



Resolution No. 2566/21
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 14th 2021

on assessment of the financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended December 31st 2020

Acting pursuant to Art. 382.3 of the Commercial Companies Code and Art. 8.11.6 of the Company's Articles of Association in conjunction with Art. 395.2.1 of the Commercial Companies Code and in consideration of Art. 45 and Art. 53.1 of the Accounting Act and Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board resolves to give a favourable assessment of the audited financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended December 31st 2020, as attached to this Resolution, comprising:

- the separate statement of profit or loss (presented in the statement of profit or loss and other comprehensive income) for the period from January 1st 2020 to December 31st 2020, showing a net loss of PLN 2,355,671,374.21 (two billion, three hundred and fifty-five million, six hundred and seventy-one thousand, three hundred and seventy-four złoty, 21/100);
- the separate statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 54,456,723,624.25 (fifty-four billion, four hundred and fifty-six million, seven hundred and twenty-three thousand, six hundred and twenty-four złoty, 25/100);
- the separate statement of changes in equity, showing a decrease in equity as at December 31st 2020 of PLN 3,055,528,362.41 (three billion, fifty-five million, five hundred and twenty-eight thousand, three hundred and sixty-two złoty, 41/100);
- the separate statement of cash flows, showing a net decrease in cash of PLN 4,478,108,243.19 (four billion, four hundred and seventy-eight million, one hundred and eight thousand, two hundred and forty-three złoty, 19/100);
- supplementary information, comprising the introduction and notes to the separate financial statements,

having found the statements complete, accurate and consistent with the relevant accounting records and documents.

Section 2

This Resolution shall come into force upon its adoption.

10 members of the Supervisory Board participated in the vote, with 10 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

.....
Wojciech Jasiński

.....
Andrzej Szumański

.....
Anna Wójcik

.....
Barbara Jarzembowska

.....
Dominik Kaczmarski

.....
Andrzej Kapała

.....
Michał Klimaszewski

.....
Roman Kusz

.....
Jadwiga Lesisz

.....
Anna Sakowicz-Kacz



**Resolution No.2567/21
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 14th 2021**

on assessment of the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2020

Acting pursuant to Art. 8.11.6 and Art. 8.11.6a of the Company's Articles of Association in conjunction with Art. 382.3 of the Commercial Companies Code and pursuant to Art. 49 and Art. 55.2a of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board resolves to give a favourable assessment of the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2020, as attached to this Resolution, having found the Directors' Report complete, accurate and consistent with the relevant accounting records and documents.

Section 2

This Resolution shall come into force upon its adoption.

10 members of the Supervisory Board participated in the vote, with 10 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

.....
Wojciech Jasiński

.....
Andrzej Szumański

.....
Anna Wójcik

.....
Barbara Jarzembowska

.....
Dominik Kaczmarek

.....
Andrzej Kapała

.....
Michał Klimaszewski

.....
Roman Kusz

.....
Jadwiga Lesisz

.....
Anna Sakowicz-Kacz

**Resolution No. 2568/21
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 14th 2021**

on assessment of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2020

Acting pursuant to Art. 8.11.6a of the Company's Articles of Association in conjunction with Art. 382.1 of the Commercial Companies Code and pursuant to Art. 55 and Art. 63c.4 of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board resolves to give a favourable assessment of the audited consolidated financial statements of the ORLEN Group for the year ended December 31st 2020, as attached to this Resolution, comprising:

- the consolidated statement of profit or loss (presented in the consolidated statement of profit or loss and other comprehensive income) for the period from January 1st 2020 to December 31st 2020, showing a net profit of PLN 2,825,328,087.71 (two billion, eight hundred and twenty-five million, three hundred and twenty-eight thousand, eighty-seven złoty, 71/100);
- the consolidated statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 83,827,374,208.72 (eighty-three billion, eight hundred and twenty-seven million, three hundred and seventy-four thousand, two hundred and eight złoty, 72/100);
- the consolidated statement of changes in equity, showing an increase in equity as at December 31st 2020 of PLN 3,770,628,919.05 (three billion, seven hundred and seventy million, six hundred and twenty-eight thousand, nine hundred and nineteen złoty, 5/100);
- the consolidated statement of cash flows showing a net decrease in cash and cash equivalents of PLN 4,958,423,602.79 (four billion, nine hundred and fifty-eight million, four hundred and twenty-three thousand, six hundred and two złoty, 79/100);
- supplementary information, comprising the introduction and notes to the consolidated financial statements,

having found the statements complete, accurate and consistent with the relevant accounting records and documents.

Section 2

This Resolution shall come into force upon its adoption.

