

**RESOLUTION NO. 1**  
**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA**  
**AKCYJNA**

**dated May 25th 2022**

**to appoint the Chairperson of the Annual General Meeting**

**Section 1**

Pursuant to Art. 409.1 sentence 1 of the Commercial Companies Code, in conjunction with Section 5 of the Rules of Procedure for the General Meeting of Polski Koncern Naftowy ORLEN S.A., the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby appoints Mr Radosław L. Kwaśnicki as Chairperson of the General Meeting.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 278 326 127

Votes against: 254

Abstentions: 0

The resolution has been passed in secret ballot.

## **RESOLUTION NO. 2**

### **OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA**

**dated May 25th 2022**

#### **to adopt the agenda of the Annual General Meeting**

##### **Section 1**

The Annual General Meeting of Polski Koncern Naftowy ORLEN S.A resolves to adopt the following agenda:

1. Opening of the General Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021.
7. Consideration of the financial statements of PKN ORLEN S.A. for the year ended December 31st 2021, as well as the Management Board's recommendation regarding the distribution of net profit for the financial year 2021.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2021.
9. Consideration of the Report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2021.
10. Presentation of the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2021.
11. Voting on a resolution to receive the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021.
12. Voting on a resolution to receive the financial statements of PKN ORLEN S.A. for the year ended December 31st 2021.
13. Voting on a resolution to receive the consolidated financial statements of the ORLEN Group for the year ended December 31st 2021.
14. Voting on a resolution to distribute the net profit for the financial year 2021 and to determine the dividend record date and the dividend payment date.
15. Voting on a resolution to receive the Report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2021.
16. Voting on resolutions to grant discharge to members of the Management Board of PKN ORLEN S.A. for performance of their duties in 2021.
17. Voting on resolutions to grant discharge to members of the Supervisory Board of PKN ORLEN S.A. for performance of their duties in 2021.
18. Voting on a resolution to determine the number of Supervisory Board members.
19. Voting on resolutions to appoint members of the Supervisory Board for a new term.

20. Consideration of and voting on a resolution to endorse the Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2021.
21. Presentation of the Best Practice for WSE Listed Companies 2021 and of the Company's Statement of Compliance therewith.
22. Closing of the General Meeting.

## **Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 278 326 381

Votes against: 0

Abstentions: 0

The resolution has been passed in secret ballot.

**RESOLUTION NO. 3  
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to appoint the Ballot Committee**

**Section 1**

Pursuant to Section 8 of the Rules of Procedure for the General Meeting of Polski Koncern Naftowy ORLEN S.A., the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby appoints the following persons to the Ballot Committee:

- Dorota Maćkiewicz,
- Agnieszka Milke,
- Łukasz Pijanowski.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 278 326 163

Votes against: 218

Abstentions: 0

The resolution has been passed in secret ballot.

## **RESOLUTION NO. 4**

### **OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA**

**dated May 25th 2022**

**to receive the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021.**

#### **Section 1**

Acting pursuant to Art. 395.2.1 and 395.5 of the Commercial Companies Code, and Art. 7.7.1 of the Company's Articles of Association in conjunction with Art. 49 and Art. 55.2a of the Accounting Act, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously considered the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021 and having considered the Supervisory Board's assessment thereof, hereby resolves to receive the Directors' Report.

#### **Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 278 003 163

Votes against: 61 148

Abstentions: 262 070

The resolution has been passed in secret ballot.

