

*(This is a translation of the document issued originally in Polish language
The Polish original should be referred to in matters of interpretation)*

**Content of draft Resolutions of the Extraordinary General Meeting
of ZE PAK Spółka Akcyjna
convened on April, 2022**

To item 2 of the agenda

**Resolution No. ...
of the Extraordinary General Meeting
of ZE PAK Spółka Akcyjna
based in Konin
of ... 2022**

on: election of the Chairman of the Extraordinary General Meeting

The Extraordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**” or „**ZE PAK SA**”), acting on the basis of Article 409 § 1 of the Code of Commercial Companies and § 13 of the articles of association of the Company adopts as follows:

§ 1

To the position of the Chairman of the Extraordinary General Meeting the following is elected _____ .

§ 2

1. The Resolution was adopted by secret ballot.
2. This Resolution comes into force upon adoption.

To item 4 of the agenda

**Resolution No. ...
of the Extraordinary General Meeting
of ZE PAK Spółka Akcyjna
based in Konin
of ... 2022**

on: adoption of the agenda

The Extraordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**” or „**ZE PAK SA**”) adopts as follows:

§ 1

The agenda of this Extraordinary General Meeting is adopted as follows:

1. Opening of the Extraordinary General Meeting.
2. Election of Chairman of the Extraordinary General Meeting.
3. Confirmation of the correctness of convening the Extraordinary General Meeting and its ability to adopt Resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution on the consent to the lease of an organized part of ZE PAK S.A. related to energy activities conducted within Elektrownia Konin.
6. Adoption of a resolution on consent to the sale of an organized part of the ZE PAK S.A. related to energy activities conducted within Elektrownia Konin.
7. Adoption of a resolution on the number of members of the Supervisory Board of ZE PAK SA.
8. Adoption of resolutions on changes in the composition of the Supervisory Board of ZE PAK S.A.
9. Closing the sessions.

§ 2

This Resolution comes into force upon adoption.

To item 5 of the agenda

**Resolution No. ...
of the Extraordinary General Meeting
of ZE PAK Spółka Akcyjna
based in Konin
of ... 2022**

on: consent to the lease of an organized part of the enterprise of ZE PAK S.A. related to the energy activities carried out as part of the Elektrownia Konin.

The Extraordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**” or „**ZE PAK SA**”) acting pursuant to art. 393 point 3 the Code of Commercial Companies and § 14 section 1 point 12) The Articles of Association of the Company adopts as follows:

§ 1

Extraordinary General Meeting of ZE PAK S.A. agrees to lease an organized part of the Company's enterprise, which includes in particular: land real estate owned or in perpetual usufruct of the Company, where the production assets, electrical switchboards with transmission infrastructure, workshops, office buildings and others,

accompanying infrastructure, contracts and some employees are included, necessary to run a business by the Elektrownia Konin ("**ZCP Konin**") for the benefit of PAK-PCE Biopaliwa i Wodór Sp. z o.o. based in Konin, entered into the register of entrepreneurs kept by the District Court in Poznań, Nowe Miasto and Wilda in Poznań 9th Commercial Division of the National Court Register under the KRS number: 0000864139, NIP: 6653033976, REGON: 387259614 ("**PAK -PCE BiW**") or other company belonging to the ZE PAK S.A. Capital Group, on the following material terms of the lease contract:

- a) the lease period will commence when the lessee obtains a license for the production of electricity and heat issued by the President of the Energy Regulatory Office,
- b) the lease contract will expire on the date of sale of ZCP Konin to the lessee,
- c) the amount of the monthly rent will be determined by the lessor and the lessee by negotiation, but will not be lower than PLN 4,500,000.00 (say: four million five hundred thousand zlotys), increased by VAT, if it is due in accordance with the relevant regulations.

