meeting of the Supervisory Board should not be amended during the meeting to which it relates.
5. The requirement set forth in paragraph 4 above shall not apply if all the Members of the Supervisory Board attend the meeting and all of them agree to the proposed change, and if, in the opinion of the Supervisory Board, the taking of certain actions by the Supervisory Board is necessary to protect the Company from material damage, as well as in the case of a resolution aimed at assessing whether there is a conflict of interest between a Member of the Supervisory Board and the Company or excusing the absence of a Member of the Supervisory Board.
6. The Chair may change the order in which the Supervisory Board considers individual items on the agenda.

Article 19

1. The Chair shall direct proceedings, open and lead the discussion, give the floor, communicate the opinion of a permanent expert of the Supervisory Board, order and announce the results of votes on resolutions, and close a meeting. In directing proceedings, the Chair should endeavour to reach unanimity of the Members of the Supervisory Board on the matters being considered.
2. In directing proceedings, a person chairing a meeting should endeavour to reach unanimity of the Members of the Supervisory Board on the matters being considered.

Article 20

1. Members of the Management Board may attend meetings of the Supervisory Board if the Chair deems it advisable, with the exception of matters directly relating to the Management Board or its members, including in particular their suspension, liability or setting of their remuneration. A person designated to record a meeting may also attend meetings, under Article 24(1) of the Rules of Procedure.
2. The Chair may invite others to meetings, including in particular the Company's employees in charge of the matters considered at a meeting, consultants or advisers to the Management Board on those matters, on the Chair's own initiative or as requested by a Member of the Management Board or any Member of the Supervisory Board. A Member of the Supervisory Board shall have the right to object to the participation in a meeting of non-members of the Supervisory Board – the matter shall be resolved by the Supervisory Board by voting.

Article 21

1. Decisions and positions, other than formal motions, shall be taken by the Supervisory Board at a meeting in the form of resolutions, in the presence of at least a half of the Members of the Supervisory Board.

2. Motions concerning the proceedings and voting, in the first instance motions calling for the following, shall be considered formal motions:
 - 1) reshuffling the agenda;
 - 2) adjourning a meeting other than as envisaged in the schedule of the proceedings;
 - 3) concluding the discussion.
3. Resolutions may be adopted if all the Members of the Supervisory Board have been properly invited to a meeting.
4. Resolutions of the Supervisory Board shall be adopted in an open vote.
5. With the consent of the Chair and provided that more than a half of the Members of the Supervisory Board participate in a meeting in person, a Member of the Supervisory Board absent from the meeting may vote in writing through another Member of the Supervisory Board present at the meeting. Voting in this way cannot apply to the items put on the agenda during a meeting of the Supervisory Board and to the appointment or dismissal as: Vice-Chair or Secretary of the Supervisory Board and suspension of a Member of the Management Board.
6. Resolutions of the Supervisory Board shall be adopted by an absolute majority of the voting members of the Supervisory Board. In the event of an equality of votes, the Chair shall have the casting vote.
7. Those voting against a resolution may submit a dissenting opinion for the record.
8. Amendments to draft resolutions may be proposed during a Supervisory Board meeting.
9. If amendments are tabled, the Supervisory Board shall vote on the resolutions as reflecting the amendments tabled. The Chair may order that the Supervisory Board vote first on the adoption of the amendments tabled and then on a draft resolution as supplemented by the amendments adopted.
10. After the vote, the Chair shall announce the results of the vote at the meeting.
11. Once each resolution has been adopted, the Chair shall order that the text of the resolution be drawn up in writing and then shall sign the resolution. The resolution shall indicate the vote of each Member of the Supervisory Board ("for", "against", "abstaining"). If Members of the Supervisory Board attending the meeting use means of direct remote communication, this fact shall be mentioned in the resolution. Resolutions shall be enclosed with the minutes of the meeting at which they were adopted.
12. Immediately after the end of a meeting of the Supervisory Board, the Chair shall notify the Management Board of the content of the resolutions adopted at that meeting.

Article 22

1. If this possibility has been envisaged by the Chair, Members of the Supervisory Board may participate in part or all of a Supervisory Board meeting using means of direct remote communication.
2. If at least one Member of the Supervisory Board participates in a meeting using means of direct remote communication, a resolution shall be valid if all the Members of the Supervisory Board have been notified of the content of the draft resolution and at least a half of the Members of the Supervisory Board have participated in the adoption of the resolution, and, for the purpose of determining the quorum, both the Members of the Supervisory Board physically present at the meeting and the Members of the Supervisory

Board participating in that meeting using means of direct remote communication shall be taken into account. A vote shall be deemed to have been completed when all the voting Members of the Supervisory Board have cast their votes.