## **RESOLUTION NO. 5**

### **OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA**

**dated May 25th 2022**

**to receive the financial statements of PKN ORLEN S.A. for the year ended December 31st 2021**

#### **Section 1**

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code, Art. 45 and Art. 53.1 of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously considered the audited financial statements of PKN ORLEN S.A. for the year ended December 31st 2021 as submitted by the Management Board and having considered the Supervisory Board's assessment thereof, hereby resolves to receive the audited financial statements of PKN ORLEN S.A. for the year ended December 31st 2021, 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 2021 to December 31st 2021, showing a net profit of PLN 8,397,702,761.43 (eight billion, three hundred and ninety-seven million, seven hundred and two thousand, seven hundred and sixty-one złoty, 43/100);
- the separate statement of financial position as at December 31st 2021, showing total assets and total equity and liabilities of PLN 70,952,632,038.88 (seventy billion, nine hundred and fifty-two million, six hundred and thirty-two thousand, thirty-eight złoty, 88/100);
- the separate statement of changes in equity, showing an increase in equity as at December 31st 2021 by PLN 6,586,060,000.40 (six billion, five hundred and eighty-six million, sixty thousand złoty, 40/100);
- the separate statement of cash flows, showing a net increase in cash of PLN 941,542,448.77 (nine hundred and forty-one million, five hundred and forty-two thousand, four hundred and forty-eight złoty, 77/100);
- supplementary information, comprising the introduction and notes to the separate financial statements.

#### **Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 278 003 381

Votes against: 61 148

Abstentions: 261 852

The resolution has been passed in secret ballot.

## **RESOLUTION NO. 6**

### **OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA**

**dated May 25th 2022**

**to receive the consolidated financial statements of the ORLEN Group for the year ended  
December 31st 2021**

#### **Section 1**

Acting pursuant to Art. 395.5 of the Commercial Companies Code, 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 Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously considered the audited consolidated financial statements of the ORLEN Group for the year ended December 31st 2021 as submitted by the Management Board and having considered the Supervisory Board's assessment thereof, hereby resolves to receive the audited consolidated financial statements of the ORLEN Group for the year ended December 31st 2021, 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 2021 to December 31st 2021, showing a net profit of PLN 11,187,806,593.84 (eleven billion, one hundred and eighty-seven million, eight hundred and six thousand, five hundred and ninety-three złoty, 84/100);
- the consolidated statement of financial position as at December 31st 2021, showing total assets and total equity and liabilities of PLN 106,754,418,790.70 (one hundred and six billion, seven hundred and fifty-four million, four hundred and eighteen thousand, seven hundred and ninety złoty, 70/100);
- the consolidated statement of changes in equity, showing an increase in equity as at December 31st 2021 by PLN 10,188,499,184.62 (ten billion, one hundred and eighty-eight million, four hundred and ninety-nine thousand, one hundred and eighty-four złoty, 62/100);
- the consolidated statement of cash flows, showing a net increase in cash and cash equivalents of PLN 1,550,038,427.75 (one billion, five hundred and fifty million, thirty-eight thousand, four hundred and twenty-seven złoty, 75/100);
- supplementary information, comprising the introduction and notes to the consolidated financial statements.

#### **Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 278 003 381

Votes against: 61 148

Abstentions: 261 852

The resolution has been passed in secret ballot.

**RESOLUTION NO. 7  
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to distribute the net profit for the financial year 2021 and to determine the dividend record date and the dividend payment date**

**Section 1**

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having read and considered the Supervisory Board's assessment, resolves to distribute the 2021 net profit of PLN 8,397,702,761.43 (eight billion, three hundred and ninety-seven million, seven hundred and two thousand, seven hundred and sixty-one złoty, 43/100) in the following manner:

- 1) 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) shall be distributed as dividend (of PLN 3.50 per share);
- 2) the balance, i.e. PLN 6,900,721,047.93 (six billion, nine hundred million, seven hundred and twenty-one thousand, forty-seven złoty, 93/100) shall be allocated to the Company's statutory reserve funds.

**Section 2**

Pursuant to Art. 348.4 of the Commercial Companies Code, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby sets:

- July 27th 2022 as the dividend record date, and
- October 3rd 2022 as the dividend payment date.

**Section 3**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 219 329 917

Votes against: 36

Abstentions: 58 996 428

The resolution has been passed in secret ballot.



**RESOLUTION NO. 8  
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to receive the Report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2021.**

**Section 1**

The Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby resolves to receive the Report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2021, including, without limitation, information on the operations of the ORLEN Group, the Supervisory Board and its committees, as well as such other information and assessments as are required under applicable laws and regulations and the Best Practice for WSE Listed Companies 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 278 003 163

Votes against: 61 148

Abstentions: 262 070

The resolution has been passed in secret ballot.

**RESOLUTION NO. 9**  
**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA**  
**AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Daniel Obajtek in respect of his duties as President of the Management Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 220 289 089

Votes against: 55 328 046

Abstentions: 2 709 246

The resolution has been passed in secret ballot.

