

*(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 Ordinary General Meeting of  
ZE PAK Spółka Akcyjna  
convened on June 26, 2023**

**To item 2 of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** election of the Chairman of the Ordinary General Meeting

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”), 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 Chairman of the Ordinary 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 Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** adoption of the agenda

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

**§ 1**

The agenda of this Ordinary General Meeting is adopted in the following wording:

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the Ordinary General Meeting.
3. Confirmation of the correctness of convening the Ordinary General Meeting and its capacity to adopt resolutions.
4. Adoption of the agenda.
5. Examination of the Management Board's Report from ZE PAK SA and ZE PAK SA Capital Group's Operations in 2022.
6. Examination of the Standalone Financial Statements of ZE PAK SA for the financial year 2022.
7. Examination of the Consolidated Financial Statements of ZE PAK SA Capital Group for the financial year 2022.
8. Consideration of the report on the activities of the Supervisory Board of ZE PAK SA in 2022, including report on the results of the assessment of the Company's financial statements for the financial year 2022, the Management Board's report on the Company's operations in 2022 and the proposal of the Management Board regarding the distribution of net profit for 2022.
9. Adoption of resolutions on:
  - a) approval of the Management Board's Report from ZE PAK SA and ZE PAK SA Capital Group's Operations in 2022,
  - b) approval of the Standalone Financial Statements of ZE PAK SA for the financial year 2022,
  - c) distribution of the net profit for 2022,
  - d) approval of the Consolidated Financial Statements of ZE PAK SA Capital Group for the financial year 2022,
  - e) approval of the annual Statement of Operations of the Supervisory Board of ZE PAK SA in 2022,
  - f) granting a vote of acceptance to the members of the Management Board of the Company for performing their duties in 2022,
  - g) granting a vote of acceptance to the members of the Supervisory Board of the Company for performing their duties in 2022,
10. Adoption of a resolution regarding the opinion on the Report on the remuneration of Members of the Management Board and Supervisory Board of ZE PAK SA for 2022.
11. Adoption of a resolution on expressing consent to perform activities related to the construction of a 600MW gas-steam unit with accompanying infrastructure on the site of the former Adamów Power Plant ("**Project**") aimed, among others, at sale of assets of ZE PAK SA, including real estate and perpetual usufruct rights to real estate located in the Turek Commune, Turek County, Wielkopolskie Voivodeship to PAK CCGT sp. z o.o. based in Konin.
12. Changes in the Supervisory Board of ZE PAK SA.
13. Closing the sessions.

## § 2

This resolution comes into force upon adoption.

**To item 9 subsection a) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** approval of the Management Board's Report from ZE PAK SA and ZE PAK SA Capital Group's Operations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 item 1 of the Code of Commercial Companies and § 14 section 3 item 1 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting, having examined the Management Board's Report from ZE PAK SA and ZE PAK SA Capital Group's Operations in 2022, taking account of the evaluation of this report made by the Supervisory Board of the Company, decides to approve the Management Board's Report from ZE PAK SA and ZE PAK SA Capital Group's Operations in 2022.

**§ 2**

This resolution comes into force upon adoption.

**To item 9 subsection b) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** approval of the Standalone Financial Statements of ZE PAK SA for the financial year 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 item 1 of the Code of Commercial Companies and § 14 section 3 item 1 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting, after considering the financial statements of ZE PAK Spółka Akcyjna for the year ended December 31, 2022, including:

- 1) introduction to the financial statement and additional information and explanations;
- 2) the balance sheet prepared as at December 31, 2022, which on the assets and liabilities side shows the amount of PLN 2 784 643 123.61 PLN (in words: two billion seven hundred and eighty four million six hundred and forty three thousand one hundred and twenty three zlotys, 61/100);
- 3) profit and loss account for the period from January 1, 2022 to December 31, 2022 showing a net profit in the amount of PLN 543 584 448.78 (in words: five hundred and forty three million five hundred and eighty four thousand four hundred and forty eight zlotys, 78/100);