3. Any means of ensuring real-time two-way communication between those attending a meeting whereby they may express themselves and exercise their voting rights during the meeting, including in particular: teleconferences and videoconferences, shall be deemed means of direct remote communication.
4. Means of direct remote communication must ensure that meeting participants can be identified, that their actions are accountable, and they must ensure the security, confidentiality and integrity of communication taking place using them.
5. In the event of any doubt, the Chair of a Supervisory Board meeting may take steps to identify the meeting participants.
6. A Member of the Supervisory Board who uses the opportunity to participate in a Supervisory Board meeting using means of direct remote communication shall bear the risks associated with it, in particular:
 - a) the risks arising from the use of a connection to a public network, the inability to receive transmissions, communications or exercise voting rights due to communication failures or disruptions, unless they are the result of circumstances for which the Company is responsible; and
 - b) the risks of improper or unauthorized access to their account or use of their login or password.
7. In the event of technical problems attributable to the Company which temporarily prevent Members of the Supervisory Board from attending a meeting using means of direct remote communication, the Chair may adjourn the meeting or change the previously indicated means of communication, informing all the Members of the Supervisory Board thereof. The Members of the Supervisory Board and the permanent expert of the Supervisory Board shall promptly notify the Chair if, as a result of the above change, they will be unable to attend the meeting. In such a case, the Chair shall set a new date for the meeting in accordance with Article 16 above.

Article 23

1. If a conflict of interest arises, the Member of the Supervisory Board should inform the other Members of the Supervisory Board thereof and refrain from speaking in the discussion and from participating in voting on the resolution on the matter in which the conflict of interest has arisen. A breach of the provisions of the preceding sentence shall not render the Supervisory Board's resolution invalid.
2. If there is any doubt as to the existence of a conflict of interest, the matter shall be resolved by a separate resolution of the Supervisory Board.
3. A conflict of interest shall be understood as a circumstance where a decision taken by a Member of the Supervisory Board may be influenced by the personal interest of the Member of the Supervisory Board or a person close to them, i.e., the spouse, relatives by blood or affinity up to the second degree, and those with whom they have personal ties.

Article 24

1. Meetings of the Supervisory Board shall be recorded by a recorder who shall be the Secretary or such other person as the Chair may designate from other than the Members of the Supervisory Board. The Supervisory Board shall decide whether the designated recorder is to be present during a meeting.
2. Minutes of a Supervisory Board meeting should contain:
 - 1) the title and number, and venue and date of the meeting;
 - 2) the agenda;
 - 3) the first names and surnames of the Members of the Supervisory Board and others attending the meeting, together with an indication of the form of their participation;
 - 4) a discussion of the course of the meeting, including:
 - a) information on the resolutions adopted;
 - b) the number of votes cast for or against each resolution and the number of votes abstaining in respect of each resolution;
 - c) information on the refraining of a Member of the Supervisory Board from participation in the adoption of a resolution;
 - d) dissenting opinions by Members of the Supervisory Board to the resolutions adopted at that meeting of the Supervisory Board, together with the statements of reasons;
 - e) points in the discussion if the Members of the Supervisory Board so wish;
 - 5) a record that the Supervisory Board adopted resolutions in writing or using means of direct remote communication before the meeting to which the minutes relate;
 - 6) an inventory of the materials submitted for the meeting.
3. The materials considered at a meeting of the Supervisory Board and the original resolutions adopted by the Supervisory Board, including the resolutions adopted other than at a meeting of the Supervisory Board and presented at the meeting the minutes of which are taken, shall be enclosed with the original of the minutes.
4. Originals of minutes, including enclosures, shall be kept at the Company's registered office and copies of minutes and resolutions shall be sent to the Members of the Supervisory Board and others indicated by the Chair within 14 (fourteen) days from the date of their approval by the Supervisory Board.
5. Draft minutes of a meeting of the Supervisory Board shall be sent to the Members of the Supervisory Board, the permanent experts of the Supervisory Board (where issues for which an opinion of a permanent expert of the Supervisory Board is required were discussed during the meeting of the Supervisory Board) and to those who participated in the meeting of the Supervisory Board to which the minutes relate as Members of the Supervisory Board and who were dismissed from the Supervisory Board or resigned.
6. An item on the approval of the minutes of the previous meeting shall be put on the agenda of the following meeting of the Supervisory Board. Members of the Supervisory Board may submit orally their comments to the draft minutes at the meeting at which the minutes are discussed or in writing to the Secretary. Members of the Supervisory Board who are not present at the meeting at which the minutes of the previous meeting in which they participated will be discussed may submit their comments on the draft in writing to the

