

FORM TO EXERCISE THE RIGHT TO VOTE BY A REPRESENTATIVE

at the Extraordinary General Meeting of the Company under the name of Zespół Elektrociepłowni Wrocławskich KOGENERACJA Spółka Akcyjna with its registered office in 50-220 Wrocław, at ul. Łowiecka 24, which shall be held in the Company seat on 18 December at 11 am

Representative: acting on behalf
the Shareholder:.....

METHOD OF EXERCISING THE RIGHT TO VOTE BY A REPRESENTATIVE BY MEANS OF A FORM

This form, after completing by the Shareholder granting a power of attorney in the event of open voting at the General Meeting may constitute a ballot paper for the Representative, should the shareholder oblige the Representative to use the form in such manner.

In the event of secret voting, a completed form should be treated by the Representative only as an instruction on the method of voting and should be kept by the Representative.

Should the Representative vote using the form, the form must be submitted to the Chairman of the General Meeting before the end of the voting on a resolution at the latest, which, according to the Shareholder's wish, should be voted upon using the form.

The Chairman of the General Meeting shall inform the General Meeting on casting a vote using a form and on this basis such vote shall be considered while counting all the votes cast in the voting over a given resolution. The form used in the voting shall be attached to the minutes of the Meeting.

In the event when counting votes at the General Meeting shall be performed by means of electronic devices for counting votes, this form shall not be applied and shall be used only as an instruction in relations between the Shareholder and the Representative.

Using this form shall not be the obligation of the Shareholder and shall not constitute a condition for casting a vote by the Representative. This form shall not replace the deed of a power of attorney.

The below tables enabling to include instructions for the Representative separately refer to each of the resolutions (drafts) placed with the published Announcement about the convening of the Extraordinary General Meeting. The Company Management Board turns everyone's attention to the fact that those drafts may be different from the resolutions voted upon directly at the Company Extraordinary General Meeting and recommends instructing the Representative on the procedure in such event.

The Shareholder shall instruct the Representative by inserting "X" in applicable field. In the event of a wish to further instruct, the Shareholder should complete the field called "Further/other instructions" specifying the method of exercising the right to vote by the Representative.

Should the Shareholder decide upon a split voting, s/he shall be requested to indicate the number of shares in applicable field from which the Representative shall vote "for", "against" or abstain. In the event of not specifying the number of shares, it shall be considered that the Representative is entitled to vote all shares held by the Shareholder in the indicated manner.

The Company declares that in the event of using this form by the Representative, the compliance of the vote with the content of the instruction included therein shall not be verified. Casting or not casting a vote by the Representative shall be decisive also in the event when the actions of the Representative are in contradiction with the instructions given by the Shareholder.

In order to facilitate the usage of this form by the Representative, each of the resolutions was placed on a separate page; the Representative may use only some of the pages of the form.

RESOLUTION NO. 1/2020
of the Extraordinary General Meeting
of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.
held in Wrocław on 18 December 2020

on: the approval of the agenda of the Meeting

The Extraordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. hereby decides as follows:

§ 1

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chairperson of the General Meeting.
3. Confirmation that the Extraordinary General Meeting was summoned in a proper way and that it is able to pass resolutions.
4. Approval of the agenda of the Meeting.
5. Adoption of a resolution on the amendment to the Articles of Association of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S. A.
6. Adoption of a resolution on the settlement of the costs of convening and holding the Extraordinary General Meeting,
7. Closing of the Extraordinary General Meeting.

§ 2

The Resolution shall come into force on the day of passing.

In an open vote, a total of valid votes were cast from shares, which represents % of the share capital, including:

- votes were cast “in favour”
- votes “abstaining”
- votes “against”

so the Resolution was passed.

RESOLUTION NO. 2/2020
of the Extraordinary General Meeting
of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.
held in Wrocław on 18 December 2020

on: the appointment of the Chairperson of the General Meeting

§ 1

Pursuant to article 409 § 1 of the *Polish Code of Commercial Partnerships and Companies* and § 21 of the *Company's Articles of Association*, the Extraordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. appointed as the Chairperson of the Extraordinary General Meeting.

§ 2

The Resolution shall come into force on the day of passing.

In the total secret ballot, valid votes were cast from shares, which represents % of the share capital, including:

- votes were cast "in favour"
- votes "abstaining"
- votes "against"

so the Resolution was passed.

RESOLUTION NO. 3/2020
of the Extraordinary General Meeting
of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.
held in Wrocław on 18 December 2020

on: amendments to the Company's Articles of Association

Extraordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S. A. , acting under Art. 430 § 1 of the Code of Commercial Companies and Partnerships and § 24 section 430. 1 point 4 of the Company's Articles of Association, having read the opinion of the Management Board and the Supervisory Board issued in accordance with the procedure of § 24 section 1 of the Commercial Companies Code. 2 sentence. The Management Board of the Company, pursuant to paragraph 1, hereby decides to amend the content of the Company's Articles of Association

§ 1

The Extraordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S. A. resolves to change the content of the Company's Articles of Association in such a way that in the existing § 13, clause 2, paragraph 1. 6 point 1. The Company's Articles of Association after letter j) the following point shall be added k) in the following wording:

„k) passed an examination for candidates for members of supervisory bodies before an examination board appointed by the minister in charge of state assets”.

§ 2

The Resolution shall come into force on the day of passing.

In an open vote, a total of [] valid votes were cast from [] shares, which represents []% of the share capital, including:

– [] votes were cast “in favour”

– [] votes “abstaining”

– [] votes “against”

so the Resolution was passed.

RESOLUTION NO. 4/2020
of the Extraordinary General Meeting
of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.
held in Wrocław on 18 December 2020

on: decisions on incurring the costs of convening and holding the General Meeting

§ 1

The Extraordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S. A. hereby decides, pursuant to Art. 400 §4 of the Commercial Companies Code that the costs of convening and holding this General Meeting shall be borne entirely by the Company, i. e. Zespół Elektrociepłowni Wrocławskich KOGENERACJA S. A.

§ 2

The Resolution shall come into force on the day of passing.

In an open vote, a total of [] valid votes were cast from [] shares, which represents []% of the share capital, including:

- [] votes were cast "in favour"
- [] votes "abstaining"
- [] votes "against"

so the Resolution was passed.

ANNOUNCEMENT OF THE MANAGEMENT BOARD OF
Zespół Elektrociepłowni Wrocławskich KOGENERACJA Spółka Akcyjna in Wrocław
ON CONVENING AN EXTRAORDINARY GENERAL MEETING ON 18 December 2020

EGM KOGENERACJA S.A. 18.12.2020