A justification for the draft resolutions of the Extraordinary General Meeting of the company PGE Polska Grupa Energetyczna Spółka Akcyjna ('Company', 'PGE') convened for 14 December 2026:

I. on the amendment to the 'Rules of Procedure of the General Meeting of PGE Polska Grupa Energetyczna Spółka Akcyjna'.

The current Rules of Procedure of the General Meeting of PGE Polska Grupa Energetyczna Spółka Akcyjna (hereinafter referred to as the General Meeting Rules of Procedure) have been in force since 30 March 2010 and require updating.

Changes in the legal environment necessitate the adaptation of the provisions of the General Meeting Rules of Procedure to the applicable regulations. At the same time, the proposed amendments take into account previous experience regarding the organisation and conduct of General Meetings of PGE Polska Grupa Energetyczna S.A. to improve its functioning and enhance the transparency of the adopted solutions.

The update to the Rules of Procedure of the General Meeting takes into account the provisions set out in the 2021 Code of Best Practice for Companies Listed on the Warsaw Stock Exchange, adopted by Resolution No. 13/1834/2021 of the Stock Exchange Council dated 29 March 2021, as well as those arising from the Commercial Companies Code.

The update to the Rules of Procedure of the General Meeting mainly involves reorganising the provisions and redrafting them in line with the current conduct of the Company's General Meetings and current needs. The document also proposes new provisions, which are mainly of an organisational nature.

On 19 May 2026, the Supervisory Board issued a positive opinion on the amendments to the 'Rules of Procedure of the General Meeting of PGE Polska Grupa Energetyczna S.A.'

II. on approving the manner in which the representative of PGE Polska Grupa Energetyczna S.A. shall exercise voting rights at the Extraordinary General Meeting of PGE Systemy S.A., as determined by the Management Board of PGE Polska Grupa Energetyczna S.A., on amending the Articles of Association of PGE Systemy S.A.

Re: § 1(1) of the General Meeting' draft resolution – amendment to § 5(3) the Articles of Association of PGE Systemy S.A. – amendment scope of business (alignment with PKD 2025):

By the Regulation of the Council of Ministers of 18 December 2024 on the Polish Classification of Activities (hereinafter referred to as the 'Regulation') which entered into force on 1 January 2025, a new version of the Polish Classification of Activities (hereinafter referred to as 'PKD 2025') has been adopted, which replaced the previous PKD 2007.

Consequently, all entities entered into the Register of Entrepreneurs of the National Court Register (KRS) are required to bring the content of their articles of association/statutes into line with PKD 2025 and to submit an application to amend their details in the KRS Register of Entrepreneurs by 31 December 2026 at the latest.

In view of the above, the proposed amendment to the Articles of Association of PGE Systemy S.A. is intended to adapt the scope of its business, currently defined according to PKD 2007, to PKD 2025, taking into account the interrelationships (transition keys/links) between the existing and new classifications of economic activities as set out in the Regulation.

Re: § 1(2) of the General Meeting's draft resolution – amendment to § 13(3)(18) of Articles of Association of PGE Systemy S.A. – increasing the threshold for the value of contracts entered into by the PGE Systemy S.A. and liabilities incurred by it, other than those specified in § 13(3) of the Articles of Association of PGE Systemy S.A., for which the Management Board is required to adopt appropriate resolutions:

The current expenditure structure of PGE Systemy S.A. indicates that the existing control model and the aforementioned monetary threshold introduced in 2012 have fulfilled their protective role, and the company is ready to make its oversight more flexible. Raising the aforementioned threshold will simplify decision-making processes within the company and reduce the time required to obtain the necessary corporate approvals. It should be emphasised that over the years, the prices of ICT goods and services have risen, and the current limit (threshold) does not correspond to present market prices. Contracts and commitments that previously did not exceed the aforementioned threshold now do so, despite the fact that their substantive scope has not changed. Raising the aforementioned threshold will allow the Management Board of PGE Systemy S.A. to focus more on decisions regarding strategic contracts and commitments, rather than analysing and deciding on operational contracts and commitments that pose a relatively lower risk to the company.

