

ANNOUNCEMENT OF THE MANAGEMENT BOARD

of Zespół Elektrociepłowni Wrocławskich KOGENERACJA Spółka Akcyjna
with its seat in Wrocław, KRS [National Court Register] 0000001010
District Court in Wrocław-Fabryczna, 6th Business Division of the National Court Register,
entry in the register: 19.02.2021 (the Company)

ON CONVENING AN EXTRAORDINARY GENERAL MEETING

1. Convening the Extraordinary General Meeting and the agenda

The Management Board of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. with its seat in Wrocław, ul. Łowiecka 24, acting pursuant to Article 399 § 1 and Article 402 and 402¹ of the act of 15 September 2000 *Commercial Companies Code* (hereinafter: CCC) and § 18(3)(b) of the *Company's Articles of Association* convenes the Extraordinary General Meeting of Shareholders of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A., which shall be held on **15 September 2022 at 11:00 a.m.** at the Company's registered office in Wrocław, 24 Łowiecka Street, with the following agenda:

- 1) Opening of the Extraordinary General Meeting.
- 2) Appointment of the Chairperson of the Extraordinary General Meeting.
- 3) Confirmation that the Extraordinary General Meeting was summoned in a proper way and that it is able to adopt resolutions.
- 4) Adoption of the agenda.
- 5) Adoption of a resolution on amendments in the Company's Supervisory Board.
- 6) Adoption of a resolution on resolving to bear the costs of convening and holding the Extraordinary General Meeting.
- 7) Closing of the Extraordinary General Meeting.

2. Shareholders' rights related to supplementing the agenda of the Extraordinary General Meeting and submitting draft resolutions

- (a) Shareholder's right to demand that certain matters be placed on the agenda of the Extraordinary General Meeting of Shareholders

A shareholder or shareholders representing at least one twentieth (1/20) of the Company's share capital may request that certain matters be placed on the agenda of the Extraordinary General Meeting. A request to this effect shall be submitted to the Management Board of the Company not later than twenty one days before the set date of the Extraordinary General Meeting.

The request shall contain a justification or a draft resolution regarding the proposed item of the agenda. The request may be submitted in writing or by electronic means. In addition, the shareholder or shareholders requesting the inclusion of certain matters in the agenda must present a certificate issued by the relevant entity confirming their right to participate in the Extraordinary General Meeting in order to identify them as shareholders of KOGENERACJA S.A. In the case of shareholders being legal persons and partnerships, they should also confirm the right to act on behalf of this entity by enclosing a current excerpt from the National Court Register. In the case of shareholders submitting the request using electronic means of communication, it is recommended that the documents be sent in PDF format.

The Management Board shall immediately, but not later than eighteen days before the set date of the Extraordinary General Meeting, notify of changes to the agenda introduced at the request of the shareholder or shareholders. The new agenda shall be announced in the manner appropriate for convening the Extraordinary General Meeting.

(b) Shareholder's right to submit draft resolutions concerning matters included in the agenda of the Extraordinary General Meeting or matters which are to be included in the agenda before the set date of the Extraordinary General Meeting

A shareholder or shareholders representing at least one twentieth (1/20) of the share capital may, before the set date of the Extraordinary General Meeting, submit to the Management Board of KOGENERACJA S.A., in writing or by electronic means, draft resolutions concerning the matters included in the agenda of the Extraordinary General Meeting or matters which are to be included in the agenda. The shareholder or shareholders proposing draft resolutions must, as in item (a) above, prove that they hold the relevant number of shares as at the date of filing the request. In the case of shareholders being legal persons and partnerships, they should also confirm the right to act on behalf of this entity by enclosing a current excerpt from the National Court Register. KOGENERACJA S.A. shall immediately announce the draft resolutions on its website.

(c) Shareholder's right to submit draft resolutions concerning matters included in the agenda during the Extraordinary General Meeting of Shareholders

Each of the shareholders entitled to participate in the Extraordinary General Meeting may, during the Extraordinary General Meeting, submit draft resolutions on matters included in the agenda.

(d) The right to ask questions about the issues put on the agenda of Extraordinary general meeting.

A shareholder shall have the right to ask questions concerning issues placed on the agenda of the Extraordinary General Meeting

3. The right to appoint a proxy and the manner of exercising the voting right by the proxy

A shareholder may participate in the Extraordinary General Meeting and exercise the voting right in person or by proxy. The proxy shall exercise all the rights of the shareholder at the Extraordinary General Meeting

of Shareholders unless the power of attorney states otherwise. The proxy may grant a further power of attorney if it follows from the content of the power of attorney. The proxy may represent more than one shareholder and vote differently on the shares of each shareholder. The shareholder holding shares registered on more than one securities account may appoint separate proxies to exercise rights attached to shares registered on each of the accounts.

The power of attorney to participate in the Extraordinary General Meeting and exercise the voting right must be granted in writing or by electronic means. The forms of power of attorney entitling to participate in the Extraordinary General Meeting and exercise the right to vote by electronic means are available for download on the website of KOGENERACJA S.A. at www.kogeneracja.com.pl or may be sent free of charge by the Company by post at the request of shareholders to the address indicated by them. The shareholder is obliged to send to the Company information on granting the power of attorney by electronic means to the following address: kogeneracja@kogeneracja.com.pl at the latest one day before the Extraordinary General Meeting takes place in connection with the need to carry out verification activities. Pursuant to Article 402³ § 1(5) of the *Polish Code of Commercial Partnerships and Companies*, a form allowing for the exercise of voting rights by the proxy shall be posted on the KOGENERACJA S.A. website at www.kogeneracja.com.pl.

