
MERGER PLAN

**BETWEEN POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA**

and

**POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO
SPÓŁKA AKCYJNA**

Warsaw, on 29 July 2022

Contents

1. DEFINITIONS AND INTRODUCTION	3
1.1. Definitions	3
1.2. Legal basis for the Merger Plan	5
1.3. Merger Plan approval	5
2. LEGAL STRUCTURES, BUSINESS NAMES AND REGISTERED OFFICES OF MERGING COMPANIES .	5
2.1. Acquiring Company:	5
2.2. Target Company:	5
3. MERGER PROCEDURE AND LEGAL BASIS	5
3.1. Legal basis for the Merger and the Merger procedure	5
3.2. Resolutions of General Meetings of the Merging Companies	6
3.3. Increase of PKN ORLEN's share capital	6
3.4. Merger Terms and Conditions	Błąd! Nie zdefiniowano zakładki.
4. SHARE SWAP RATIO	7
5. 5. RULES GOVERNING THE ALLOCATION OF SHARES IN PKN ORLEN TO THE SHAREHOLDERS OF GRUPA LOTOS	7
5.1. Share Swap Ratio and Reference Day	7
5.2. Reference Day Determination	8
5.3. Suspension of trading in PGNiG shares	8
5.4. Payouts	8
6. THE DATE FROM WHICH MERGER SHARES ENTITLE THEIR HOLDERS TO PARTICIPATE IN PROFIT DISTRIBUTION OF THE ACQUIRING COMPANY	9
7. RIGHTS VESTED BY THE ACQUIRING COMPANY IN THE SHAREHOLDERS OF THE TARGET AND PERSONS VESTED WITH SPECIAL RIGHTS IN THE TARGET	9
8. SPECIAL BENEFITS FOR THE MEMBERS OF CORPORATE AUTHORITIES OF THE MERGING COMPANIES AND OTHER PERSONS PARTICIPATING IN MERGER, IF ANY	10
9. SPECIAL AND FINAL PROVISIONS	10
9.1. Activities and decisions (or deeds of any other kind) of relevant authorities required to complete the Merger	10
9.2. Special arrangements applicable to the takeover of assets and liabilities and the undertaking of PGNiG	10
9.3. Final Provisions	12
10. SCHEDULES TO MERGER PLAN:	12
11. MERGER PLAN EXECUTION	12
SIGNATURES	13

1. DEFINITIONS AND INTRODUCTION

1.1. Definitions

For the purpose of this Merger Plan, the following words and expressions have the meaning defined below (other definitions being also given in brackets in the content of this Merger Plan):

Merger Shares	have the meaning defined in 3.3 of this Merger Plan;
PGNiG Shareholder(s)	mean(s) the holders of PGNiG shares as recorded on their security accounts on the Reference Day and, in the case of omnibus accounts, the entity(ies) reported to the entity keeping the omnibus account by the account holder as the beneficial owners of such PGNiG shares recorded on the relevant omnibus account on the Reference Day;
Payout	has the meaning defined in item 5.4 of the Merger Plan;
Merger Date	the day of registration of the Merger in the business register of the National Court Register by the registry court of proper venue for the registered office of PKN ORLEN, pursuant to Article 493(2) CCC;
Reference Day	has the meaning defined in item 5.15.1 of the Merger Plan and 5.2 of the Merger Plan;
WSE	Giełda Papierów Wartościowych w Warszawie Spółka Akcyjna [Warsaw Stock Exchange], with its registered office in Warsaw;
KDPW	Krajowy Depozyt Papierów Wartościowych Spółka Akcyjna [Polish Central Securities Depository], with its registered office in Warsaw;
CC	The Civil Code Act of 23 April 1964 (consolidated text: OJ 2022.1360 as amended);
KNF	Polish Financial Supervision Authority;
CCC	The Code of Commercial Companies Act of 15 September 2000 (consolidated text: OJ 2022.1467 as amended);
Merging Companies	PKN ORLEN and PGNiG jointly;
Share Swap Ratio	the ratio applicable to the exchange of PGNiG shares for PKN ORLEN shares (Merger Shares) as a result of the Merger, specified in item 4 of the Merger Plan;
PGNiG	Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, registered office in Warsaw, whose identification particulars are given in 2.2 of the Merger Plan;