**RESOLUTION NO. 10**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Armen Konrad Artwich in respect of his duties as Member of the Management Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 227 318 337

Votes against: 48 310 394

Abstentions: 2 697 650

The resolution has been passed in secret ballot.

**RESOLUTION NO. 11**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Adam Burak in respect of his duties as Member of the Management Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 227 318 337

Votes against: 48 310 394

Abstentions: 2 697 650

The resolution has been passed in secret ballot.

**RESOLUTION NO. 12**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Ms Patrycja Klarecka in respect of her duties as Member of the Management Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 227 318 337

Votes against: 48 310 394

Abstentions: 2 697 650

The resolution has been passed in secret ballot.

**RESOLUTION NO. 13**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Zbigniew Leszczyński in respect of his duties as Member of the Management Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 227 318 337

Votes against: 48 310 394

Abstentions: 2 697 650

The resolution has been passed in secret ballot.

**RESOLUTION NO. 14**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Michał Róg in respect of his duties as Member of the Management Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 227 318 337

Votes against: 48 310 394

Abstentions: 2 697 650

The resolution has been passed in secret ballot.

**RESOLUTION NO. 15**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Jan Szewczak in respect of his duties as Member of the Management Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 227 318 337

Votes against: 48 310 394

Abstentions: 2 697 650

The resolution has been passed in secret ballot.



**RESOLUTION NO. 16**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Józef Węgrecki in respect of his duties as Member of the Management Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 227 318 119

Votes against: 48 310 612

Abstentions: 2 697 650

The resolution has been passed in secret ballot.

**RESOLUTION NO. 17**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Wojciech Jasiński in respect of his duties as Chairperson of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 769

Votes against: 34 564 558

Abstentions: 590 054

The resolution has been passed in secret ballot.

**RESOLUTION NO. 18**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Andrzej Szumański in respect of his duties as Deputy Chairperson of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 769

Votes against: 34 564 558

Abstentions: 590 054

The resolution has been passed in secret ballot.

**RESOLUTION NO. 19**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Ms Anna Wójcik in respect of her duties as Secretary of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 769

Votes against: 34 564 558

Abstentions: 590 054

The resolution has been passed in secret ballot.

**RESOLUTION NO. 20**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Ms Barbara Jarzembowska in respect of her duties as Member of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 551

Votes against: 34 564 776

Abstentions: 590 054

The resolution has been passed in secret ballot.

**RESOLUTION NO. 21**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Dominik Kaczmarski in respect of his duties as Member of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 769

Votes against: 34 564 558

Abstentions: 590 054

The resolution has been passed in secret ballot.

**RESOLUTION NO. 22**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Andrzej Kapała in respect of his duties as Member of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 769

Votes against: 34 564 558

Abstentions: 590 054

The resolution has been passed in secret ballot.

**RESOLUTION NO. 23**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Michał Klimaszewski in respect of his duties as Member of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 769

Votes against: 34 564 558

Abstentions: 590 054

The resolution has been passed in secret ballot.



**RESOLUTION NO. 24**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Roman Kusz in respect of his duties as Member of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 769

Votes against: 34 564 558

Abstentions: 590 054

The resolution has been passed in secret ballot.

**RESOLUTION NO. 25**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Ms Jadwiga Lesisz in respect of her duties as Member of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 769

Votes against: 34 564 558

Abstentions: 590 054

The resolution has been passed in secret ballot.

**RESOLUTION NO. 26**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to grant discharge for performance of duties in 2021**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Ms Anna Sakowicz-Kacz in respect of her duties as Member of the Supervisory Board in the financial year 2021.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 243 171 769

Votes against: 34 564 558

Abstentions: 590 054

The resolution has been passed in secret ballot.

**RESOLUTION NO. 27**  
**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA**  
**AKCYJNA**  
**dated May 25th 2022**

**on determination of the number of Supervisory Board members**

**Section 1**

Pursuant to Section 14.2 of the Rules of Procedure for the General Meeting of Polski Koncern Naftowy ORLEN S.A., the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby resolves that the Supervisory Board of Polski Koncern Naftowy ORLEN S.A. shall consist of 10 members.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 162  
Percentage of share capital represented by validly voted shares: 65,07%  
Total number of valid votes: 278 326 162  
Votes in favour: 278 324 104  
Votes against: 0  
Abstentions: 2 058

The resolution has been passed in secret ballot.

