

A justification for the draft resolutions to be considered and voted on by the Ordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna (“Company”, “PGE”) convened for 28 April 2023:

I. the resolution concerning the consideration and approval of the financial statements as well as the reports on the activities of the Company and the PGE Capital Group.

Pursuant to 395 § 2 item 2 and § 5 of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include the consideration and approval of the Management Board's report on the Company's activities and its financial statements for the previous financial year as well as the consolidated financial statements. The necessity of the approval of these documents by the General Meeting results also from the Accounting Act. Pursuant to the Accounting Act, a report on the activities of a capital group can be prepared jointly with a report on the activities of a parent company as one document. The Company took advantage of this possibility.

On 20 March 2023 the Management Board adopted resolution no. 128/16/2023 concerning the approval of “The EU-IFRS-compliant standalone financial statements of the company PGE Polska Grupa Energetyczna S.A. for the year 2022 ended 31 December 2022 (in PLN million)”, “The EU-IFRS-compliant consolidated financial statements of the company PGE Polska Grupa Energetyczna S.A. for the year 2022 ended 31 December 2022 (in PLN million)” and the Management Board's report on the activities of PGE Polska Grupa Energetyczna S.A. and the PGE Capital Group for the year 2022 ended 31 December 2022, as well as the motion to the Supervisory Board requesting an evaluation of the aforementioned documents.

On 21 March 2023 the Supervisory Board evaluated positively “The EU-IFRS-compliant standalone financial statements of the company PGE Polska Grupa Energetyczna S.A. for the year 2022 ended 31 December 2022 (in million zlotys)”, “The EU-IFRS-compliant consolidated financial statements of the PGE Capital Group for the year 2022 ended 31 December 2022 (in million zlotys)” and the Management Board's report on the activities of the company PGE Polska Grupa Energetyczna S.A. and the PGE Capital Group for the year 2022 ended 31 December 2022.

II. the resolution concerning the distribution of the Company's net profit for the financial year 2022.

On 21 March 2023 the PGE Management Board adopted the decision to recommend that the Ordinary General Meeting allocate the Company's entire net profit for the financial year 2022 in the amount of PLN 3,096,758,749.73 (say: three billion ninety-six million seven hundred and fifty-eight thousand seven hundred and forty-nine zloty and seventy-three groszy) to the supplementary capital.

On 21 March 2023 the Supervisory Board evaluated positively the aforementioned motion of the PGE Management Board.

III. the resolution concerning the consideration of “The report on the activities of the Supervisory Board of PGE Polska Grupa Energetyczna S.A. for the year 2022” and “The report of the Supervisory Board of PGE Polska Grupa Energetyczna S.A. on its evaluation of the statements and reports for the year 2022, the proposal concerning the distribution of the net profit for the year 2022 and the Management Board's fulfilment

of the information disclosure obligations resulting from the Commercial Companies Code” and the adoption of the resolution concerning their approval.

The General Meeting’s approval of the aforementioned reports constitutes the fulfilment of the obligation specified in item 2.11 of The Good Practices of Companies Listed on the Warsaw Stock Exchange.

IV. the resolution concerning the provision of an opinion on “The report on the remuneration of the Members of the Management Board and the Supervisory Board of PGE Polska Grupa Energetyczna S.A.”

On 23 March 2023 the PGE Management Board adopted resolution no. 136/18/2023 concerning the acceptance of a draft of “The report on the remuneration of the Members of the Management Board and the Supervisory Board of PGE Polska Grupa Energetyczna S.A. for the year 2022” and the submission of this draft document to the Supervisory Board of PGE Polska Grupa Energetyczna S.A.

The Supervisory Board’s obligation to draw up a report on the remuneration of the Members of the Management Board and the Supervisory Board results from Article 90g clause 1 of the Act on public offering, conditions governing the introduction of financial instruments to an organized trading system and public companies.

On 28 March 2023 the Supervisory Board approved this report.

V. the resolution concerning the granting of discharge to the Members of the Management Board and the Supervisory Board of PGE.

Pursuant to Article 395 § 1 item 3 of the Commercial Companies Code, the agenda of the Ordinary General Meeting should include the granting of discharge to the members of the Company's governing bodies for the performance of their duties in the previous financial year.

On 28 March 2023 the Supervisory Board recommended that the General Meeting grant discharge to the Members of the Management Board and submitted a motion requesting discharge for the Members of the Supervisory Board for the performance of their duties in the year 2022.