

## **NOTICE OF CONVENING THE ANNUAL GENERAL MEETING OF ENERGA SPÓŁKA AKCYJNA**

The Management Board of ENERGA S.A. with its registered office in Gdańsk (hereinafter: the "Company"), acting pursuant to Article 399 § 1 in conjunction with Article 395 § 1, 2, 2<sup>1</sup> and 5, Article 402<sup>1</sup> and Article 402<sup>2</sup> of the Commercial Companies Code, Article 90g section 6 of the Act of 29 July 2005 on Public Offering and the Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies, and § 25 section 3 item 1 of the Company's Articles of Association, hereby convenes the Annual General Meeting of the Company (hereinafter: the "Annual General Meeting" or the "General Meeting") for 12 June 2026 at 10:00 a.m., to be held in Gdańsk at the AmberExpo Exhibition and Congress Centre, 11 Żaglowa Street, with the following agenda:

1. Opening of the Annual General Meeting.
2. Election of the Chairperson of the Annual General Meeting.
3. Confirmation that the Annual General Meeting has been duly convened and is capable of adopting resolutions.
4. Adoption of the agenda of the Annual General Meeting.
5. Consideration and approval of the Management Board's report on the activities of the ENERGA Group in 2025 (including the Management Board's report on the activities of ENERGA S.A. in 2025 and the sustainability report of the ENERGA Group for 2025).
6. Consideration and approval of the separate financial statements of ENERGA S.A. for the financial year ended 31 December 2025.
7. Consideration and approval of the consolidated financial statements of the ENERGA Group for the financial year ended 31 December 2025.
8. Adoption of a resolution on the allocation of net profit for the 2025 financial year.
9. Consideration and approval of the Supervisory Board's report of ENERGA S.A. for the 2025 financial year.
10. Adoption of resolutions on granting discharge to the members of the Management Board of ENERGA S.A. for the performance of their duties in 2025.
11. Adoption of resolutions on granting discharge to the members of the Supervisory Board of ENERGA S.A. for the performance of their duties in 2025.
12. Adoption of a resolution on issuing an opinion on the Supervisory Board's report of ENERGA S.A. on the remuneration of the members of the Management Board and the Supervisory Board of ENERGA S.A. for 2025.
13. Adoption of a resolution on determining the number of members of the Supervisory Board of ENERGA S.A. for the new 8th term of office.
14. Adoption of resolutions on appointing members of the Supervisory Board of ENERGA S.A. for the new 8th term of office.
15. Closing of the Annual General Meeting.

Persons entitled to participate in the General Meeting are requested to register and collect voting cards on the day and at the venue of the General Meeting indicated above, between 8:00 a.m. and 9:30 a.m., before the opening of the meeting.

**Pursuant to Article 402<sup>2</sup> of the Commercial Companies Code, the Company provides the following information regarding participation in the Company's Annual General Meeting:**

**Record date and the right to participate in the General Meeting.**

The record date for participation in the General Meeting (hereinafter: the "Record Date") is **27 May 2026**, i.e. the date falling 16 days before the date of the General Meeting.

The Record Date is the same for holders of bearer shares and registered shares.

In accordance with Articles 406<sup>1</sup>, 406<sup>2</sup> and 406<sup>3</sup> of the Commercial Companies Code, only the following persons are entitled to participate in the General Meeting:

- 1) persons who are the Company's Shareholders on the Record Date;
- 2) pledgees and usufructuaries holding voting rights, provided that the establishment of the limited property right in their favor is recorded in the securities account on the Record Date;

and who, not earlier than after the announcement convening the General Meeting and not later than on the first business day following the Record Date, i.e. not later than **28 May 2026**, requested the entity maintaining their securities accounts to issue a registered certificate confirming the right to participate in the General Meeting.

The list of shareholders entitled to participate in the General Meeting will be made available at the Company's registered office at al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower building, 11th floor, Company Management Board Secretariat) on the three business days preceding the General Meeting, i.e. on **9, 10 and 11 June 2026**, between 9:00 a.m. and 3:00 p.m.

