

Warsaw, 24 May 2023

KG/ 152 /2023

**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 15 JUNE 2023**

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 15 be put on the agenda of the Ordinary General Meeting convened for 15 June 2023, following item 14. "Passing of resolutions on the appointment of members of the Supervisory Board of ENERGA S.A. of the new 7th term of Office":

"15. Passing of a resolution on the change in the principles of setting the remuneration of Members of the Management Board of Energa Spółka Akcyjna."

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 Ordinary General Meeting convened for 15 June 2023 with the above-specified wording. The need to adopt the resolution is due to the need to update the wording of Resolution No. 33 of the Ordinary General Meeting of ENERGA S.A. of 29 June 2020 on establishing the principles for setting the remuneration of Members of the Management Board of ENERGA Spółka Akcyjna and on repealing resolution No. 20 of the Ordinary General Meeting of 25 June 2019 (hereinafter: "Resolution No. 33 of the Ordinary General Meeting of ENERGA S.A. of 29 June 2020") and to put it in line with the rules for remunerating of members of the management and supervisory boards of the companies of the ORLEN Group (hereinafter also: "the ORLEN Group") in place in the ORLEN Group.

The submitted draft resolution of the Ordinary General Meeting on establishing the principles of setting the remuneration of Members of the Management Board amends Resolution No. 33 of the Ordinary General Meeting of ENERGA S.A. of 29 June 2020 as follows:

- § 3 sec. 3 of the resolution, by clarifying the name of the legislative act through completing its title, namely the Act of 9 June 2016 on the Rules for Determining the Remuneration of Persons Managing Certain Companies, and by deleting the numbers of the Journals of Laws which have changed;
- § 5 sec. 3 of the resolution, by changing the amount of the costs related to accommodation or co-financing the costs of renting a flat if the place of residence of the Member of the Management Board is more than 100 km from the registered office of the Company, from PLN 3,500 gross up to PLN 4,500 gross. The change is due to the market review conducted with respect to changes in the prices of co-financing the costs of renting a flat in the Republic of Poland, which concerned both large cities and smaller towns. It has been found as a result of the review that it is legitimate to increase the amount of co-financing of the costs of renting a flat, so that the values specified in the resolution correspond to the real costs of renting flats;
- § 6 sec. 5f) of the resolution, by deleting the words "as a result of the expiry of the term of office". The provision in question refers to the severance pay to which a Member of the Management Board is

Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock
09-411 Płock, ul. Chemików 7, phone: (+48 24) 256 00 00, fax: (+48 24) 367 70 00, www.orlen.pl
entered in the National Court Register kept by the District Court for Łódź-Śródmieście in Łódź,
20th Business Division, with the number: 0000028860
NIP: 957-095-77-22, BDO: 000007103, share/paid capital: in PLN 1,451,177,561.25

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entitled if he or she is employed for at least one year and such employment continues uninterrupted for at least one year (under a contract of employment or another legal relation) in PKN ORLEN S.A. or in ENERGA S.A. or in companies related to PKN ORLEN S.A. or in companies related to ENERGA S.A. over a period shorter than 12 months from the revoking or expiry of the mandate of the Member of the Management Board. The deletion of the words "as a result of the expiry of the term of office" makes it possible to expand the actions which are understood as the expiry the term of office.

The remaining elements of Resolution No. 33 of the Ordinary General Meeting of ENERGA S.A. of 29 June 2020 remain unchanged.

For Polski Koncern Naftowy ORLEN S.A.

/stamp:/ Member of the Management Board for
Strategy and Sustainable Development
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Iwona Waksmundzka-Olejniczak

/stamp:/ President of the Management Board
/illegible signature/
Daniel Obajtek

Appendices:

1. Draft Resolution of the Ordinary General Meeting of ENERGA Spółka Akcyjna on the change in the Principles of setting the remuneration of Members of the Management Board of Energa Spółka Akcyjna,
2. Printout of the information equivalent to the current record of entries in the Register of Businesses relating to PKN ORLEN S.A. dated 24 May 2023.

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