

ANNOUNCEMENT OF THE MANAGEMENT BOARD OF  
Zespół Elektrociepłowni Wrocławskich KOGENERACJA Spółka Akcyjna in Wrocław  
ON CONVENING AN EXTRAORDINARY GENERAL MEETING ON 1 April 2021

**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 01 April 2021 at 11 a.m.

**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.*

ANNOUNCEMENT OF THE MANAGEMENT BOARD OF  
Zespół Elektrociepłowni Wrocławskich KOGENERACJA Spółka Akcyjna in Wrocław  
ON CONVENING AN EXTRAORDINARY GENERAL MEETING ON 1 April 2021

**RESOLUTION NO. 1/2020**  
**of the Extraordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 01 April 2021**

**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.

EGM KOGENERACJA S.A. 01.04.2021

**RESOLUTION NO. 2/2020**  
**of the Extraordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 01 April 2021**

**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. Ascertainment of the correctness of convening the General Meeting and its capability of adopting binding resolutions.
4. Approval of the agenda of the Meeting.
5. Adopting a resolution on giving consent to the acquisition of fixed assets within the meaning of the Act of 29 September 1994 of the value exceeding PLN 10 000 000 by giving consent for the "turn-key" development investment consisting of construction of CCGT combined heat and power plant for for Zespół Elektrociepłowni Wrocławskich KOGENERACJA S. A. in Siechnice, as a result of which new fixed assets of the value exceeding PLN 10 000 000 will be created, based on the agreements with the consortium of companies composed of: Polimex Mostostal S. A. , al. Jana Pawła II 12, 00-124 Warszawa, NIP: 8210014509 - Consortium Leader and Polimex Energetyka Sp. o. o. , al. Jana Pawła II 12, 00-124 Warszawa, NIP: 6760101371 - Consortium Partner with the value of PLN 1 277 021 671.15 net, i.e. 1 570 736 655.52 PLN gross, including:
  - EPC Contract: 1 159 180 000.00 PLN net, i.e. 1 425 791 400. 00 PLN gross,
  - LTSA Agreement: 117 841 671. 15 PLN net, i.e. 144 945 255. 52 PLN grossprovided that the President of the Energy Regulatory Office grants a co-generation individual premium to the Company for the unit New Czechnica CHP plant, on the ground of the Act of December 14, 2018 on promotion of electricity from highly-efficient co-generation.
6. Closing of the Extraordinary General Meeting.

**§ 2**

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

**RESOLUTION NO. 3/2020**  
**of the Extraordinary General Meeting**  
**of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A.**  
**held in Wrocław on 01 April 2021**

**on: giving consent for the "turn-key" investment consisting of construction of CCGT combined heat and power plant for Zespół Elektrociepłowni Wrocławskich KOGENERACJA S. A. in Siechnice**

**§ 1**

Extraordinary General Meeting of Zespół Elektrociepłowni Wrocławskich KOGENERACJA S. A. , acting under Art. 398 of the Commercial Companies Code and § 24 par. 4 point 2) of the Company's Statute, having read the opinion of the Management Board and the Supervisory Board issued pursuant to § 24 par. 2 sentence 1 of the Company's Articles of Association, decides to approve the acquisition of fixed assets within the meaning of the Act of 29 September 1994 of the amount exceeding PLN 10 000 000 by giving consent for the "turn-key" development investment consisting of construction of CCGT combined heat and power plant for Zespół Elektrociepłowni Wrocławskich KOGENERACJA S.A. in Siechnice, as a result of which new fixed assets of the value exceeding PLN 10 000 000 will be created, based on the agreements with the consortium of companies composed of: Polimex Mostostal S.A., al. Jana Pawła II 12, 00-124 Warszawa, NIP: 8210014509 - Consortium Leader and Polimex Energetyka Sp. o. o. , al. Jana Pawła II 12, 00-124 Warszawa, NIP: 6760101371 - Consortium Partner with the value of PLN 1 277 021 671.15 net, i.e. 1 570 736 655.52 PLN gross, including:

- EPC Contract: 1 159 180 000.00 PLN net, i.e. 1 425 791 400.00 PLN gross,
- LTSA Agreement: 117 841 671.15 PLN net, i.e. 144 945 255.52 PLN gross

provided that the President of the Energy Regulatory Office grants a co-generation individual premium to the Company for the unit New Czechnica CHP plant, on the ground of the Act of December 14, 2018 on promotion of electricity from highly-efficient co-generation.

**§ 2**

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