PKN ORLEN	Polski Koncern Naftowy ORLEN Spółka Akcyjna, registered office in Płock, whose identification particulars are given in 2.1 of the Merger Plan;
Merger Plan	this document;
Merger	the merger between PKN ORLEN and PGNiG carried out pursuant to Article 492(1)(1) CCC by transferring all assets and liabilities of PGNiG (Target Company) to PKN ORLEN (Acquiring Company) against the relevant increase of PKN ORLEN's share capital by issuing Merger Shares to be allocated by PKN ORLEN to PGNiG Shareholders;
Prospectus	means the prospectus to be drafted and published in compliance with the Prospectus Regulation and the Act on Public Offering by PKN ORLEN in connection with the public offering of Merger Shares targeted at PGNiG Shareholders in connection with the Merger, subject to KNF's approval;
WSE Rules	The WSE Rules adopted by resolution 1/1110/2006 of the WSE Supervisory Board of 4 January 2006, as amended (consolidated text reflecting the legal status as of 29 April 2022);
Prospectus Regulation	Regulation of 14 June 2017 of the European Parliament and of the Council (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (OJ EU L 2017.168, p.12 as amended);
Target Company	PGNiG;
Acquiring Company	PKN ORLEN;
Detailed Rules of KDPW	Detailed Rules of KDPW [Szczegółowe Zasady Działania Krajowego Depozytu Papierów Wartościowych], adopted by resolution 665/17 of the KDPW Board of 28 September 2017 as amended (consolidated text effective from 25 April 2022);
Act on Public Offering	the Act of 29 July 2005 on public offering, terms for the introduction of financial instruments to organised trading, and on public companies (consolidated text: OJ 2021.1983 as amended);
GM	depending on context, the General Meeting of PKN ORLEN or the General Meeting of PGNiG;
Management Board	depending on context, the Management Board of PKN ORLEN or the Management Board of PGNiG.

1.2. Legal basis for the Merger Plan

This Merger Plan has been prepared on the basis of Articles 498 and 499 CCC in connection with the planned merger between PKN ORLEN and Grupa LOTOS.

1.3. Merger Plan approval

The Merger Plan has been agreed and signed in writing on 29 July 2022 by the Management Boards of the Merging Companies.

2. LEGAL STRUCTURES, BUSINESS NAMES AND REGISTERED OFFICES OF MERGING COMPANIES

2.1. Acquiring Company:

Polski Koncern Naftowy ORLEN Spółka Akcyjna, registered office in Płock, ul. Chemików 7, 09-411 Płock, entered into the business register of the National Court Register under entry No. KRS 0000028860, registry court: District Court for Łódź–Śródmieście in Łódź, 20th Commercial Division of the National Court Register, Tax Id. No. 'NIP': 7740001454, Statistical Id. 'REGON': 610188201, share capital of PLN 534,636,326.25, paid-up in full;

The Acquiring Company is a public company within the meaning of the Act on Public Offering.

2.2. Target Company:

Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, registered office in Warsaw, ul. Kasprzaka 25, 01-224 Warszawa, , entered into the business register of National Court Register under entry No. KRS 0000059492, registry court: District Court for the capital city of Warsaw in Warsaw, 13th Commercial Division National Court Register, Tax Id. No. 'NIP': 5250008028, Statistical Id. 'REGON': 012216736, share capital of PLN 5,778,314,857, paid-up in full.

The Target Company is a public company within the meaning of the Act on Public Offering.