A member of the Management Board of KOGENERACJA S.A. and an employee of KOGENERACJA S.A. may be proxies of shareholders at the Extraordinary General Meeting. If a Member of the Management Board, a Member of the Supervisory Board, an employee of KOGENERACJA S.A. or a member of the governing bodies or an employee of a subsidiary of KOGENERACJA S.A. is a proxy at the Extraordinary General Meeting, the power of attorney may authorise representation at only one Extraordinary General Meeting. The proxy is obliged to disclose to the shareholder any circumstances indicating the existence or possibility of a conflict of interest. In such a case, granting of a further power of attorney shall be excluded.

4. Method of notifying the Management Board of KOGENERACJA S.A. using electronic means of communication about the appointment of a proxy

The Shareholder shall inform the Management Board of the Company about granting the power of attorney by electronic means via e-mail. KOGENERACJA S.A. on its website at www.kogeneracja.com.pl provides for download a template of a form of notification of granting a power of attorney by electronic means, which, after being completed by the shareholder, shall be sent by the shareholder as an attachment to the following e-mail address: kogeneracja@kogeneracja.com.pl Granting a power of attorney by electronic means does not require a qualified electronic signature.

5. Method of verifying the validity of the power of attorney granted by electronic means

Verification of the validity of the granted power of attorney by electronic means shall be conducted by an employee of the Company by telephone contact with the shareholder and the proxy. The telephone contact report shall be attached to the power of attorney.

6. Possibility and manner of participation in the Extraordinary General Meeting with the use of electronic communication means

Pursuant to Article 406⁵ of the *Polish Code of Commercial Partnerships and Companies* the Management Board of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. points out that the Management Board of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. as the convener has not decided that the participation in the Extraordinary General Meeting may also be taken by means of electronic communication.

7. The manner of expressing opinions during the Extraordinary General Meeting of Shareholders using electronic means of communication

Pursuant to Article 406⁵ of the *Polish Code of Commercial Partnerships and Companies* the Management Board of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. points out that the Management Board of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. as the convener has not decided that the participation in the Extraordinary General Meeting may also be taken by means of electronic communication.

8. Manner of exercising voting rights by correspondence or using electronic means of communication

Pursuant to Article 406⁵ of the *Polish Code of Commercial Partnerships and Companies* the Management Board of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. points out that the Management Board of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. as the convener has not decided that the participation in the Extraordinary General Meeting may also be taken by means of electronic communication.

9. Date of registration of participation at the Extraordinary General Meeting

The day of registration of participation in the Extraordinary General Meeting falls 16 days before the date of the Ordinary General Meeting, i.e. on **30 August 2022 (Registration Day)**.

10. Information on the right to participate in the Extraordinary General Meeting of Shareholders

Only persons being shareholders of KOGENERACJA S.A. on the **Registration Day**, i.e. on **30 August 2022**, have the right to participate in the Extraordinary General Meeting.

Shareholders entitled under dematerialised bearer shares, in order to exercise their right to participate, should submit, not earlier than after the announcement of convening the Extraordinary General Meeting, i.e. on **22 August 2022** and not later than on the first business day after the Registration Day, i.e. not later than on **31 August 2022**, to the entity maintaining the securities account, a request to issue a personal certificate of the right to participate in the Extraordinary General Meeting. It is recommended that shareholders collect the above mentioned certificate of the right to participate and take it with them to the Extraordinary General Meeting.

The list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders is

established by KOGENERACJA S.A. on the basis of the list provided to the Company by the Central Securities Depository of Poland, drawn up on the basis of the lists issued by entities maintaining securities accounts in accordance with the regulations on trading in financial instruments.

The list of shareholders entitled to participate in the Extraordinary General Meeting, drawn up in accordance with Article 407 § 1 of the *Polish Code of Commercial Partnerships and Companies*, shall be made available for inspection at the registered office of KOGENERACJA S.A. in Wrocław at ul. Łowiecka 24 (building A, ground floor, room 100) for three working days (**12, 13, 14 September 2022**) before the Extraordinary General Meeting is held.

Shareholders of KOGENERACJA S.A. may request that the list of shareholders entitled to participate in the Extraordinary General Meeting be sent to them free of charge by e-mail, stating the address to which the list should be sent.

Shareholders shall be allowed to participate in the Extraordinary General Meeting upon presentation of an identity card, and proxies upon presentation of an identity card and a valid power of attorney granted in writing or by electronic means (in such a case, the proxy should present a printout of the power of attorney in PDF format). Representatives of legal persons or partnerships should additionally present current excerpts from relevant registers, listing persons authorised to represent such entities.

11. Place, where the documentation that is to be presented to the Extraordinary General Meeting shall be posted

The full text of the documentation to be presented to the Extraordinary General Meeting together with draft resolutions shall be posted on the website of KOGENERACJA S.A. at www.kogeneracja.com.pl from the date of convening the Extraordinary General Meeting, in accordance with Article 402³ § 1 of the *Polish Code of Commercial Partnerships and Companies*.

As of **22 August 2022** to the day preceding the date of the Extraordinary General Meeting, shareholders of KOGENERACJA S.A. may inspect the following documents at the registered office of KOGENERACJA S.A. in Wrocław, ul. Łowiecka 24, building A, ground floor, room 100, from 8:00 a.m. to 2:00 p.m. on each business day.

All information concerning the Extraordinary General Meeting shall be made available on the website of KOGENERACJA S.A. at www.kogeneracja.com.pl.