A shareholder of the Company may request that the list of shareholders entitled to participate in the General Meeting be sent to them free of charge to an electronic delivery address or by e-mail, indicating the address to which the list should be sent.

Upon a shareholder's request, the Company shall promptly, but no later than within two business days from the date of the request, make available to the shareholder documents corresponding in content to the Management Board's report on the activities of the ENERGA Group and ENERGA S.A., the financial statements, the Supervisory Board's report, or the audit report. At the shareholder's request, these documents shall be made available in electronic form, including by means of electronic communication.

A shareholder has the right to request copies of motions regarding matters included in the agenda within one week prior to the General Meeting.

Requests may be sent by e-mail to the Company's e-mail address: [wz@energa.pl](mailto:wz@energa.pl).

If a shareholder is not included in the list of shareholders entitled to participate in the General Meeting, they must prove by means of a registered deposit certificate that they are in fact a shareholder on the date of submitting the above request.

#### **Description of the procedures concerning participation in the General Meeting and the exercise of voting rights.**

- 1) A shareholder's right to request that specific matters be included in the agenda of the Company's General Meeting.

A shareholder or shareholders representing at least one twentieth of the Company's share capital may request that specific matters be included in the agenda of the General Meeting. Such request should be submitted to the Company's Management Board no later than 21 days before the scheduled date of the General Meeting, i.e. no later than **22 May 2026**.

The request should include a justification or a draft resolution concerning the proposed agenda item.

In addition, the shareholder or shareholders requesting that specific matters be included in the agenda must submit, together with the request, documents confirming their identity and their right to request that specific matters be included in the agenda of the General Meeting, in particular:

- a) a registered deposit certificate or a registered certificate confirming the right to participate in the General Meeting, issued by the entity maintaining the securities account in accordance with the regulations on trading in financial instruments, confirming that its addressee is a shareholder of the Company and holds the relevant number of shares on the date of submitting the request,
- b) for a shareholder who is a natural person — a copy of an identity card, passport pages enabling identification, or another official identity document of the shareholder, solely to the extent of the data enabling the shareholder's identification (first name and surname, series and number of the identity card/passport/other official document, PESEL number, if applicable, issue date and expiry date), anonymized in accordance with the template attached to this notice; for security reasons, it is recommended to cross out the copy of the identity card/passport/other official document pages diagonally and add the wording: "Solely for the purposes of participation in the AGM of ENERGA S.A.", however in such a way that the data required for identification remains legible;
- c) for a shareholder who is not a natural person — a copy of a current excerpt from the relevant register or a self-downloaded printout of current information on an entity entered in the National Court Register referred to in Article 4 section 4aa of the Act of 20 August 1997 on the National Court Register (consolidated text: Journal of Laws of 2024, item 979, as amended), or another document confirming the existence of such shareholder and the right of its representative or representatives to represent it, together with copies of the identity card, passport pages enabling identification, or another official identity document of the representative or representatives authorized to represent the shareholder — solely to the extent and in the manner indicated in letter b above.

The request together with the full set of attachments may be submitted in writing:

- a) with confirmation of submission, at the Company's registered office at: al. Grunwaldzka 472, 80-309 Gdańsk,
- b) with confirmation of receipt, sent to the Company at: ENERGA S.A., al. Grunwaldzka 472, 80-309 Gdańsk,

or sent to the Company by e-mail to the following address: [wz@energa.pl](mailto:wz@energa.pl).

The Company may take the necessary measures to identify the shareholder or shareholders and to verify the validity of the submitted documents.

The date on which the above request is received by the Company shall determine whether it has been submitted on time, and in the case of electronic submission, the date on which the above request is entered into the Company's e-mail system shall be decisive.

All documents referred to above that are prepared in a foreign language should be accompanied by an appropriate translation into Polish prepared by a sworn translator.