- 4) a statement of changes in equity for the period from January 1, 2022 to December 31, 2022 showing an increase in equity by the amount of PLN 543 584 448.78 PLN (in words: five hundred and forty three million five hundred and eighty four thousand four hundred and forty eight zlotys, 78/100);
- 5) cash flow statement for the period from January 1, 2022 to December 31, 2022, showing an increase in cash within the financial year by the net amount of PLN 809 268 939.23 PLN (in words: eight hundred and nine million two hundred and sixty eight thousand nine hundred and thirty nine zlotys, 23/100);

and having read the report and the opinion of an independent certified auditor acting on behalf of the audit firm PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k. from the examination of this report, decides to approve the financial statements of ZE PAK Spółka Akcyjna for the year ended December 31, 2022.

## § 2

This resolution comes into force upon adoption.

### To item 9 subsection c) of the agenda

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** distribution of the net profit for 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of article 395 § 2 item 2 of the Code of Commercial Companies and § 14 section 3 item 2 of the Articles of Association of the Company, adopts as follows:

## § 1

The Ordinary General Meeting decides to distribute the net profit for 2022 in the amount of PLN 543 584 448.78 (in words: five hundred and forty three million five hundred and eighty four thousand four hundred and forty eight zlotys, 78/100), to be used to cover losses from previous years.

## § 2

This resolution comes into force upon adoption.

**To item 9 subsection d) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** approval of the Consolidated Financial Statements of ZE PAK SA Capital Group for the financial year 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of article 55 and 63c section 4 of the Act of 29 September 1994 on Accounting (JoL of 2023 pos. 120) adopts as follows:

**§ 1**

The Ordinary General Meeting after consideration of the consolidated financial statements of the Capital Group of ZE PAK Spółka Akcyjna for the year ended December 31, 2022, including:

- 1) consolidated statement of financial situation as at December 31, 2022, which on the assets and liabilities side shows the amount of PLN 4 539 455 000 (in words: four billion five hundred and thirty nine million four hundred and fifty five thousand zlotys),
- 2) consolidated profit and loss account for the year ended December 31, 2022 showing a profit in the amount of PLN 215 380 000 (in words: two hundred and fifteen million three hundred and eighty thousand zlotys),
- 3) consolidated statement of comprehensive income for the year ended December 31, 2022 showing a total profit in the amount of PLN 215 989 000 (in words: two hundred and fifteen million nine hundred and eighty nine thousand zlotys),
- 4) consolidated statement of changes in equity for the year ended December 31, 2022 showing an increase in equity by PLN 690 267 000 PLN (in words: six hundred and ninety million two hundred and sixty seven thousand zlotys),
- 5) consolidated cash flow statement for the year ended December 31, 2022 showing an increase in net cash balance by PLN 956 080 000 (in words: nine hundred and fifty six million eighty thousand zlotys),
- 6) additional information;

and having read the report and the opinion of an independent certified auditor acting on behalf of the auditing company PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k. from the audit of this report, decides to approve the consolidated financial statements of the Capital Group of ZE PAK SA for the year ended December 31, 2022.

**§ 2**

This resolution comes into force upon adoption.

**To item 9 subsection e) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** approval of the annual Statement of Operations of the Supervisory Board in 2022

**§ 1**

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) after considering the report on the activities of the Supervisory Board of ZE PAK Spółka Akcyjna in 2022 containing, among others the assessment of the Company's financial statements for the financial year 2022, the Management Board's report on the Company's operations in 2022 and the Management Board's motion on the distribution of the Company's net profit for 2022, decides to approve this report.

**§ 2**

This resolution comes into force upon adoption.