3. MERGER PROCEDURE AND LEGAL BASIS

3.1. Legal basis for the Merger and the Merger procedure

The merger will take place pursuant to Article 492(1) CCC by way of the acquisition of the Target Company by the Acquiring Company in line with the procedure laid down in Article 492(1)(1), i.e. by transferring all assets and liabilities of the Target Company to the Acquiring Company in exchange for the shares to be issued by the Acquiring Company to PGNiG Shareholders, against the relevant increase of PKN ORLEN's share capital by issuing Merger Shares to be allocated by PKN ORLEN to PGNiG Shareholders.

The transfer of all assets and liabilities of PGNiG to PKN ORLEN will take place on the Merger Date, i.e. when the Merger is recorded in the business register of the National Court Register by the registry court of proper venue for the registered office of PKN ORLEN.

As from the Merger Date, PKN ORLEN will assume any and all rights and obligations of PGNiG in compliance with Article 494(1) CCC (universal succession). In particular, in line with Article 494(2) and 494(5) CCC, as from the Merger Date, any and all permits, concessions, licenses and exemptions awarded to the Target Company will be transferred to PKN ORLEN, unless a relevant act of law or decision awarding a specific permit, concession, license or exemption provide otherwise. All specific effects of the acquisition of assets and liabilities of the Target Company by the Acquiring Company are laid down in 9.2 of the Merger Plan.

Pursuant to Article 494(4) CCC, as from the Merger Date, subject to allocation rules laid down in item 5 of the Merger Plan, PGNiG Shareholders will become PKN ORLEN Shareholders.

In accordance with Article 493(1) and 493(2) CCC, PGNiG will be wound up without liquidation on the date of its deletion from the business register of the National Court Register, but in any case not earlier than on the day when the increase of PKN ORLEN's share capital is registered and the Merger entered into the business register of the National Court Register.

Following the Merger, the Acquiring Company will continue its operations under its existing business name: Polski Koncern Naftowy ORLEN Spółka Akcyjna.

3.2. Resolutions of General Meetings of the Merging Companies

Pursuant to Article 506(1) CCC, the Merger will take place on the basis of resolutions of the PKN ORLEN GM and the PGNiG GM, approving, pursuant to Article 506(2) and 506(4) CCC and the corporate articles of association of the Merging Companies, the Merger Plan and the amendments to the articles of association of the Acquiring Company.

The PKN ORLEN GM will also resolve to increase the share capital and approve the amendments to its articles of association in compliance with the approval referred to above.

At the same time, PKN ORLEN'S GM will be presented with a resolution on the consolidated text of PKN ORLEN's articles of association inclusive of the amendments made in connection with the Merger.

Draft resolutions of the PKN ORLEN GM and the PGNiG GM are appended as Schedule 1 and Schedule 2 hereto respectively.

3.3. Increase of PKN ORLEN's share capital

By way of the resolution of the PKN ORLEN GM referred to in item 3.2 above, PKN ORLEN's share capital will be increased to PLN 668,117,655.00 (in words: six hundred sixty-eight million one hundred seventeen thousand six hundred fifty five zlotys 00/100) through the issue of 534,494,124 (in words: five hundred thirty four million four hundred ninety four thousand one hundred and twenty-four) shares ordinary bearer Series F with a nominal value of PLN 1.25 (one zloty twenty-five groszy) Each ("**Merger Shares**"), to be then allocated to PGNiG Shareholders in accordance with the rules laid down in item 5 of the Merger Plan.

The amount of PKN ORLEN's share capital increase in connection with the Merger has been established as a result of applying the Share Swap Ratio in compliance with the rules laid down in item 5.1 of the Merger Plan to all the shares in the Target Company.