The Management Board shall immediately, but no later than 18 days before the scheduled date of the General Meeting, i.e. on **25 May 2026**, announce changes to the agenda introduced at the request of a shareholder or shareholders. The announcement of the new agenda will be made in the manner appropriate for convening the General Meeting, i.e. by posting it on the Company's website in the Investors/For shareholders/General Meetings tab and in the manner specified for the disclosure of current information in accordance with the provisions of the Act of 29 July 2005 on Public Offering and the Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies.

- 2) A shareholder's right to submit draft resolutions concerning matters included in the agenda or matters to be included in the agenda.

A shareholder or shareholders representing at least one twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company in writing (i.e. deliver personally against confirmation of submission or send to the Company against confirmation of receipt) at the following address: ENERGA S.A., al. Grunwaldzka 472, 80-309 Gdańsk, or by means of electronic communication by sending an electronic message to the dedicated e-mail address: [wz@energa.pl](mailto:wz@energa.pl), draft resolutions concerning matters included in the agenda of the General Meeting or matters to be included in the agenda.

The date and time on which the above submission is received by the Company shall determine whether it has been submitted on time, and in the case of electronic submission, the date and time on which the above submission is entered into the Company's e-mail system shall be decisive.

Draft resolutions are published without delay on the Company's website in the Investors/For shareholders/General Meetings tab.

A shareholder or shareholders submitting draft resolutions should present documents confirming their identity and the right to submit draft resolutions, as described in item 1 above.

Draft resolutions should be submitted in Polish.

Each shareholder may, during the General Meeting, submit draft resolutions concerning matters included in the agenda both before the date of the General Meeting and during the General Meeting.

- 3) The method of exercising voting rights by proxy, forms used during voting by proxy, and the method of notifying the Company by means of electronic communication of the appointment of a proxy.

A shareholder has the right to participate in the General Meeting and exercise voting rights in person or by proxy. A shareholder's proxy exercises all the rights of the shareholder unless the content of the proxy document provides otherwise. A proxy may grant further proxies if this follows from the content of the proxy document.

One proxy may represent more than one shareholder. In such a case, the proxy may vote differently with respect to the shares of each shareholder. A shareholder whose shares are recorded in more than one securities account may appoint:

- a) separate proxies to exercise rights attached to shares recorded in each of the accounts,
- b) one proxy to exercise rights attached to shares recorded in each of the accounts.

A shareholder whose shares are recorded in an omnibus account may appoint separate proxies to exercise rights attached to shares recorded in that account.

A proxy to participate in the Meeting and exercise voting rights must be granted in writing or in electronic form. Granting a proxy in electronic form does not require a qualified electronic signature.

For the purpose of identifying the shareholder granting the proxy and the proxy representing them, the following should be attached to the document confirming the granting of the proxy:

- a) in the case of a shareholder who is a natural person — a copy of an identity card, passport pages enabling identification, or another official identity document of the shareholder — solely to the extent of the data enabling the shareholder's identification (first name and surname, series and number of the identity card/passport/other official document, PESEL number, if applicable, issue date and expiry date), anonymized in accordance with the template attached to this notice; for security reasons, it is recommended to cross out the copy of the identity card/passport/other official document pages diagonally and add the wording: "Solely

for the purposes of participation in the AGM of ENERGA S.A.”, however in such a way that the data required for identification remains legible);

b) in the case of a shareholder who is not a natural person — a copy of a current excerpt from the relevant register or a self-downloaded printout of current information on an entity entered in the National Court Register referred to in Article 4 section 4aa of the Act of 20 August 1997 on the National Court Register (consolidated text: Journal of Laws of 2024, item 979, as amended), or another document confirming the existence of such shareholder and the right of its representative or representatives to represent it, together with copies of the identity card, passport pages enabling identification, or another official identity document of the representative or representatives authorized to represent the shareholder — solely to the extent and in the manner specified in letter a above;

c) in the case of a proxy who is a natural person — a copy of an identity card, passport pages enabling identification, or another official identity document of the proxy — solely to the extent and in the manner specified in letter a above;

d) in the case of a proxy who is not a natural person — a copy of a current excerpt from the relevant register or a self-downloaded printout of current information on an entity entered in the National Court Register referred to in Article 4 section 4aa of the Act of 20 August 1997 on the National Court Register (consolidated text: Journal of Laws of 2024, item 979, as amended), or another document confirming the existence of such proxy and the right of its representative or representatives to represent it, together with copies of the identity card, passport pages enabling identification, or another official identity document of the representative or representatives authorized to represent the proxy — solely to the extent and in the manner specified in letter a above.

