

Draft resolutions submitted on 18 June 2025 to the extended agenda of the Ordinary General Meeting of Enea S.A. with its registered office in Poznań, scheduled for 26 June 2025

Draft resolution to item 15 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
Enea Spółka Akcyjna with its registered office in Poznań
on**

to amend Resolution No. 3 of the Extraordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań of 19 December 2019 on the rules for setting remuneration of Management Board Members and to repeal Resolution No. 3 of the Extraordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań of 15 December 2016 on the rules for setting remuneration of Management Board Members, and to repeal Resolution No. 38 of the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań of 26 June 2017 to amend Resolution No. 3 of the Extraordinary General Meeting of 15 December 2016 on the rules for setting remuneration of Management Board Members and repeal Resolution No. 3 of the Extraordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań of 28 December 2017 to amend Resolution No. 38 of the Ordinary General Meeting of 26 June 2017 on the rules for setting remuneration of Management Board Members

Acting pursuant to Article 378(2) of the Act of 15 September 2000 entitled Commercial Company Code and Articles 2(1), 2(2)(1) and 4(5) and (6) of the Act of 9 June 2016 on the Rules for Remunerating Persons Heading Certain Companies, the Extraordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań hereby resolves as follows:

§ 1

In Resolution No. 3 of the Extraordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań of 19 December 2019 on the rules for setting remuneration of Management Board Members and to repeal Resolution No. 3 of the Extraordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań of 15 December 2016 on the rules for setting remuneration of Management Board Members, and to repeal Resolution No. 38 of the Ordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań of 26 June 2017 to amend Resolution No. 3 of the Extraordinary General Meeting of 15 December 2016 on the rules for setting remuneration of Management Board Members and repeal Resolution No. 3 of the Extraordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań of 28 December 2017 to amend Resolution No. 38 of the Ordinary General Meeting of 26 June 2017 on the rules for setting remuneration of Management Board Members, § 3(2) shall read as follows:

“2. The following Management Objectives are hereby set in particular:

- 1) Achieving the ratios defined by the Supervisory Board, in particular EBITDA, net debt/EBITDA, profitability, financial liquidity, management efficiency or solvency ratios,
- 2) Meeting the quality parameters applicable to the Enea Group in accordance with the applicable laws, including indicators set by the President of the Energy Regulatory Office,
- 3) Participation in the energy transition,

- 4) Achieving or changing production or sales levels,
- 5) Value of revenues, in particular sales revenues, operating income, revenues from other operating or financial activities,
- 6) Reduction of losses, reduction of overhead or operating expenses,
- 7) Implementation of a strategy or a restructuring plan,
- 8) Implementation of investment projects, while taking into account, in particular, their scale, rate of return, innovation, timely execution,
- 9) Change in the Company's market position measured by market share or other criteria or relations with business partners identified as key accounts using specific criteria,
- 10) Implementation of the staffing policy and increase in employee engagement,
- 11) Implementation of ESG, security and other policies,
- 12) Pursuit of initiatives that support the professional development of women.

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.

Draft resolution to item 16 of the proposed agenda

D R A F T

Resolution No.

**adopted by the Ordinary General Meeting of the Company operating under the business name
of
Enea Spółka Akcyjna with its registered office in Poznań
on**

**to amend the “Remuneration policy for members of the supervisory body and management
body at ENEA Spółka Akcyjna”**

Acting pursuant to Article 90d(1) of the Act of 29 July 2005 on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, the Extraordinary General Meeting of Enea Spółka Akcyjna with its registered office in Poznań hereby resolves as follows:

§ 1

In the “Remuneration policy for members of the supervisory body and management body at ENEA Spółka Akcyjna” forming an attachment to Resolution No. 19 of the Extraordinary General Meeting of ENEA S.A. of 23 July 2024 to adopt the “Remuneration policy for members of the supervisory body and management body at ENEA Spółka Akcyjna”:

1) § 3(4) of Section 4 “Remuneration rules for members of the Management Board” shall read as follows:

“4. The general catalog of Management Objectives includes:

- a) Achieving the ratios defined by the Supervisory Board, in particular EBITDA, net debt/EBITDA, profitability, financial liquidity, management efficiency or solvency ratios,
- b) Meeting the quality parameters applicable to the Enea Group in accordance with the applicable laws, including indicators set by the President of the Energy Regulatory Office,
- c) Participation in the energy transition,
- d) Achieving or changing production or sales levels,
- e) Value of revenues, in particular sales revenues, operating income, revenues from other operating or financial activities,
- f) Reduction of losses, reduction of overhead or operating expenses,
- g) Implementation of a strategy or a restructuring plan,
- h) Implementation of investment projects, while taking into account, in particular, their scale, rate of return, innovation, timely execution,
- i) Change in the Company’s market position measured by market share or other criteria or relations with business partners identified as key accounts using specific criteria,
- j) Implementation of the staffing policy and increase in employee engagement,
- k) Implementation of ESG, security and other policies,
- l) Pursuit of initiatives that support the professional development of women.”

2) § 1(1) of Section 6 “Miscellaneous” shall read as follows:

“1. This Policy has been adopted pursuant to Resolution No. 19 of the General Meeting of Enea S.A. of 23 July 2024 and then amended by Resolution No. ... of the General Meeting of Enea S.A. of 26 June 2025.”

§ 2

This resolution shall enter into force when adopted.

Number of shares from which valid votes were cast	: ...
Percentage of these shares in the share capital	: ...
Total number of votes cast	: ...
Number of votes in favor	: ...
Number of votes against	: ...
Number of votes abstaining	: ...

This resolution will be adopted by open ballot.