Secretary. The comments referred to in the preceding sentence shall be submitted no later than until the start of the meeting at which the minutes are to be discussed. Comments made by absent Members of the Supervisory Board shall be presented by the Secretary when discussing the draft minutes. If none of the Members of the Supervisory Board attending the meeting attended the previous meeting of the Supervisory Board, the draft minutes shall not be discussed. After discussing the draft minutes and submitting comments thereon, the Supervisory Board shall decide whether to approve the minutes. If the submitted comments are not taken into account, they shall be enclosed with the minutes as dissenting opinions.

7. The minutes shall be signed by the Members of the Supervisory Board present at the meeting at which the minutes are adopted. The Members of the Supervisory Board who are absent from the meeting of which the minutes are taken shall be obliged to acquaint themselves with their content and acknowledge this by signing the minutes with the annotation "I have read the minutes". Refusal to sign the minutes shall be confirmed in writing, stating the reasons for the refusal.

Adoption of resolutions other than at a meeting

Article 25

1. The Supervisory Board may adopt resolutions other than at a meeting. Resolutions may be adopted other than at a meeting either in writing or using means of direct remote communication, including in particular e-mail. The adoption of resolutions under this procedure shall not apply to the appointment or dismissal of the Vice-Chair or Secretary of the Supervisory Board, or to the suspension of Members of the Management Board.
2. Voting in writing or using means of direct remote communication shall be ordered by the Chair of the Supervisory Board at the request of a Member of the Supervisory Board or on the Chair's own initiative.
3. If a vote in writing is ordered, the draft resolution shall be sent to all the Members of the Supervisory Board by courier service, registered letters with a return receipt requested or e-mail to the address referred to in Article 16(5) of the Rules of Procedure.
4. If a vote using means of direct remote communication is ordered, the notices and draft resolutions together with the materials shall be delivered to all the Members of the Supervisory Board by e-mail to the address referred to in Article 16(5) of the Rules of Procedure.
5. An order on voting other than at a meeting should specify a time limit for the casting of votes and a detailed description of how the Members of the Supervisory Board may cast votes. Subject to paragraph 6 below, that time limit shall be not less than 3 (three) days from the date of delivery of the voting order.
6. The Chair may, in justified cases, request Members of the Supervisory Board to take a position within less than 3 (three) days from being delivered an order to vote on a resolution.

Article 26

1. The Supervisory Board shall adopt resolutions in writing in such a way that each of the voting Members of the Supervisory Board will sign separate identical counterparts of the resolution of the Supervisory Board or in such a way that all the voting Members of the Supervisory Board will sign one counterpart of the resolution of the Supervisory Board.
2. When signing a document containing a resolution of the Supervisory Board, the Member of the Supervisory Board should clearly indicate whether they vote for or against the resolution, or abstain from voting; in the absence of such an indication, the vote shall be deemed not to have been cast.
3. If resolutions are adopted in writing, the vote shall be deemed to have been completed and, if a resolution has been adopted, the resolution shall be deemed to have been adopted, on the expiry of the deadline set for the casting of votes or, as the case may be, on the receipt by the Chair of all the counterparts of the resolution signed by the voting Members of the Supervisory Board or one counterpart signed by all the voting Members of the Supervisory Board, whichever is earlier.

Article 27

1. The Supervisory Board shall adopt resolutions using means of direct remote communication in such a way that each of the voting Members of the Supervisory Board shall vote by sending an e-mail message to the address indicated in the motion for adopting a resolution using means of direct remote communication, stating clearly in the e-mail whether they vote for or against the resolution, or abstain from voting; in the absence of such an indication, the vote shall be deemed not to have been cast. The vote shall be deemed to have been completed and, if a resolution has been adopted, the resolution shall be deemed to have been adopted, on the expiry of the deadline set for the casting of votes or upon the casting of votes by all the voting Members of the Supervisory Board, whichever is earlier.
2. In the situation referred to in paragraph 1 above, the Supervisory Board may also adopt resolutions other than at a meeting using means of direct remote communication in a way allowing simultaneous real-time communication and mutual identification between all the voting Members of the Supervisory Board (e.g., videoconference, teleconference). A person designated by the Chair shall write a memo on a vote so conducted, including the content of the resolution, to be signed by all the Members of the Supervisory Board.
3. The provisions of Article 22 of the Rules of Procedure shall apply *mutatis mutandis* to resolutions adopted under the procedure referred to in paragraph 2 above.