10 members of the Supervisory Board participated in the vote, with 10 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

.....
Wojciech Jasiński

.....
Andrzej Szumański

.....
Anna Wójcik

.....
Barbara Jarzembowska

.....
Dominik Kaczmarek

.....
Andrzej Kapała

.....
Michał Klimaszewski

.....
Roman Kusz

.....
Jadwiga Lesisz

.....
Anna Sakowicz-Kacz

**Resolution No. 2570/21
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 14th 2021**

to endorse the Management Board's proposal regarding coverage of net loss for the financial year 2020

Acting pursuant to Art. 382.3 of the Commercial Companies Code and Art. 8.11.6 of the Company's Articles of Association, in conjunction with Art. 395.2.2 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board hereby resolves to endorse the Management Board's proposal to cover PKN ORLEN S.A.'s net loss for 2020 of PLN 2,355,671,374.21 (two billion, three hundred and fifty-five million, six hundred and seventy-one thousand, three hundred and seventy-four zloty, 21/100) from statutory reserve funds.

Section 2

This Resolution shall come into force upon its adoption.

10 members of the Supervisory Board participated in the vote by written ballot, with 10 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

.....
Wojciech Jasiński

.....
Andrzej Szumański

.....
Anna Wójcik

.....
Barbara Jarzembowska

.....
Dominik Kaczmarek

.....
Andrzej Kapała

.....
Michał Klimaszewski

.....
Roman Kusz

.....
Jadwiga Lesisz

.....
Anna Sakowicz-Kacz



Resolution No. 2571/21
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 14th 2021

to endorse the Management Board's recommendation on the amount of dividend to be paid in 2021

Acting pursuant to Art. 382.3 of the Commercial Companies Code and Art. 8.11.6 of the Company's Articles of Association, in conjunction with Art. 395.2.2 and Art. 348.1 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board resolves to endorse the Management Board's recommendation to allocate PLN 1,496,981,713.50 (one billion, four hundred and ninety-six million, nine hundred and eighty-one thousand, seven hundred and thirteen złoty, 50/100) to dividend payment (PLN 3.50 per share). The dividend referred to in the preceding sentence shall be paid from the Company's statutory reserve funds created from retained earnings.

The Supervisory Board is of the opinion that the Management Board's recommendation on the amount of dividend to be paid in 2021 is consistent with the Company's strategy and objectives.

Section 2

The Supervisory Board gives a favourable assessment of the Management Board's recommendation to set July 22nd 2021 as the dividend record date and August 5th 2021 as the dividend payment date.

Section 3

This Resolution shall come into force upon its adoption.

10 members of the Supervisory Board participated in the vote by written ballot, with 10 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

.....
Wojciech Jasiński

.....
Andrzej Szumański

.....
Anna Wójcik

.....
Barbara Jarzembowska

.....
Dominik Kaczmarski

.....
Andrzej Kapała

.....
Michał Klimaszewski

.....
Roman Kusz

.....
Jadwiga Lesisz

.....
Anna Sakowicz-Kacz



Resolution No. 2589/21
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 29th 2021

to adopt the Report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2020

Acting pursuant to Art. 382.3 of the Commercial Companies Code and Art. 8.11.6 and Art. 8.11.6a of the Company's Articles of Association, in conjunction with Section 3a.2 of the Rules of Procedure for the Supervisory Board and principle II.Z.10 of the Code of Best Practice for WSE Listed Companies, as well as the Guidelines for State-Run Companies Preparing Financial Statements for 2020, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board hereby adopts the Report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2020 ("The Supervisory Board's Report for 2020"), which includes in particular:

- findings of the assessment of the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2020;
- findings of the assessment of the financial statements of PKN ORLEN S.A. for the year ended December 31st 2020, with respect to their completeness, accuracy, and consistency with relevant accounting records and documents;
- findings of the assessment of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2020;
- findings of the assessment of the Management Board's proposal regarding the coverage of the net loss for the financial year 2020 and the amount of dividend for 2020;
- an assessment of the Company's position, including an assessment of the internal audit, risk management and compliance systems, and of the internal audit function;
- a report on the activities of the Supervisory Board, including the activities of its committees, and the Supervisory Board's self-assessment for 2020;
- an assessment of the Company's compliance with its corporate governance disclosure obligations;
- an assessment of the reasonableness of the Company's sponsorship, charitable and other similar initiatives;
- an assessment of the activities of the Group companies in the assessment of the Group's consolidated financial statements;
- an assessment of the use of non-current assets, in particular real property, by the Company.

The Supervisory Board's Report for 2020 is attached as an appendix to this Resolution.

Section 2

This Resolution shall come into force upon its adoption.