In connection with the Merger, the share capital of PKN ORLEN will be increased from the amount of according to the status as of the date of adoption of the PKN ORLEN GM's resolution referred to in item 3.2 of the Merger Plan, assuming that by that time PKN ORLEN's share capital increase made on the basis of Resolution 4 of the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna of 21 July 2022 *on the merger between the Company and Grupa LOTOS Spółka Akcyjna, registered office in Gdańsk ("Grupa Lotos")*, the increase of the Company's share capital and approval of amendments to the Company's Articles of association will have been registered. In consequence, PKN ORLEN's share capital specified in Schedule 3 to the Merger Plan, namely the draft amendment to PKN ORLEN's articles of association, will correspond to the sum of: the share capital as assumed on the date of adoption of the PKN ORLEN GM's resolution (which is to amount to: PLN 783,059,906.25) and the amount of the share capital increase in connection with the Merger referred to in the introduction in this item 3.3 of the Merger Plan.

PKN ORLEN will carry out relevant activities to cause the Merger Shares to be traded on the regulated market operated by WSE.

3.4. Conditions Precedent

The Merger is contingent upon several legal conditions being met, including approvals and other activities required by law to close the Merger. In particular, to close the Merger initiated by this Merger Plan:

- a) the Acquiring Company must prepare the Prospectus and then submit it to the Polish Financial Supervision Authority for its approval and to have the Prospectus approval decision issued;
- b) the Prospectus must be made available to the target group of the Merger-related public offering;
- c) the Council of Ministers must approve the Merger as required by Article 13(5) in conjunction with Article 13(1)(9) and 13(1)(23) of the Act of 16 December 2016 on the Management of State Assets (consolidated text: (OJ 2021.1933 as amended));
- d) no control authority's decision raising any objections as to the secondary acquisition of a dominant position in the Acquiring Company referred to in Article 3(2)(2) of the Act of 24 July 2015 on the control of certain investments (consolidated text OJ 2020.2145 as amended) may be issued following prior notification by the Acquiring Company, or the control authority must issue a decision refusing to investigate on the grounds that that Act does not apply to the activity notified by the Acquiring Company.

4. SHARE SWAP RATIO

In connection with the Merger, in exchange for the PGNiG shares held by them, PGNiG Shareholders will be allotted Merger Shares according to the following ratio: 0,0925 (PKN ORLEN shares): 1 (PGNiG shares) ("**Share Swap Ratio**").

The foregoing means that, in exchange for 1 (one) PGNiG share, PGNiG Shareholders will receive 0,00925 (nine hundred twenty-five ten thousand) one PKN ORLEN Merger Share, with reservation that the number of shares allotted will be a natural number, while the non-allocated fractions of the Merger Shares resulting from the application of the Share Swap Ratio will be compensated to PGNiG Shareholders by way of Payouts.

5. RULES GOVERNING THE ALLOCATION OF SHARES IN PKN ORLEN TO THE SHAREHOLDERS OF GRUPA LOTOS

5.1. Share Swap Ratio and Reference Day

Merger Shares will be allotted to PGNiG Shareholders in compliance with the rules governing the Share Swap Ratio and Payouts referred to in 4 and 5.4 of the Merger Plan as the PKN ORLEN new issue shares, determined in the resolution of PKN ORLEN's General Meeting on share capital increase.

Pursuant to Article 494(4) CCC, Merger Shares are allotted to the Shareholders of the Target Company who enjoy the status of a shareholder of that Company on the Merger Date. However, the allotment will technically take place on the basis of the status on the date designated by the Management Board of the Acquiring Company in line with the relevant provisions of the Detailed Rules of KDPW as the Reference Date within the meaning of those Rules ("**Reference Day**") and will take place after the exchange of the shares of the Target Company in the KDPW deposit system and on accounts of direct participants of KDPW, by making relevant records on the accounts of PGNiG Shareholders.

The number of Merger Shares to be allotted to each of the PGNiG Shareholders will be determined by multiplying the number of PGNiG shares held by a given PGNiG Shareholder on the Reference Date and the Share Swap Ratio, rounding down to the closest natural number (unless the product of the multiplication is itself a natural number).

Merger Shares that have not been allotted to PGNiG shareholders owing to the adopted Share Swap Ratio and the rounding-down referred to above will be kept by the Acquiring Company as its own shares to be alienated, redeemed or allocated to another objective allowable by law.