**RESOLUTION NO. 28**  
**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA**  
**AKCYJNA**

**dated May 25th 2022**

**to appoint Chairperson of the Supervisory Board**

**Section 1**

Acting pursuant to Art. 8.4 of the Company's Articles of Association, the Annual General Meeting hereby resolves to appoint Mr Wojciech Jasiński as Chairperson of the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 219 350 791

Votes against: 58 878 852

Abstentions: 96 738

The resolution has been passed in secret ballot.

**RESOLUTION NO. 29**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to appoint member of the Supervisory Board**

**Section 1**

Acting pursuant to Art. 8.2.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to appoint Mr Andrzej Szumański to the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 219 350 791

Votes against: 58 878 852

Abstentions: 96 738

The resolution has been passed in secret ballot.

**RESOLUTION NO. 30**  
**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA**  
**AKCYJNA**

**dated May 25th 2022**

**to appoint member of the Supervisory Board**

**Section 1**

Acting pursuant to Art. 8.2.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to appoint Ms Anna Wójcik to the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 219 350 791

Votes against: 58 878 852

Abstentions: 96 738

The resolution has been passed in secret ballot.

**RESOLUTION NO. 31**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to appoint member of the Supervisory Board**

**Section 1**

Acting pursuant to Art. 8.2.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to appoint Ms Barbara Jarzembowska to the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 219 350 791

Votes against: 58 878 852

Abstentions: 96 738

The resolution has been passed in secret ballot.



**RESOLUTION NO. 32**  
**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA**  
**AKCYJNA**

**dated May 25th 2022**

**to appoint member of the Supervisory Board**

**Section 1**

Acting pursuant to Art. 8.2.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to appoint Mr Andrzej Kapała to the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 380

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 380

Votes in favour: 219 350 790

Votes against: 58 878 852

Abstentions: 96 738

The resolution has been passed in secret ballot.

**RESOLUTION NO. 33**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to appoint member of the Supervisory Board**

**Section 1**

Acting pursuant to Art. 8.2.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to appoint Mr Michał Klimaszewski to the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 219 350 573

Votes against: 58 878 852

Abstentions: 96 956

The resolution has been passed in secret ballot.

**RESOLUTION NO. 34**  
**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA**  
**AKCYJNA**

**dated May 25th 2022**

**to appoint member of the Supervisory Board**

**Section 1**

Acting pursuant to Art. 8.2.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to appoint Mr Roman Kusz to the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 219 350 791

Votes against: 58 878 852

Abstentions: 96 738

The resolution has been passed in secret ballot.

**RESOLUTION NO. 35**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to appoint member of the Supervisory Board**

**Section 1**

Acting pursuant to Art. 8.2.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to appoint Ms Jadwiga Lesisz to the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 219 350 573

Votes against: 58 879 070

Abstentions: 96 738

The resolution has been passed in secret ballot.

**RESOLUTION NO. 36**  
**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA**  
**AKCYJNA**

**dated May 25th 2022**

**to appoint member of the Supervisory Board**

**Section 1**

Acting pursuant to Art. 8.2.2 of the Company's Articles of Association, the Annual General Meeting hereby resolves to appoint Ms Anna Sakowicz-Kacz to the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 219 350 791

Votes against: 58 878 852

Abstentions: 96 738

The resolution has been passed in secret ballot.

**RESOLUTION NO. 37**

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA  
AKCYJNA**

**dated May 25th 2022**

**to endorse the Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2021**

**Section 1**

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code in conjunction with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having considered the auditor's assessment of the Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2021, hereby resolves to endorse the Report as adopted by the Supervisory Board.

**Section 2**

This Resolution shall come into force upon its adoption.

Number of shares validly voted: 278 326 381

Percentage of share capital represented by validly voted shares: 65,07%

Total number of valid votes: 278 326 381

Votes in favour: 208 683 101

Votes against: 51 580 366

Abstentions: 18 062 914

The resolution has been passed in secret ballot.