In the case of foreign entities in whose state of registered office no relevant registers are kept, instead of copies of current register excerpts referred to in letters b and d above, a copy of a document confirming the existence of the given entity and the right of its representative or representatives to represent it should be attached.

If there are doubts as to the authenticity of the copies of documents referred to above, the Company or the person designated to register shareholders may request, before the opening of the General Meeting, that the originals of those documents or copies certified as true copies by a notary public, legal adviser, or another entity authorized to certify conformity with the original be presented. If they are not presented, the shareholder's proxy may be denied admission to participate in the General Meeting.

All documents referred to above that are prepared in a foreign language should be accompanied by an appropriate translation into Polish prepared by a sworn translator.

If the proxy to participate in the proceedings and exercise voting rights at the General Meeting granted by the shareholder was granted subject to a condition or with a time limit, evidence should also be attached that the condition has been fulfilled or that the event, if the beginning of the time period is calculated from the occurrence of that event, has taken place.

The fact that a proxy has been granted in electronic form must be notified to the Company by means of electronic communication no later than **5 June 2026** by 9:00 a.m. The notification should be sent by e-mail to the Company's e-mail address: [wz@energa.pl](mailto:wz@energa.pl). A shareholder may also notify the Company in the same way of a proxy granted in writing, which will facilitate the registration process for participants on the day of the Annual General Meeting.

Together with the notification, a scan of the granted proxy or the proxy in electronic form and scans of the documents referred to, respectively, in letters a, b, c and d above should be sent. The notification should also indicate the e-mail address by means of which the Company will be able to contact the shareholder and the proxy. The Management Board has the right to verify the submitted notifications and to take actions aimed at identifying the

shareholder and the proxy and confirming proper authorization. Verification may in particular consist of a return inquiry made by telephone or electronically to the shareholder or the proxy. The above rules apply accordingly to the amendment or revocation of the granted proxy. Notifications that do not meet the above requirements shall have no legal effect vis-à-vis the Company. The Company shall not be liable for errors in completing the proxy form or for actions of persons using proxies. A proxy appearing at the General Meeting is obliged, at the request of the Company or the person or persons designated to register shareholders, to present the originals of the documents attached to the notification referred to above.

The Company's Management Board further informs that if a shareholder grants a proxy together with voting instructions, the Company will not verify whether proxies exercise voting rights in accordance with the instructions received from shareholders. Therefore, voting instructions should be delivered only to the proxy.

If the proxy at the General Meeting is a member of the management board, a member of the supervisory board, a liquidator, an employee of the Company, or a member of the bodies or an employee of a company or cooperative dependent on the Company, the proxy may authorize representation at only one General Meeting. The proxy is obliged to disclose to the shareholder circumstances indicating the existence or possibility of a conflict of interest and is also obliged to vote in accordance with the instructions given by the shareholder. Granting a further proxy is excluded.

Forms used during voting by proxy (template proxy form and forms for exercising voting rights by proxy) are published on the Company's website in the Investors/For shareholders/General Meetings tab.

- 4) Information on alternative forms of participation in the General Meeting, speaking, and exercising voting rights.

The Company does not provide for the possibility of participating in, speaking at, or exercising voting rights at the General Meeting by means of electronic communication.

Furthermore, the Company does not provide for the possibility of exercising voting rights at the General Meeting by correspondence.

The proceedings of the General Meeting will be broadcast live via the Internet to the public network, recorded, and made publicly available on the website <https://grupa.energa.pl/>. Information regarding the broadcast will be posted on the Company's website no later than 7 days before the date of the General Meeting.

- 5) Information on a shareholder's right to ask questions concerning matters included in the agenda of the General Meeting.