**To item 9 subsection f) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Piotr Woźny the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Piotr Woźny the vote of approval of the obligations of the President of the Management Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection f) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Zygmunt Artwik the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Zygmunt Artwik the vote of approval for fulfilment of the obligations of the Vice President of the Management Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection f) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Andrzej Janiszowski the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Andrzej Janiszowski the vote of approval for fulfilment of the obligations of the Vice President of the management Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection f) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Maciej Nietopiel the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Maciej Nietopiel the vote of approval for fulfilment of the obligations of the Vice President of the Management Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection f) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mrs. Katarzyna Sobierajska the vote of approval for fulfilment of her obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mrs. Katarzyna Sobierajska the vote of approval for fulfilment of the obligation of the Vice President of the Management Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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



**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Zygmunt Solorz the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Zygmunt Solorz the vote of approval for fulfilment of the obligations of the Chairman of the Supervisory Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Wiesław Walendziak the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Wiesław Walendziak the vote of approval for fulfilment of the obligations of the Vice Chairman of the Supervisory Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection h) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Tomasz Szelaż the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Tomasz Szelaż the vote of approval for fulfilment of the obligations of the Secretary of the Supervisory Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Leszek Wysłocki the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Leszek Wysłocki the vote of approval for fulfilment of the obligations of the Member of the Supervisory Board during the period from 1.01.2022 to 30.03.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Maciej Stec the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary general Meeting grants Mr. Maciej Stec the vote of approval for fulfilment of the obligations of the Member of Supervisory Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Sławomir Zakrzewski the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Sławomir Zakrzewski the vote of approval for fulfilment of the obligations of the Member of the Supervisory Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Grzegorz Krystek the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Grzegorz Krystek the vote of approval for fulfilment of the obligations of the Member of Supervisory Board during the period from 1.01.2022 to 22.04.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Alojzy Z. Nowak the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Alojzy Z. Nowak the vote of approval for fulfilment of the obligations of the Member of The Supervisory Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Henryk Sobierajski the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Henryk Sobierajski the vote of approval for fulfilment of the obligations of the Member of the Supervisory Board during the period from 1.01.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Piotr Żak the voting of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Piotr Żak the vote of approval for fulfilment of the obligations of the Member of the Supervisory Board during the period from 10.03.2022 to 13.04.2022 and for fulfilment of the obligations of the Vice Chairman of the Supervisory Board during the period from 13.04.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Tobias Solorz the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary general Meeting grants Mr. Tobias Solorz the vote of approval for fulfilment of the obligations of the Member of the Supervisory Board during the period from 10.03.2022 to 31.12.2022.

**§ 2**

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

**To item 9 subsection g) of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** granting Mr. Jarosław Grzesiak the vote of approval for fulfilment of his obligations in 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting on the basis of Article 395 § 2 section 3 of the Code of Commercial Companies and § 14 section 3 item 3 of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting grants Mr. Jarosław Grzesiak the vote of approval for fulfilment of the obligations of the Member of the Supervisory Board during the period from 10.03.2022 to 31.12.2022.

**§ 2**

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

**To item 10 of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** opinion on the Report on the remuneration of Members of the Management Board and Supervisory Board of ZE PAK SA for 2022

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**”) acting pursuant to art. 90g of the Act on Public Offering and the conditions for introducing financial instruments to an organised trading system and on public companies (JoL of 2022 item 2554) adopts as follows:

**§ 1**

The Ordinary General Meeting gives a positive opinion on the Report on the remuneration of Members of the Management Board and Supervisory Board of ZE PAK SA for 2022, adopted by a Resolution of the Supervisory Board of ZE PAK SA No.1479/2023/VIII dated 30.05.2023.

**§ 2**

This resolution comes into force upon adoption.