5.2. Reference Day Determination

The Reference Day will be determined by the management Board of the Acquiring Company in compliance with the Detailed Rules of KDPW. In particular, when selecting the Reference Day, the Management Board of PKN ORLEN will allow for the fact the Reference Day cannot fall earlier than on the second day following KDPW's receipt of the documents referred to in § 227 of the Detailed Rules of KDPW (i.e. the documents submitted to register Merger Shares to be allotted to PGNiG Shareholders and the documents confirming that the Merger has been recorded with the relevant business register for the Acquiring Company) and not earlier than on the day of settlement of the transactions involving the shares in the Target Company traded on an organised market executed before the trade in such shares was suspended. The Management Board of PKN ORLEN will notify KDPW of the selected Reference Day. If the Management Board of PKN ORLEN fails to designate the Reference Day or designates such day in breach of the Detailed Rules of KDPW, the Reference Day is the nearest business day that meets the conditions laid down in the Detailed Rules of KDPW.

5.3. Suspension of trading in PGNiG shares

The Management Board of PGNiG, acting pursuant to § 30(1)(1) of the WSE Rules, will request WSE to suspend trade in PGNiG shares for the period starting not earlier than on the day following the day of submission of the application to register the Merger in the business register of the National Court Register and ending on the day when the PGNiG shares are delisted.

5.4. Payouts

If, as a result of applying the Share Swap Ratio, a PGNiG Shareholder is entitled to a fraction of a Merger Share, such PGNiG Shareholder will be entitled to a cash payout referred to in Article 492(2) CCC ("**Payout**").

The amount of the Payout allotted to each of the PGNiG Shareholders will be calculated by multiplying:

- (i) the fraction of the Merger Share allotted to a specific PGNiG Shareholder according to the Share Swap Ratio that has not been awarded to that Shareholder as a result of the rounding-down referred to in 5.1 of the Merger Plan, and
- (ii) the arithmetic mean closing price of Acquiring Company's shares at the WSE in the period of 30 calendar days preceding the Reference Day, with reservation that if on a specific day the closing price is not determined, the arithmetic mean of the closing prices of the Acquiring Company's shares will be the price quoted on WSE set on that trading day.

The amount of the Payout payable to a PGNiG Shareholder will be rounded to 1 grosz (0.01 zloty), with reservation that 0.005 zloty will be rounded up.

The Payouts are subject to the cap under Article 492(2) CCC.

Furthermore, in each case the Payout will be decreased by any income tax withholding required under the law applicable on the Payout disbursement date.

The Payouts will be disbursed in compliance with the rules applicable to the disbursements to shareholders of public companies (within the meaning of the Act on Public Offering), in accordance with the operating rules of the KDPW deposit and clearing system, within 14 business days from the Reference Date.

The payouts will be disbursed from PKN ORLEN's reserve fund, in compliance with the second sentence of Article 492(2) CCC.

6. THE DATE FROM WHICH MERGER SHARES ENTITLE THEIR HOLDERS TO PARTICIPATE IN PROFIT DISTRIBUTION OF THE ACQUIRING COMPANY

Merger Shares will entitle their holders to participate in the distribution of Acquiring Company's profit starting from the first day of the financial year in which the Merger Shares were registered in the security accounts of the PGNiG Shareholders, i.e. from 01 January 2022.

The foregoing means that Merger Shares entitle their holders to the distribution of dividend determined pursuant to Article 348 CCC on the basis of Acquiring Company's financial statements for the financial year started on 01 January 2022 and ending on 31 December 2022.

7. RIGHTS VESTED BY THE ACQUIRING COMPANY IN THE SHAREHOLDERS OF THE TARGET AND PERSONS VESTED WITH SPECIAL RIGHTS IN THE TARGET

There are no plans to award any additional rights to the Shareholders of the Acquiring Company or any persons vested with special rights in the Acquiring Company in connection with the merger.