Shareholders participating in the General Meeting have the right to ask questions concerning matters included in the agenda of the General Meeting and to take part in the discussion in accordance with the rules set out in the Rules of Procedure of the General Meeting of ENERGA S.A.

- 6) Provisions of the Company's Articles of Association concerning restrictions on voting rights and shareholders' obligations in this respect.

The Company's Articles of Association do not provide for any restrictions on voting rights.

- 7) Access to documentation.

Persons entitled to participate in the General Meeting may obtain the full text of the documentation to be presented to the General Meeting and draft resolutions:

- a) on the Company's website in the Investors/For shareholders/General Meetings tab,

b) at the Company's registered office at: al. Grunwaldzka 472, 80-309 Gdańsk (Olivia Tower building, 11th floor, Company Management Board Secretariat), on business days from 9:00 a.m. to 3:00 p.m., after prior notification of such request by e-mail to: [wz@energa.pl](mailto:wz@energa.pl).

8) Location where information concerning the General Meeting is published.

All information concerning the Company's General Meeting is made available on the Company's website in the [Investors/For shareholders/General Meetings](#) tab.

**Attachments:**

1. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding the election of the Chairperson of the Annual General Meeting.
2. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding the adoption of the agenda of the Annual General Meeting.
3. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding the approval of the Management Board's report on the activities of the ENERGA Group in 2025 (including the Management Board's report on the activities of ENERGA S.A. in 2025 and the sustainability report of the ENERGA Group for 2025).
4. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding the approval of the Company's separate financial statements for the financial year ended 31 December 2025.
5. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding the approval of the consolidated financial statements of the ENERGA Group for the financial year ended 31 December 2025.
6. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding the allocation of net profit for the 2025 financial year.
7. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding the approval of the Supervisory Board's Report of ENERGA S.A. for the 2025 financial year.
8. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Mr. Michał Gołębiowski for the performance of his duties as Vice-President of the Management Board in 2025.
9. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Ms. Magdalena Kamińska for the performance of her duties as Vice-President of the Management Board, Vice-President of the Management Board for Financial Matters, and Acting President of the Management Board in 2025.
10. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Mr. Piotr Szymanek for the performance of his duties as Vice-President of the Management Board in 2025.
11. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Mr. Sławomir Staszak for the performance of his duties as President of the Management Board in 2025.
12. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Mr. Ireneusz Fąfara for the performance of his duties as Chairman of the Supervisory Board in 2025.
13. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Ms. Renata Rosiak for the performance of her duties as Deputy Chairperson of the Supervisory Board, Chairperson of the Supervisory Board, Member of the Supervisory Board, and Secretary of the Supervisory Board in 2025.
14. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Ms. Dominika Lechowska for the performance of her duties as Member of the Supervisory Board in 2025.

15. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Ms. Agata Piotrowska for the performance of her duties as Secretary of the Supervisory Board in 2025.
16. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Mr. Dariusz Trojanowski for the performance of his duties as Member of the Supervisory Board in 2025.
17. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Mr. Zbigniew Lubośny for the performance of his duties as Member of the Supervisory Board in 2025.
18. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Mr. Paweł Olechnowicz for the performance of his duties as Member of the Supervisory Board in 2025.
19. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Mr. Krzysztof Berliński for the performance of his duties as Member of the Supervisory Board in 2025.
20. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding granting discharge to Mr. Sławomir Staszak for the performance of his duties as Member of the Supervisory Board and Deputy Chairperson of the Supervisory Board in 2025.
21. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding issuing an opinion on the Supervisory Board's Report of ENERGA S.A. on the remuneration of the members of the Management Board and the Supervisory Board of ENERGA S.A. for 2025.
22. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding determining the number of members of the Supervisory Board of ENERGA S.A. for the new 8th term of office.
23. Draft Resolution of the Annual General Meeting of ENERGA S.A. regarding the appointment of a member of the Supervisory Board of ENERGA S.A. for the new 8th term of office.
24. Template for anonymization of identity documents.