



**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF TAURON POLSKA  
ENERGIA S.A. WITH ITS REGISTERED OFFICE IN KATOWICE  
ON CONVENING THE ORDINARY GENERAL MEETING OF THE COMPANY**

The Management Board of TAURON Polska Energia S.A. with its registered office in Katowice, ul. ks. Piotra Ściegiennego 3, 40-114 Katowice, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for Katowice - Wschód in Katowice, 8th Commercial Division of the National Court Register, under KRS No.: 0000271562, NIP: 9542583988, share capital (fully paid up): PLN 8,762,746,970 **(Company)**, acting pursuant to Article 395 § 1, 2, 2<sup>1</sup> and 5, Article 399 § 1 and Article 402<sup>1</sup> of the Commercial Companies Code and § 30 section 1) of the Company's Articles of Association, hereby convenes the Ordinary General Meeting of the Company and, in accordance with Article 402<sup>2</sup> of the Commercial Companies Code, presents the following information:

**1. Date, time and venue of the General Meeting and detailed agenda.**

The Ordinary General Meeting of TAURON Polska Energia S.A. shall be convened for **25 June 2025 at 11:00 a.m., at Vienna House Easy by Wyndham Hotel in Katowice at ul. Sokolska 24 (conference room - first floor).**

Registration of Shareholders with the right to participate who arrived at the General Meeting shall be held on the day of the Ordinary General Meeting **from 10:00 am.**

The company provides publicly available real-time broadcast of the General Meeting. The link to the broadcast will be available on the Company's website: <https://en.tauron.pl/investor-relations/general-meeting>

The agenda of the Ordinary General Meeting of the Company includes:

1. Opening of the Ordinary General Meeting.
2. Adoption of a resolution on the election of the Chairperson of the Ordinary General Meeting of the Company.
3. Acknowledgement that the Ordinary General Meeting has been duly convened and that it is capable of adopting binding resolutions.
4. Adoption of a resolution on adoption of the agenda of the Ordinary General Meeting.
5. Adoption of a resolution on revoking the secrecy of voting on the election of committees appointed by the Ordinary General Meeting.

6. Adoption of a resolution concerning election of the Ballot-Counting Committee of the Ordinary General Meeting.
7. Presentation of financial results of the Company and TAURON Capital Group.
8. Adoption of a resolution on the approval of the "Report of the Supervisory Board of TAURON Polska Energia S.A. for the financial year 2024", including the assessments and information specified in Article 382 § 3<sup>1</sup> of the Commercial Companies Code and in the Company's Articles of Association and the Best Practices of WSE Listed Companies 2021.
9. Consideration of the "Financial statements of TAURON Polska Energia S.A. compliant with the International Financial Reporting Standards approved by the European Union for the year ended 31 December 2024" and adoption of a resolution on its approval.
10. Consideration of the "Consolidated financial statements of TAURON Polska Energia S.A. Capital Group compliant with the International Financial reporting Standards approved by the European Union for the year ended 31 December 2024" and adoption of a resolution on its approval.
11. Consideration of the "Report of the Management Board on the operations of TAURON Polska Energia S.A. and TAURON Capital Group for the financial year 2024" which includes sustainability reporting and adoption of a resolution on its approval.
12. Adoption of a resolution on distribution of net profit for the financial year 2024.
13. Adoption of a resolution to give opinion on the "Report on the remuneration of members of the Management Board and the Supervisory Board of TAURON Polska Energia S.A. in 2024".
14. Adoption of resolutions on the acknowledgement of the fulfilment of duties for Members of the Company's Management Board who performed their functions in the financial year 2024.
15. Adoption of resolutions on the acknowledgement of the fulfilment of duties for Members of the Company's Management Board who performed their functions in the financial year 2023.
16. Adoption of resolutions on the acknowledgement of the fulfilment of duties for Members of the Company's Supervisory Board who performed their functions in the financial year 2024.
17. Adoption of resolutions on amendments to the Company's Articles of Association.
18. Closing of the Ordinary General Meeting.

## **2. Description of the procedures concerning participation in the General Meeting and the exercise of voting rights.**

### **a) Shareholder's right to request that certain items be placed on the agenda of the General Meeting.**

Shareholder(s) representing at least one twentieth of the share capital may request that certain items be placed on the agenda of the General Meeting. This request, including a justification or a draft resolution concerning the proposed item on the agenda, should be submitted to the Management Board not later than twenty one days before the scheduled date of the General Meeting, i.e. **by 4 June 2025**. The request may be submitted in electronic form to the e-mail address: [walnezgromadzenie@tauron.pl](mailto:walnezgromadzenie@tauron.pl) or in writing to the address: Zarząd TAURON Polska Energia S.A., ul. ks. Piotra Ściegiennego 3, 40-114 Katowice.