Nevertheless, when drafting this Merger Plan, the Merging Companies acknowledged that Article 511(1) CCC requires that the existing special rights vested in the authorities of State Treasury (being a shareholder of both the Acquiring and the Target Company) by the articles of association of the Target Company must be accounted for. The provisions of the Target Company's articles of association that govern such vested rights comprise:

- a) § 17 governing (in conjunction with § 4(2)) special requirements that must be met to obtain an approval for activities performed by the Target Company in performance of tasks aimed at ensuring the energy security of Poland;
- b) § 23 governing certain rights with regard to the exclusive access to Company's information concerning:
 - tasks carried out to ensure the energy security of the state;
 - strategic investments or the involvement in investments necessary to ensure Poland's energy security;
 - contracts regarding gas, fuel (including extraction) and energy infrastructure with the current value or, in the case of new (including planned) infrastructure – the estimated value in excess of the equivalent of EUR 500,000 in Polish zloty;

regarding the Target Company and its affiliates and subsidiaries, as well as

- concerning financial information of the Target Company and its subsidiaries that perform the function of a distribution system operator or a storage system operator;
- c) § 47(1) governing the right of the State Treasury, irrespectively of the number of shares held, to request that general meeting of the Target Company be convened;
 - d) § 49(3) governing the right of the State Treasury, irrespectively of the number of shares held, to request that specific items be included in the agenda of the nearest general meeting of the Target Company.
 1. § 33 (3)(10), governing the right to accept the recommendation of the Management Board of the Acquired Company regarding changes in the composition of the management board and supervisory board of the company under the business name: Transit Gas Pipeline System EuRoPol Gaz S.A.

Moreover (although not considered strictly a vested right), § 56 of Target Company's articles of association introduce more stringent requirements (majority and quorum) with respect to the matters

listed therein and examined at the Target Company's general meeting whenever the share of the State Treasury in the share capital falls below 51%.

In compliance with the Merger assumptions, the Management Boards of the Merging Companies included in the draft amendment to the articles of association of the Acquiring Company (schedule 3 to the Merger Plan) certain changes in order to – along with a number of modifications (aimed at adjusting these solutions to the current governance of the Target Company, its practice and the expected status of the target Company following the Merger) – ensure that such vested rights are adequately transposed to the articles of association of the Acquiring Company. The provisions amending the articles of association of the Acquiring Company included in Schedule 3 to the Merger Plan comprehensively address these needs and amend the provisions of the articles of association of the Acquiring Company on share capital and the number of shares (amendments to § 3 of the articles of association of the Acquiring Company), while also extending the scope of Acquiring Company's operations by the fields included in the articles of association of the Target Company but absent from the articles of association of the Acquiring Company (amendments to § 2(2) of the articles of association of the Acquiring Company).

In particular, the Management Boards of the Merging Companies included in the draft amendments to the articles of association of the Acquiring Company provisions *mutatis mutandis* transposing § 33(3) (10)-(15) and § 56(5)-(6) of the Target Company's articles of association into the Acquiring Company's articles of association, while with regard to the transposition of § 56(5) of the articles of association of the Target Company to the articles of association of the Acquiring Company, in their proposal to introduce special requirements applicable to the resolutions of the General Meeting of the Acquiring Company, the Management Boards of the Merging Companies plan to extend § 77(9) of the articles of association of the Acquiring Company by including the comprehensive provisions now contained in the articles of association of the Target Company with respect to the decrease of the share of the State Treasury in the share capital, with a modification of the adopted threshold, in order to reflect the changes in the share structure of the Acquired Company resulting from the Merger.

8. SPECIAL BENEFITS FOR THE MEMBERS OF CORPORATE AUTHORITIES OF THE MERGING COMPANIES AND OTHER PERSONS PARTICIPATING IN MERGER, IF ANY

In connection with the Merger, no special benefits are planned to be awarded to any members of the corporate authorities of neither the Acquiring Company nor the Target Company, nor to any other persons participating in the Merger

9. SPECIAL AND FINAL PROVISIONS

9.1. Activities and decisions (or deeds of any other kind) of relevant authorities required to complete the Merger

To complete the Merger process initiated by this Merger Plan, it is necessary to satisfy the conditions laid down in **Błąd! Nie można odnaleźć źródła odwołania.** of the Merger Plan.