Re: § 1(3) of the General Meeting's draft resolution – amendment to § 13(7) of the Articles of Association of PGE Systemy S.A. – following the amendment, the appointment of the company's proxies will no longer require the consent of all members of the company's Management Board:

Under the current wording of § 13(7)(3) of the Articles of Association of PGE Systemy S.A., resolutions of the company's Management Board concerning the appointment of the company's proxies require the consent of all Members of the company's Management Board. In practice, this requirement creates significant operational difficulties for the company during periods when any of them are absent. It is proposed to remove the requirement for unanimity and the presence of all members of the company's Management Board when adopting resolutions on the appointment of its proxies, as the currently applicable point 3) of § 13(7) means that, in unforeseen circumstances, the process of appointing the company's proxies is brought to a complete standstill. It should be noted that neither the Civil Code nor the Commercial Companies Code requires the consent of all members of the company's Management Board to appoint its proxies (excluding authorised signatories).

Re: § 1(4) of the General Meeting's draft resolution – the addition of a new paragraph 8 to § 14 of the Articles of Association of PGE Systemy S.A. – requiring the company's Management Board to obtain the consent of PGE for the implementation of investment projects with a value exceeding PLN 200,000,000.00:

The proposed amendment to the Articles of Association of PGE Systemy S.A. is intended to:

1) enhance corporate governance over the initiation and implementation by the company of investment projects of significant value,
2) enable the Management Board of PGE to implement the provisions of § 14(3)(19) and § 18(2)(10) of the Articles of Association of PGE.

Re: § 1(5) and (9) of the General Meeting's draft resolution – amendment of § 15(2) and § 20(4) of the Articles of Association of PGE Systemy S.A. – clarification that the joint term of office of the members of the Management Board and the Supervisory Board of the company lasts for three full financial years:

The proposed amendment to the company's Articles of Association is intended to avoid any interpretative doubts by clarifying the aforementioned provisions of the company's Articles of Association in such a way that the joint term of office of both the Members of the Management Board and the Supervisory Board of the company will be calculated in full financial years, in line with the currently applicable Article 369 § 1 second sentence and Article 386 § 2 of the Commercial Companies Code.

Re: § 1(6) of the General Meeting's draft resolution – amendment to § 18(1)(3) of the Articles of Association of PGE Systemy S.A. – introduction of an obligation for the company's Supervisory Board to prepare and submit to the General Meeting a written report of the Supervisory Board for the previous financial year, as well as to submit motions regarding the granting or refusal of discharge to Members of the Management Board:

The proposed amendment to the Articles of Association of PGE Systemy S.A. is intended to:

1) bring the wording into line with the current provisions of Article 382 § 3 of the Commercial Companies Code,
2) harmonise the provisions of the Articles of Association / Agreements of the PGE Capital Group, including the PGE Systemy S.A., regarding the obligation to submit to General Meetings / Shareholders' Meetings, in addition to the annual report of the Supervisory Board, motions regarding the granting or refusal of discharge to Members of the Management Board.

Re: § 1(7) of the General Meeting's draft resolution – amendment to § 18(2)(18) of the Articles of Association of PGE Systemy S.A. – increasing the threshold for the value of contracts entered into by the company and financial commitments incurred by it, other than those specified in § 18(2) of the company's Articles of Association, for which the consent of the Supervisory Board is required, and exempting the conclusion of revenue-generating contracts with companies of the PGE Capital Group from the obligation to obtain prior consent from the Supervisory Board:

The company's current expenditure structure indicates that the existing control model and the aforementioned monetary threshold introduced in 2020 have fulfilled their protective role, and the company is ready to make its oversight more flexible. Raising the aforementioned threshold will simplify decision-making processes within the company and reduce the time required to obtain the necessary corporate approvals. It should be emphasised that over the years, the prices of ICT goods and services have risen, and the current limit (threshold) does not correspond to present market prices. Contracts and commitments that previously did not exceed the aforementioned threshold now do so, despite the fact that their substantive scope has not changed. Raising the aforementioned threshold will allow the company's Supervisory Board to focus more on decisions regarding strategic contracts and commitments, rather than analysing and deciding on operational contracts and commitments that pose a relatively lower risk to the company.