Shareholder(s) shall attach to the aforementioned request copies of registered certificates of deposit or personal certificates of participation rights issued by entities maintaining securities accounts of those Shareholders, confirming the right to request the inclusion of certain items on the agenda of the General Meeting and the identity of the person or persons submitting the request.

The Management Board of TAURON Polska Energia S.A. shall immediately, however, not later than eighteen days prior to the scheduled date of the General Meeting, i.e. **by 7 June 2025**, announce the changes to the agenda introduced at the request of the Shareholders in the manner appropriate for convening the General Meeting, i.e. by placing them on the Company's website: <https://en.tauron.pl/investor-relations/general-meeting> and in the manner prescribed for publication of current information in accordance with the regulations on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies.

**b) Shareholder's right to submit draft resolutions concerning the items placed on the agenda of the General Meeting or the items to be placed on the agenda before the date of the General Meeting.**

A Shareholder(s) representing at least one-twentieth of the share capital may, before the date of the General Meeting, submit draft resolutions concerning the items placed on the agenda of the General Meeting or the items to be placed on the agenda. The request may be submitted in electronic form to the e-mail address: [walnezgromadzenie@tauron.pl](mailto:walnezgromadzenie@tauron.pl) or in writing to the address: *Zarząd TAURON Polska Energia S.A., ul. ks. Piotra Ściegiennego 3, 40-114 Katowice.*

Draft resolutions of the General Meeting to the items placed on the agenda of the General Meeting should be submitted by Shareholders not later than 3 days before the General Meeting. The Company shall immediately announce draft resolutions on the Company's website: <https://en.tauron.pl/investor-relations/general-meeting>

The Shareholder(s) submitting draft resolutions shall attach copies of registered certificates of deposit or personal certificates of participation rights issued by entities maintaining securities accounts of those Shareholders, confirming the right to submit the aforementioned draft resolutions and the identity of the person or persons proposing draft resolutions.

**c) Shareholder's right to submit draft resolutions concerning the items placed on the agenda during the General Meeting.**

Each Shareholder may, during the General Meeting, submit draft resolutions concerning the items placed on the agenda. The drafts shall be presented in Polish.

**d) Information on the manner of exercising the voting right by a proxy, including in particular the forms used during voting by the proxy, and the manner of notifying the Company by electronic means of communication of the appointment of the proxy.**

A Shareholder may participate in the General Meeting and exercise their voting right in person or by a proxy. Beneficiaries of rights attached to shares may participate in the General Meeting and exercise their voting rights only through a joint proxy.

Representatives of Shareholders who are legal persons or organisational units without legal personality, granted legal capacity by law, shall provide the Company with valid excerpts from relevant registers, listing the persons authorised to represent the Shareholders. If there has been a change in the persons authorised to represent a specific Shareholder and the change has not yet been disclosed in the relevant register, representatives of the Shareholder shall also provide relevant resolutions or declarations of will of authorities or entities authorised to appoint and dismiss persons representing the Shareholder, confirming such change. If the Shareholder is not subject to the obligation to be entered in the register, their representatives shall provide another document confirming the existence of the principal and the rules of representation. Statutory representatives and so-called representatives appointed publicly (bankruptcy trustee, court supervisor, executor of the will, administrator *durante absentia*) shall produce documents showing their authorisation to act on behalf of the Shareholder.

A proxy to participate in the General Meeting and exercise the voting right must be granted in writing or in electronic form. The Shareholder may revoke their statement on the appointment of a proxy in the manner referred to in the previous sentence.

The proxy shall exercise all rights of the Shareholder at the General Meeting unless the proxy document provides otherwise.

The proxy may grant further proxies if so provided for in the proxy document. A substitute proxy shall provide the Company with all documents indicating their authorisation, including the proxy granted by the Shareholder to the proxy who has appointed the substitute proxy, and the documents indicated in § 8 section 3) of the By-Laws of the General Meeting of TAURON Polska Energia S.A. if the proxy has been granted by a Shareholder who is a legal person or an organisational unit without legal personality, granted legal capacity by law. The aforementioned By-Laws of the General Meeting of TAURON Polska Energia S.A. are available on the Company's website: <https://en.tauron.pl/investor-relations/our-company/corporate-documents>

The proxy may represent more than one Shareholder and cast different votes from the shares held by each Shareholder.

A Shareholder holding the shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each of the accounts.