The Acquiring Company and the Target Company point out that the President of the Office of Competition and Consumer Protection has already given his approval (decision DKK-1.421.29.2021.MAB of 16 March 2022), and terms and conditions laid down therein are not required to be met by the Merger Date.

9.2. Special arrangements applicable to the takeover of assets and liabilities and the undertaking of PGNiG

The Merging Companies have identified the following facts:

As from the Merger Date, the Target Company, as an entity actively conducting business activity, will continue its business operations as before (without prejudice to the effects laid down in Article 494 CCC), as an actually separate part of business of the Acquiring Company which, on the basis of civil law, including commercial law and the correct construction of this circumstance, means a separate business considered as distinct (autonomous) enough to be a branch.

Furthermore, the Target Company currently has the following separate units – branches:

- 1) POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA W WARSZAWIE – SANOK BRANCH
- 2) POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA W WARSZAWIE – ZIELONA GÓRA BRANCH
- 3) POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA W WARSZAWIE – OPERATING BRANCH IN PAKISTAN
- 4) POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA W WARSZAWIE – ODOLANÓW BRANCH
- 5) POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA W WARSZAWIE – CENTRAL MEASUREMENT AND TESTING LAB BRANCH IN WARSAW
- 6) POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA W WARSZAWIE – BOREHOLE MINING RESCUE STATION BRANCH IN KRAKÓW
- 7) POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA W WARSZAWIE – GEOLOGY AND EXPLOITATION BRANCH IN WARSAW
- 8) POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA W WARSZAWIE – WHOLESALE BRANCH IN WARSAW
- 9) POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA – RAS AL. KHAIMAH, UNITED ARAB EMIRATES BRANCH.

The autonomy of such branches, subject to further provisions of the Merger Plan, will not be affected on the Merger Date and, in consequence, as from the Merger Date, on the basis of legal succession of the Acquiring Company, they will become branches of the Acquiring Company.

In view of the foregoing, the Merging Companies have agreed in this Merger Plan that the Acquiring Company will accommodate this circumstance as follows:

- a) The Acquiring Company will reveal in the business register of the National Court Register the existence of a branch consisting of Target Company's undertaking to date, and – separately – the existence of the current branches of the Target Company; as a result, the total of 10 branches will be notified as the branches of the Acquiring Company;
- b) The branches referred to in a) above will be disclosed under a business name selected in compliance with Article 43(6) CC, taking into account the additions designating their specialty (operating activity) or other distinctive designations, inclusive of any potential references to the business name of the Target Company, owing to the historic importance of the expression making up the "PGNiG" abbreviation;
- c) In its internal documentation governing the operations of the Acquiring Company, the Acquiring Company will make adjustments to internal organisation, including the issue

of deeds formally creating the branches (as activities that belong to running company's affairs) to account for the operating independence of the assets and liabilities of the undertaking of the Target Company, including the main plant and branches existing before the Merger Date, in a manner reflecting the actual status and the governance rules in force at the Acquiring Company before the Merger Date.

9.3. Final Provisions

Pursuant to Article 499(4) CCC, the Merging Companies are not subject to requirements laid down in Article 499(2)(4) CCC.

Reasons to Merger Plan are/will be given in separate documents referred to in Article 501 CCC (written reports of the Management Boards of Merging Companies with rationale for the Merger).