Article 28

1. A resolution adopted other than at a meeting shall be valid if all the Members of the Supervisory Board have been effectively notified of the content of the draft resolution in the manner specified in the Rules of Procedure and if at least a half of the Members of the Supervisory Board have participated in voting on the resolution, including the Chair or Vice-Chair.
2. The adoption of resolutions other than at a meeting may not involve matters which, in accordance with the Articles of Association, require a resolution to be adopted at a meeting.

3. The Chair shall order the preparation of the content of a resolution adopted other than at a meeting, indicating the procedure for its adoption and the votes cast by each Member of the Supervisory Board, and sign the resolution and order its immediate sending to the Management Board and the Supervisory Board.
4. The Chair shall present information on resolutions adopted other than at a meeting at the following meeting of the Supervisory Board.

Committees of the Board

Article 29

1. The Board may establish standing committees (hereinafter: Committees) or ad hoc committees, to perform consulting and advisory functions for the Supervisory Board, define their powers and operating procedures.
2. The following standing committees shall operate within the Board:
 - 1) Audit Committee;
 - 2) Nomination and Remuneration Committee.

Article 30

1. A Committee shall be composed of three to five members.
2. Committee members shall be appointed by the Board from among its members at its first meeting in a given term of office.
3. Each Committee shall elect the Chair of the Committee from among its members.
4. If the mandate of a Supervisory Board Member elected to a Committee expires before the end of the term of office of the entire Board, the Board shall fill the vacancy by electing a new member of the Committee for the period until the end of the term of office of the Board.
5. Notwithstanding the circumstances referred to in paragraph 4 above, a Committee member may be removed from the Committee at any time by a resolution of the Supervisory Board.
6. The term of office and the mandate of a Committee member shall expire on the date of expiry of their term of office and mandate in the Supervisory Board of the Company.

Article 31

1. The work of a Committee shall be managed by the Chair of the Committee. The Chair shall also oversee the preparation of the agendas, the arrangement of the distribution of documents and the taking of minutes of Committee meetings.
2. Each Committee shall organize its work according to the rules laid down in these Rules of Procedure for the Supervisory Board, unless the provisions of these Rules of Procedure or specific regulations provide otherwise.
3. Meetings of a Committee shall be convened by the Chair of the Committee, who may invite members of the Committee and Members of the Management Board, employees of the Company and others to attend the meetings if their participation may contribute to the performance of the Committee's tasks.
4. In particular, advisers or experts, including permanent experts of the Supervisory Board referred to in Article 12 of the Rules of Procedure, may be invited to participate in the work of the Committees.

5. The first meeting of a Committee shall be convened by the Chair of the Supervisory Board or another Member of the Supervisory Board indicated thereby.
6. Committee meetings shall be held on an as-needed basis but not less frequently than once every three months.

Article 32

1. Each Committee shall submit the following to the Supervisory Board:
 - 1) minutes of the Committee's meetings together with the motions and recommendations – at the next meeting of the Supervisory Board;
 - 2) a report on its activities in a given financial year, in time for the Supervisory Board to take into account the content of this report in its annual assessment of the Company's situation, which will be made available to the shareholders by the Management Board.
2. Each Committee shall publish annually, through the Company, information on the composition of the Committee, the number of meetings held and the attendance at meetings during the year, and the main activities. In addition to that, in the case of the Audit Committee, it shall confirm its favourable assessment of the independence of the audit process and provide a brief description of the steps taken to reach such a conclusion.
3. Each Committee may submit a motion to the Supervisory Board to commission the preparation of expert reports and opinions for the use of the Committee in order to properly perform its tasks.
4. Each Committee may itself request the selection of experts from outside the Committee.

