

*(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 24 September 2025**

To item 2 of the agenda

**Resolution No. ...
of the Extraordinary General Meeting
of ZE PAK Spółka Akcyjna
based in Konin
of ... 2025**

on: election of the Chairman of the Extraordinary General Meeting

The Extraordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”), acting on the basis of art. 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 ... 2025**

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.
1. Adoption of the agenda of the Extraordinary General Meeting.
2. Adoption of a resolution on consent to the sale of assets to PAK CCGT Sp. z o.o.
3. Closing of Extraordinary General Meeting.

§ 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 ... 2025**

on: consent to the sale of assets to PAK CCGT Sp. z o.o.

Considering that:

- (A) ZE PAK Spółka Akcyjna with its registered office in Konin (hereinafter referred to as **ZE PAK S.A.** or the **Company**) is the owner or perpetual usufructuary of a set of components and fixed assets functionally constituting the cooling system of the Adamów Power Plant, which includes in particular:
- I. fixed assets (i.a. installations and devices);
 - II. undeveloped land properties located in municipalities: Warta district Ostrów Warcki, Zaspy Miłkowskie, Przykona district Laski, Przykona, Dobra district Stefanów, Żeronice, Turek district Żuki, (hereinafter referred to as the: **Real Estate**);
 - III. notices located on the Real Estate;
- listed in detail in **Attachment 1** to this Resolution (hereinafter referred to as the: **Cooling System**);
- (B) The Company holds 100% of the shares in the share capital of PAK CCGT sp. z o.o. with its registered office in Konin (hereinafter referred to as the: **Project Company**);
- (C) The Project Company is implementing an investment project consisting in the construction of a hybrid generating unit at Adamów Power Plant, which is to consist of a gas-steam unit with a capacity of up to [561.8 MW] together with the accompanying infrastructure (hereinafter referred to as the **Investment Project**);
- (D) as part of the implementation of the Investment Project, the Project Company intends to purchase a Cooling System from the Company.

The Extraordinary General Meeting of ZE PAK S.A., acting under §14 section 3) item 15) of the Company's Articles of Association, adopts as follows:

§ 1

The Extraordinary General Meeting of the Company consents to:

1. the Company shall perform all legal and factual actions (including the conclusion of agreements) aimed at selling to the Design Company a set of components and fixed assets functionally constituting the Cooling System, for a total price of not less than PLN 9,000,000.00 (in words: nine million zlotys) net;
2. entering by the Company into any other agreements accompanying or related to the effective transfer of the Cooling System to the Project Company, in particular:
 - a) an annex to the lease agreement in force between the Company and the Project Company dated July 31, 2023 [or the conclusion of a new agreement replacing the aforementioned lease agreement], the subject of which is currently the Cooling System, and
 - b) agreements regarding the transfer of rights and obligations from the Company to the Project Company under agreements concluded by the Company with the State Water Management Company "Polish Waters" (Państwowe Gospodarstwo Wodne Wody Polskie), the performance of which is related to the Cooling System;
3. taking any other legal and factual actions and acts by the Company aimed at the effective transfer of the Cooling System to the Project Company or related thereto, in particular to signing any documents, notifications, applications, agreements, declarations, applications to courts and other authorities and to taking any other legal and factual actions and acts that are or will be required in connection with this transfer.

§ 2

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

- a) determining the sale price of the Cooling System;
- b) amending Attachment 1 to this Resolution or determining other details of the sale of the Cooling System to PAK CCGT Sp. z o.o.;
- c) performing any other necessary factual and legal actions that may be necessary in connection with the sale of the Cooling System to PAK CCGT Sp. z o.o., in particular, signing all documents, notifications, applications, agreements, declarations, requests to courts and other authorities, and performing any other legal and factual actions and actions that are or will be required in connection with this sale.

§ 3

This resolution comes into force upon adoption.