As of the publication date of this announcement on the Company's website: <https://en.tauron.pl/investor-relations/general-meeting>, the Company shall make available for download a form containing a model proxy and forms used during voting by the proxy. Use of the forms is not mandatory. The Shareholder shall notify TAURON Polska Energia S.A. of granting the proxy in electronic form to the e-mail address: [walnezgromadzenie@tauron.pl](mailto:walnezgromadzenie@tauron.pl). Along with the notification of granting the proxy in electronic form, the Shareholder shall send a scan of the granted proxy, a scan of the identity card, passport or other document enabling identification of the Shareholder as

the principal and the appointed proxy and further proxies (chain of powers of attorney) and an e-mail address through which the Company will be able to communicate with the Shareholder and their proxy. If the proxy is granted by a legal person or an organisational unit without legal personality, the Shareholder, as the principal, shall additionally send a scan of the relevant documents referred to in § 8 section 3) of the By-Laws of the General Meeting of TAURON Polska Energia S.A. If the proxy is a legal person or an organisational unit without legal personality, the Shareholder, as the principal, shall additionally send a scan of an extract from the register in which the proxy is registered. If any document produced as proof of the proxy is drawn up in a language other than Polish, it shall be accompanied by a sworn translation into Polish. The Company may undertake reasonable measures aimed at identifying the Shareholder and the proxy. The verification may in particular involve inquiry by telephone or by e-mail, to be answered by the Shareholder and the proxy, in order to confirm that the proxy has been granted.

The rules concerning notification of the proxy and identification of the proxy and the principal shall apply accordingly to the notification to the Company of revoking the proxy granted. The notification of granting and revoking a proxy without observing the requirements specified above shall have no legal effect on the Company.

The choice of the method of appointing a proxy shall rest with the Shareholder and the Company shall not be liable for any errors in filling in the proxy form or for actions of persons using the proxy. The fact of sending the aforementioned documents by electronic mail shall not release the proxy from the obligation to present the documents used for their identification when signing the attendance list at the General Meeting. If they are not presented, the Shareholder's proxy may not be allowed to participate in the General Meeting.

If the proxy is instructed to exercise the voting right, the Company shall not verify whether the proxy exercises the voting right in accordance with the instructions received from the principal.

The notification of granting or revoking a proxy in electronic form shall be sent to TAURON Polska Energia S.A. **by 2:00 p.m.** on the business day immediately preceding the day of the General Meeting.

**e) Participation in the General Meeting by means of electronic communication.**

The Management Board of TAURON Polska Energia S.A. does not provide for the possibility of participating in the General Meeting with the use of means of electronic communication.

**f) Expressing opinions during the General Meeting by means of electronic communication.**

The Management Board of TAURON Polska Energia S.A. does not allow for expressing opinions during the General Meeting by means of electronic communication.

**g) Exercising voting rights by means of correspondence or by electronic means of communication.**

The Management Board of TAURON Polska Energia S.A. does not provide for the possibility of exercising voting rights with the use of means of electronic communication.

Due to the fact that the By-Laws of the General Meeting of TAURON Polska Energia S.A. do not provide for the exercise of voting rights by means of correspondence, the Management Board of TAURON Polska Energia S.A. informs that the use of this form of voting shall not be possible.

#### **h) Shareholder's right to ask questions regarding matters on the agenda of the General Meeting.**

During the General Meeting, each Shareholder has the right to ask questions regarding the matters on the agenda of the General Meeting. The procedure for asking questions and answering them is specified in the By-Laws of the General Meeting of TAURON Polska Energia S.A., available on the Company's website <https://en.tauron.pl/investor-relations/our-company/corporate-documents>

### **3. Date of registration of participation in the General Meeting.**

The registration day shall be **9 June 2025**, i.e. sixteen days before the date of the General Meeting.

The date of registration of participation in the General Meeting shall be the same for holders of bearer shares and registered shares.

### **4. Information on the right to participate in the General Meeting.**

Only persons who are Shareholders of the Company on the date of registration of participation in the General Meeting specified in section 3 shall have the right to participate in the General Meeting.

In order to participate in the General Meeting holders of dematerialised bearer shares and registered shares shall submit to the entity maintaining the securities account a request to issue a registered certificate of the right to participate in the General Meeting, not earlier than after the announcement of convening the General Meeting and not later than on the first business day after the date of registration of participation in the General Meeting.

The list of Shareholders entitled to participate in the General Meeting shall be made available for review *at the Company's registered office in Katowice, at ul. ks. Piotra Ściegiennego 3*, three business days before the date of the General Meeting from **9:00 a.m. to 3:00 p.m. in Room No. 936**. A Shareholder may request that the list of Shareholders be sent to them by e-mail free of charge, stating the address to which the list should be sent. The request may be submitted in electronic form to the e-mail address: [walnezgromadzenie@tauron.pl](mailto:walnezgromadzenie@tauron.pl).

