



**A justification for the draft resolutions
of the Extraordinary General Meeting
of the Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.
(„the Company”) convened for April 17, 2024**

I. For item 5 of the agenda concerning the adoption of the resolutions on changes in the composition of the Supervisory Board.

Shareholder PGE Energia Ciepła S.A. as a justification for the request, he indicated that the request to convene an Extraordinary General Meeting and to include specific matters on the agenda of this Meeting is a statutory right of a shareholder or shareholders representing at least one twentieth of the share capital. The inclusion of an item on the agenda of the Extraordinary General Meeting of the Company regarding changes in the composition of the Supervisory Board results from the competence of the General Meeting to appoint and dismiss members of the Supervisory Board of the Company and serves to exercise the shareholders' right to shape the composition of the supervisory body in the Company.

II. For item 6 of the agenda concerning the adoption of the resolution concerning the payment of the costs related to convening the General Meeting.

Pursuant to Article 400 § 4 of the Commercial Companies Code, the General Meeting convened at the request of the Shareholder representing at least one twentieth of the share capital adopts the resolution concerning the payment of the costs related to convening and holding the General Meeting by the Company.