§ 2

The Extraordinary General Meeting of ZE PAK SA authorizes the Management Board of the Company to take all steps necessary to implement this Resolution, including in particular:

- a) establishing a detailed list of ingredients included in ZCP Konin
- b) determining the amount of the lease fee for the lease of ZCP Konin and other terms of the lease agreement;
- c) performing any other necessary factual and legal actions that turn out to be necessary in connection with the lease of ZCP Konin,

§ 3

This Resolution comes into force upon adoption

To item 6 of the agenda

Resolution No. ... of the Extraordinary General Meeting of ZE PAK Spółka Akcyjna based in Konin of ... 2022

on: consent to the sale of an organized part of ZE PAK S.A. related with energy activities conducted within Elektrownia Konin.

The Extraordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**” or „**ZE PAK SA**”) acting pursuant to art. 393 point 3 the Code of Commercial Companies and § 14 section 1 point 12) The Articles of Association of the Company adopts as follows:

§ 1

Extraordinary General Meeting of ZE PAK S.A. agrees to lease an organized part of the Company's enterprise, which includes in particular: land real estate owned or in perpetual usufruct of the Company, where the production assets, electrical switchboards with transmission infrastructure, workshops, office buildings and others, accompanying infrastructure, contracts and some employees are included, necessary to run a business by Elektrownia Konin ("**ZCP Konin**") for the benefit of PAK-PCE Biopaliwa i Wodór Sp. z o.o. based in Konin, entered into the register of entrepreneurs kept by the District Court in Poznań, Nowe Miasto and Wilda in Poznań 9th Commercial Division of the National Court Register under the KRS number: 0000864139, NIP: 6653033976, REGON: 387259614 ("**PAK -PCE BiW**") or other company belonging to ZE PAK S.A. Capital Group, for a fee not lower than PLN 900,000,000.00 (in words: nine hundred million zlotys), increased by VAT, if it is due in accordance with the relevant regulations.

§ 2

The Extraordinary General Meeting of ZE PAK SA authorizes the Management Board of the Company to take all steps necessary to implement this Resolution, including in particular:

- a) selecting the legal form of disposal of ZCP Konin as part of the consent granted by the Extraordinary General Meeting of the Company in §1 of this Resolution
- b) establishing a detailed list of ingredients included in ZCP Konin
- c) determining the amount of the lease fee for the lease of ZCP Konin and other terms of the lease agreement
- d) performing any other necessary factual and legal actions that turn out to be necessary in connection with the lease of ZCP Konin.

§ 3

This Resolution comes into force upon adoption.

To item 7 of the agenda

**Resolution No. ...
of the Extraordinary General Meeting
of ZE PAK Spółka Akcyjna
based in Konin
of ... 2022**

on: determining the number of members of the Supervisory Board of ZE PAK SA.

The Extraordinary General Meeting of ZE PAK Spółka Akcyjna ("**Company**" or "**ZE PAK SA**") acting pursuant to art. 385 § 1 of the Code of Commercial Companies and § 16 sec. 1 of the Company's Articles of Association, adopts as follows:

§ 1

The Extraordinary General Meeting hereby resolves that the Supervisory Board of the Company of the 8th term of office will consist of _____ members.

§ 2

1. The Resolution of the Extraordinary General Meeting of the Company no. 5 of March 10, 2022 expires.
2. This Resolution comes into force upon adoption

To item 8 of the agenda

**Resolution No. ...
of the Extraordinary General Meeting
of ZE PAK Spółka Akcyjna
based in Konin
of ... 2022**

on: changes in the composition of the Supervisory Board of ZE PAK SA.

The Extraordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**” or „**ZE PAK SA**”) acting pursuant to art. 385 § 1 of the Code of Commercial Companies, § 14 sec. 1 point 7) and § 16 sec. 3 of the Company's Articles of Association, adopts as follows:

§ 1

The Extraordinary General Meeting dismisses/appoints Ms./Mr.: _____ from/to the Supervisory Board of the Company.

§ 2

1. The Resolution was adopted by secret ballot.
2. This Resolution comes into force upon adoption.