### **5. Access to documentation related to the General Meeting.**

The documentation to be presented to the General Meeting, including draft resolutions, shall be available on the Company's website: <https://en.tauron.pl/investor-relations/general-meeting> from the date of convening the General Meeting. If no resolutions are expected to be adopted, the comments of the Management Board or the Supervisory Board of TAURON Polska Energia S.A. concerning items included in the agenda of the General Meeting or items which are to be included in the agenda before the date of the Meeting shall be available on the Company's website immediately after they are drawn up.

## **6. Proposed amendments to the Articles of Association of TAURON Polska Energia Spółka Akcyjna with its seat in Katowice.**

Pursuant to the provisions of Article 402 § 2 of the Commercial Companies Code below are presented proposed amendments to the Articles of Association of TAURON Polska Energia S.A. with its seat in Katowice:

### **1. The existing § 20 section 1 item 1):**

- 1) evaluation of the Management Board's report from the activity of the Company as well as financial report for the previous financial year in the scope of its accordance with the books, documents as well as the actual state. It also applies to the consolidated financial report of the Capital Group, if it is made,

**shall be given the following wording:**

- 1) evaluation of the Management Board's report from the activity of the Company and the Capital Group, including sustainability reporting, as well as financial report for the previous financial year in the scope of its accordance with the books, documents as well as the actual state. It also applies to the consolidated financial report of the Capital Group, if it is made,

### **2. The existing § 20 section 1 item 5):**

- 5) the selection of the statutory auditor to carry out the examination and review of the Company financial statements and consolidated financial statements of the Capital Group,

**shall be given the following wording:**

- 5) the appointment of the statutory auditor to carry out the examination and review of the Company financial statements and consolidated financial statements of the Capital Group, and appointment of the statutory auditor to perform attestation of sustainability reporting,

### **3. The existing § 20 section 1 item 7):**

- 7) giving opinion on the Capital Group's Corporate Strategy,

**shall be given the following wording**

- 7) giving opinion on the Capital Group's Corporate Strategy and supervising the execution of the objectives specified in it, with account being taken in particular of sustainability development objectives,

### **4. In § 20 section 1) after item 17) items 18) and 19) are added with the following wording:**

- 18) giving opinion on the results of the double materiality test, including material sub-topics arising from the assessment of impacts, risks and opportunities as



referred to in Article 29a of Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 on the standalone financial statements, consolidated financial statements and related reports of certain types of undertakings, amending Directive 2006/43/EC of the European Parliament and of the Council and repealing Council Directives 78/660/EEC and 83/349/EEC,

- 19) giving opinion on the transition plan for the purposes of climate change mitigation, if such plan is drafted,

**5. In § 20 section 1) the item currently marked as 18) is now marked as 20)**

**6. The existing § 35 section 1 item 1):**

- 1) examining and accepting financial report of the Company and consolidated financial report of the Capital Group for the previous financial year as well as the Management Board's report on the Company's activity and the Management Board's report on the Capital Group's activity,

**shall be given the following wording**

- 1) consideration and approval of the standalone financial statements of the Company and the consolidated financial statements of the Capital Group for the previous financial year and the Management Board's report on the Company's activities and the Management Board's report on the Capital Group's activities, including sustainable development reporting,

**7. The existing § 39 item 1):**

- 1) make a financial report together with a report from the Company's activity for the previous financial year within three months from the balance sheet date,

**shall be given the following wording:**

- 1) prepare the standalone financial statements of the Company and the consolidated financial statements of the Capital Group and the Management Board's report on the activities of the Company and the Capital Group, taking into account sustainable development reporting within three months of the balance sheet date,

**8. The existing § 39 item 3) and 4):**

- 3) submit documents specified in item 1, together with the opinion and report of the certified auditor to the Supervisory Board for evaluation,
- 4) submit to the Ordinary General Meeting documents mentioned in item 1, opinion together with the report of a certified auditor as well as report of the Supervisory Board which is mentioned in § 20 section 1 item 3, until the end of the sixth month from the balance sheet date.

**shall be given the following wording**

- 3) submit the documents listed in point 1, together with the auditor's report, to the Supervisory Board for assessment,
- 4) present to the Ordinary General Meeting the documents listed in point 1, the auditor's report and the Supervisory Board's report referred to in § 20 section 1 point 3, by the end of the sixth month from the balance sheet date.



**7. Address of the website where information concerning the General Meeting shall be made available.**

Information on the General Meeting is available on the website:

<https://en.tauron.pl/investor-relations/general-meeting>