Furthermore, processes within the PGE Group often require a swift business response. The need to submit the Management Board's proposals to the company's Supervisory Board on a case-by-case basis, in the case of recurring, standard revenue-generating contracts entered into by the company, delays the commencement of service provision. Entering into contracts with entities belonging to the PGE Group involves lower risk than with entities outside the PGE Group. Therefore, it is justified to exempt the company from the obligation to obtain prior approval from the company's Supervisory Board for the conclusion of revenue-generating contracts with companies from the PGE Group.

Re: § 1(8) of the General Meeting's draft resolution – the addition of a new paragraph 5 to § 18 of the Articles of Association of PGE Systemy S.A. – the exclusion of the application of the provisions of Article 3841(1) to (3) of the Commercial Companies Code in respect of transactions entered into by the company with its parent company, subsidiary and associated company:

The supervisory powers of the Supervisory Boards (including over assets) of the companies within the PGE Group, as well as of the company, have been broadly and precisely defined in their articles of Association / Agreements, considering the specific nature of the PGE Group's operations, in particular the nature of the PGE Group as a group integrated across many areas of activity. The model of control exercised by the Supervisory Boards is modified and adapted to the current operational needs of the PGE Group and its entities. Thus, the application of the solution contained in the Article 3841 of the Commercial Companies Code within the operational context of the PGE Group necessitates the implementation of additional and, in part, 'duplicative' corporate procedures, which do not have a significant impact on safeguarding the interests of the PGE Group's companies, including the company.

In view of the above, it is reasonable to exclude the company's Supervisory Board's control over the company's transactions concluded with companies of the PGE Group and other related entities (the amendment to the Articles of Association is in accordance with Article 3841 § 1 of the Commercial Companies Code).

Re: § 1(10) of the General Meeting's draft resolution – amendment to § 21(7) of the Articles of Association of PGE Systemy S.A. – removal of the requirement for the company's Supervisory Board to vote by secret ballot on personnel matters:

It is proposed to amend the Articles of Association by deleting the provision on mandatory secret voting in personnel matters, whilst retaining the possibility of ordering a secret vote at the request of a Member of the company's Supervisory Board (the amendment to the Articles of Association is in accordance with Article 388 § 31 of the Commercial Companies Code). Pursuant to Article 388 § 3 of the Commercial Companies Code and the company's Articles of Association, resolutions of the Supervisory Board may be adopted in writing or by means of direct remote communication. Waiving the mandatory secrecy of voting on personnel matters will allow the Supervisory Board to adopt urgent resolutions using the above procedures. Importantly, the new regulation does not prohibit secret ballots by the Supervisory Board, leaving the decision in this respect and the assessment of its appropriateness to individual members of the company's Supervisory Board.

Re: § 1(11) of the General Meeting's draft resolution – amendment to § 33(2) of the Articles of Association of PGE Systemy S.A. – extension of the period over which the value of liabilities incurred for an indefinite period is calculated:

It is proposed to modify the method of calculating the cumulative value of liabilities of PGE Systemy S.A. incurred for an indefinite period by extending the assumed duration of such liability for which its value is calculated, i.e. from 12 months to 48 months. This change will result in the value of these company liabilities, estimated for the purposes of the company's Articles of Association and the competence thresholds of its governing bodies, being higher than the value calculated according to the current wording of § 33(2) of the Articles of Association, and thus being subject to greater scrutiny by the relevant company bodies. The purpose of this amendment is to align the relevant provisions of the company's Articles of Association with the current wording of the articles of Association/Agreements of other companies within the PGE Group.

On 19 May 2026, the Supervisory Board issued a positive opinion on the amendments to the Articles of Association of PGE Systemy S.A.

III. on the adoption of 'The gender balance policy on the boards of PGE Polska Grupa Energetyczna S.A.'

The obligation for the General Meeting to approve the aforementioned Policy arises from the Act of 29 July 2005 on Public Offering and the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies.

On 10 November 2026, the Supervisory Board issued a positive opinion on the adoption of 'The gender balance policy on the boards of PGE Polska Grupa Energetyczna S.A.' by the Extraordinary General Meeting.