10 members of the Supervisory Board participated in the vote, with 10 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

.....
Wojciech Jasiński

.....
Andrzej Szumański

.....
Anna Wójcik

.....
Barbara Jarzembowska

.....
Dominik Kaczmarski

.....
Andrzej Kapała

.....
Michał Klimaszewski

.....
Roman Kusz

.....
Jadwiga Lesisz

.....
Anna Sakowicz-Kacz

Resolution No. 2590/21
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 29th 2021

to adopt the Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2019–2020

Acting pursuant to Section 3a.2.e of the Rules of Procedure for the Supervisory Board of Polski Koncern Naftowy ORLEN S.A. and Art. 90g.1 of the Act on Public Offering of July 29th 2005, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to adopt the Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2019–2020, as attached to this Resolution, containing in particular:

- the total remuneration split out by components as referred to in Art. 90d.3.1 of the Act on Public Offering of July 29th 2005, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, and the relative proportion of these components;
- an explanation of how the total remuneration complies with the adopted remuneration policy, including how it contributes to the long-term performance of the Company;
- information on how the performance criteria were applied;
- the annual change of remuneration, of the performance of the Company, and of average remuneration of employees of the Company other than Management or Supervisory Board members over at least the five most recent financial years, presented together in a manner which permits comparison;
- any remuneration from any entity belonging to the same group as defined in the Accounting Act of September 29th 1994;
- the number of financial instruments granted or offered, and the main conditions for the exercise of the rights attached thereto, including the exercise price and date and any change thereof;
- information on the use of the possibility to reclaim variable remuneration;
- information on any deviations from the procedure for the implementation of the remuneration policy and on any derogations applied in accordance with Art. 90f of the aforementioned Act, including the explanation of the reasons for and the manner of such derogations and the indication of the specific elements derogated from.

The Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2019–2020 is attached as an appendix to this Resolution.

Section 2

The Supervisory Board of Polski Koncern Naftowy ORLEN S.A. authorises Mr Wojciech Jasiński, Chairperson of the Supervisory Board, and Ms Anna Wójcik, Secretary of the Supervisory Board, to sign the Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2019–2020, containing the information referred to in Section 1 of this Resolution.

Section 3

This Resolution shall come into force upon its adoption.

10 members of the Supervisory Board participated in the vote, with 10 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

.....
Wojciech Jasiński

.....
Andrzej Szumański

.....
Anna Wójcik

.....
Barbara Jarzembowska

.....
Dominik Kaczmarski

.....
Andrzej Kapała

.....
Michał Klimaszewski

.....
Roman Kusz

.....
Jadwiga Lesisz

.....
Anna Sakowicz-Kacz



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 2591/21
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 29th 2021**

to approve the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2020.

Acting pursuant to Art. 8.11.15 of the Company's Articles of Association in conjunction with Section V.1.7.b of the Guidelines for State-Run Companies Preparing Financial Statements for 2020, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board of PKN ORLEN S.A. resolves to approve the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2020, as prepared by the Management Board, and to adopt the Supervisory Board's Assessment thereof, attached as Appendix 1 to this Resolution.

The Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2020 is attached as Appendix 2 to this Resolution.

Section 2

This Resolution shall come into force upon its adoption.

10 members of the Supervisory Board participated in the vote, with 10 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

.....
Wojciech Jasiński

.....
Andrzej Szumański

.....
Anna Wójcik

.....
Barbara Jarzembowska

.....
Dominik Kaczmarek

.....
Andrzej Kapała

.....
Michał Klimaszewski

.....
Roman Kusz

.....
Jadwiga Lesisz

.....
Anna Sakowicz-Kacz



**Resolution No. 2592/21
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 29th 2021**

to provide an opinion on the agenda and draft resolutions of the Annual General Meeting

Acting pursuant to Art. 8.11.7 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board of Polski Koncern Naftowy ORLEN S.A. resolves to give a favourable opinion on the agenda of the Annual General Meeting convened by a resolution of the Company's Management Board for May 27th 2021.

Section 2

The Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to give a favourable opinion on the draft resolutions of the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., as attached to this Resolution; however, the Supervisory Board does not take a position on the draft resolutions concerning granting discharge to members of the Supervisory Board.

Section 3

This Resolution shall come into force upon its adoption.

10 members of the Supervisory Board participated in the vote, with 10 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

.....
Wojciech Jasiński

.....
Andrzej Szumański

.....
Anna Wójcik

.....
Barbara Jarzembowska

.....
Dominik Kaczmarski

.....
Andrzej Kapala

.....
Michał Klimaszewski

.....
Roman Kusz

.....
Jadwiga Lesisz

.....
Anna Sakowicz-Kacz