Audit Committee

Article 33

1. The tasks of the Audit Committee shall in the first instance include:
 - 1) monitoring of:
 - a) the financial reporting process;
 - b) the effectiveness of the internal control system and the risk management and internal audit systems, including in the area of financial reporting;
 - c) the performance of audit activities, in the first instance audits carried out by an audit firm, taking into account any conclusions and findings of the Audit Supervision Committee arising from an inspection conducted in the audit firm;
 - 2) inspecting and monitoring the independence of the registered auditor and the audit firm;
 - 3) communicating audit findings to the Company's Supervisory Board and explaining how the audit contributed to the reliability of financial reporting in the Company, and what the role of the Audit Committee was in the audit process;
 - 4) assessing the independence of the registered auditor and giving consent to the provision of permitted non-audit services to the Company thereby;
 - 5) developing a policy for the selection of an audit firm to carry out an audit;
 - 6) developing a policy for the provision of permitted non-audit services by an audit firm carrying out an audit, by entities affiliated to the audit firm and by a member of the audit firm's network;

- 7) defining the procedure for the selection of an audit firm by the Company;
 - 8) making recommendations to the Supervisory Board regarding the appointment of an audit firm, in accordance with the policies referred to in sub-paragraphs 5 and 6 above;
 - 9) making recommendations intended to ensure the reliability of the financial reporting process in the Company;
 - 10) monitoring the operation of the Compliance Management System at the Company and in the ENERGA Group.
2. In order to perform its tasks, the Committee shall establish an annual work plan with a schedule of meetings.
 3. The Committee shall be entitled, without the intermediation of the Supervisory Board, to request information, explanations and documents necessary to perform its tasks from the Company.
 4. The Management Board of the Company shall be informed about the recommendations and evaluations submitted to the Supervisory Board by the Audit Committee.

Nomination and Remuneration Committee

Article 34

1. The scope of operation of the Nomination and Remuneration Committee shall cover opinion-giving and analytical activities to support the Supervisory Board in the performance of its duties defined by the Articles of Association in respect of the overall remuneration policy for Members of the Management Board, the Company's senior management and the other ENERGA Group companies, and to provide recommendations on appointing Members of the Management Board.
2. The Management Board of the Company may be informed about the recommendations and evaluations submitted to the Supervisory Board by the Nomination and Remuneration Committee.
3. The powers and responsibilities of the Nomination and Remuneration Committee shall in the first instance include:
 - 1) conducting activities related to the recruitment of Members of the Company's Management Board within the scope indicated by the Supervisory Board;
 - 2) preparing draft contracts and templates of other documents in connection with performing the functions of Members of the Company's Management Board and supervising the performance of the contractual obligations assumed by the parties;
 - 3) supervising the implementation of the Management Board's remuneration system, in the first instance preparing accounting documents concerning variable and bonus elements of remuneration;
 - 4) monitoring and analysing the remuneration plan for the Management Boards and management of ENERGA Group companies;
 - 5) supervising the correct provision of additional contractual benefits to the Company's Management Board.

Administrative and technical support for the work of the Board

Article 35

1. The Supervisory Board may use the Company's offices, equipment and materials.
2. Administrative and technical support and documentation of the work of the Supervisory Board, in accordance with the guidelines of the Supervisory Board, shall be provided by the organizational unit of the Company dedicated to providing support to the Supervisory Board or, in the absence of such a unit, by a person indicated by the President of the Management Board.
3. The tasks of the organizational unit of the Company or the person appointed to provide technical and organizational support to the Supervisory Board shall include in particular:
 - 1) taking minutes of Supervisory Board meetings, taking into account the provisions of Article 24(1) of the Rules of Procedure;
 - 2) supporting the Supervisory Board with regard to maintaining a file with minutes/voting reports and a file with resolutions of the Supervisory Board, and making them available to Members of the Supervisory Board and other authorized persons;
 - 3) storing minutes/voting reports and other documents of meetings of the Supervisory Board in conditions ensuring their confidentiality and security;
 - 4) preparing, in accordance with the agenda of a Supervisory Board meeting convened, and providing, a complete set of materials for the meeting of the Supervisory Board, to each Member of the Supervisory Board and others invited to attend the meeting of the Supervisory Board, in the appropriate scope;
 - 5) handling the notification of meetings of the Supervisory Board to the Members of the Supervisory Board and other authorized persons;
 - 6) forwarding materials and findings of the Supervisory Board to the Management Board;
 - 7) monitoring the circulation of all materials prepared for meetings of the Supervisory Board;
 - 8) office support for the Supervisory Board and its Committees, including:
 - a) receiving correspondence, forwarding it to the relevant Members of the Supervisory Board and sending correspondence;
 - b) keeping a log of incoming and outgoing letters;
 - c) taking phone calls, receiving faxes, e-mails.
4. The tasks specified in this Article shall be supervised on the part of the Supervisory Board by the Secretary.

Article 36

These Rules of Procedure shall enter into force as of the date of their adoption by the Supervisory Board.