**To item 11 of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** expressing consent to perform activities related to the construction of a 600MW gas-steam unit with accompanying infrastructure on the site of the former Adamów Power Plant ("**Project**") aimed, among others, at sale of assets of ZE PAK SA, including real estate and perpetual usufruct rights to real estate located in the Turek Commune, Turek County, Wielkopolskie Voivodeship to PAK CCGT sp. z o.o. based in Konin

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**” or „**ZE PAK SA**”), acting pursuant to art. 393 item 4 of the Code of Commercial Companies and § 14 section 3 items 11 and 15) of the Articles of Association of the Company, adopts as follows:

**§ 1**

The Ordinary General Meeting of ZE PAK SA consents to legal actions by ZE PAK SA for its subsidiary PAK CCGT sp. z o.o. with its registered office in Konin, at ul. Kazimierska 45, 62-510 Konin, entered into the Register of Entrepreneurs kept by the District Court for Poznań - Nowe Miasto and Wilda in Poznań, 9th Commercial Division of the National Court Register under the number KRS 0000917523, NIP

6653041697, REGON 389724334 ("PAK CCGT"), leading to sale, establishment of a limited right in rem or other titles entitling to use the assets necessary for the implementation by PAK CCGT of the construction project of a 600MW gas-steam unit with accompanying infrastructure in the area of the former Adamów Power Plant ("Project"), i.e. in particular on:

- a) sale of the ownership right and the right of perpetual usufruct of real estate located in Turek Commune, Turek County, Wielkopolskie Voivodeship, constituting Appendix No. 1, with a total area of at least 48.0007 ha, for a total price not lower than PLN 26,000,000.00 net (in words: twenty six million zlotys net);
- b) making other than those specified in point a) legal actions for PAK CCGT related to the sale, establishment of a limited right in rem or other titles entitling to use the assets necessary for the implementation of the Project and constituting jointly a system supporting the cooling of the power plant ("Cooling System"), including in particular:
  - i. plots listed in **Appendix No. 2** to this Resolution ("Leased Real Estate"), together with buildings and devices permanently attached to the ground, located on the Leased Real Estate;
  - ii. devices that are not components of the Leased Real Estate and are not permanently attached to the ground, to which ZE PAK SA has a legal title, including all transmission equipment used to supply water - in particular those that are fully or partially located on the Leased Real Estate.

## § 2

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

- a) selection of the legal form of disposal or establishment of limited rights in rem or other titles entitling to use the assets necessary for the implementation of the Project, under the consent given by the Ordinary General Meeting of the Company in §1 of this Resolution;
- b) establishing a detailed list of assets together with their values necessary for the implementation of the Project;
- c) determination of the amount of payment for the establishment of limited rights in rem or other titles entitling to use the assets necessary for the implementation of the Project and any other conditions for such legal transactions;
- d) performing any other necessary factual and legal actions that will prove necessary in connection with the sale or establishment of limited rights in rem or other titles entitling to use the assets necessary for the implementation of the Project - under the consent given by the Ordinary General Meeting of the Company in §1 of this Resolutions.

## § 3

This resolution comes into force upon adoption.



**To item 12 of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** changes in the Supervisory Board of ZE PAK SA

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**” or „**ZE PAK SA**”) acting pursuant to art. 385 § 1 of the Code of Commercial Companies, § 16 item 3 of the Company’s Articles of Association, adopts as follows:

**§ 1**

The Ordinary General Meeting dismisses Mr. \_\_\_\_\_ from the Supervisory Board of the Company.

**§ 2**

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

**To item 12 of the agenda**

**Resolution No. ...  
of the Ordinary General Meeting  
of ZE PAK Spółka Akcyjna  
seated in Konin  
of ... 2023**

**on:** changes in the Supervisory Board of ZE PAK SA

The Ordinary General Meeting of ZE PAK Spółka Akcyjna („**Company**” or „**ZE PAK SA**”) acting pursuant to art. 385 § 1 of the Code of Commercial Companies, § 16 item 3 of the Company’s Articles of Association, adopts as follows:

**§ 1**

The Ordinary General Meeting appoints Mrs. / Mr. \_\_\_\_\_ to the Supervisory Board of the Company.

**§ 2**

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