10. SCHEDULES TO MERGER PLAN:

The following schedules required under Article 499(2) CCC have been appended to this Merger Plan:

- 1) Draft resolution of the General Meeting of Polski Koncern Naftowy ORLEN S.A., registered office in Płock, on
 - Merger between Polski Koncern Naftowy ORLEN Spółka Akcyjna and Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna and
 - share capital increase and the amendment to the Articles of association of Polski Koncern Naftowy ORLEN Spółka Akcyjna

– **Schedule 1**
- 2) Draft resolution of the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, registered office in Warsaw, on the merger between Polski Koncern Naftowy ORLEN Spółka Akcyjna and Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna and approving the proposed amendments to the Articles of association of Polski Koncern Naftowy ORLEN Spółka Akcyjna

– **Schedule 2**

- 3) Draft amendment to the Articles of association of Polski Koncern Naftowy ORLEN Spółka Akcyjna

– **Schedule 3**

- 4) Valuation of assets and liabilities of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna as of 01 June 2022

– **Schedule 4**

Furthermore, the following Schedules have been appended to this Merger Plan:

- 5) Valuation of assets and liabilities of Polski Koncern Naftowy Orlen Spółka Akcyjna as of 01 June 2022

– **Schedule 5**

11. MERGER PLAN EXECUTION

This Merger Plan has been drawn up in compliance with Article 499(1) CCC and agreed in writing in compliance with Article 498 CCC by the Management Boards of the Merging Companies on 29 July

2022, which the Management Boards of the Companies hereby confirm by affixing their signatures below. This Merger Plan has been made in 4 counterparts, 2 for each of the parties.

SIGNATURES

/signatures on the signatures page/

POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA

.....
Patrycja Klarecka
Management Board Member

.....
Armen Konrad Artwicz
Management Board Member

POLSKIE GÓRNICTWO NAFTOWE I GAZOWNICTWO SPÓŁKA AKCYJNA

.....
Przemysław Waclawski
Vice-President of the Management Board
for Finance

.....
Artur Cieślik
Vice-President of the Management Board
for Strategy and Regulations

DRAFT RESOLUTION OF THE GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN

SPÓŁKA AKCYJNA

The Managing Boards of the Merging Companies have agreed to append to the Merger Plan the following draft resolution of the General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna (PKN ORLEN) on the merger with Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, the increase of PKN ORLEN's share capital and the approval of amendments to PKN ORLEN's Articles of Association.

RESOLUTION NO [●]

of the Extraordinary General Meeting

of Polski Koncern Naftowy ORLEN Spółka Akcyjna

registered office in Płock ("Company")

of [●]

on: merger between the Company and Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, registered office in Warsaw, KRS No. 0000059492 ("PGNiG") and the increase of the share capital and amendments to Company's Articles of Association

Acting pursuant to Article 492(1)(1) and Article 506 of the Code of Commercial Companies ("CCC") and § 7(7)(5), § 7(7)(9) and § 7(7)(13) of the Company's Articles of Association, having analysed the plan of merger between the Company and PGNiG (the "Merger Plan"), schedules to the Merger Plan, Company's management board report on the grounds for the merger between the Company and PGNiG and the expert's opinion issued pursuant to Article 503(1) CCC, it is hereby resolved as it follows:

§ 1.

1. The Extraordinary General Meeting of the Company hereby approves:
 - a) the merger between the Company and **PGNiG** by transferring all assets and liabilities of PGNiG to the Company in exchange for the shares to be issued to **PGNiG** shareholders in compliance with the Merger Plan ("**Merger**");
 - b) the Merger Plan, appended as Schedule 1 hereto;

- c) amendments to the Company's Articles of Association laid down in Schedule 3 to the Merger Plan to be adopted by way of a resolution made pursuant to § 4 below.

§ 2.

1. In connection with the Merger, the share capital of PKN ORLEN is hereby increased by PLN 668,117,655.00 (six hundred and sixty eight million one hundred and seventeen thousand six hundred and fifty five zlotys), i.e. from PLN 783,059,906.25 (seven hundred and eighty three million fifty nine thousand nine hundred and six point twenty five zlotys) to PLN 1,451,177,561.25 (on billion four hundred and fifty one thousand one hundred and seventy seven thousand five hundred and sixty one point twenty five) by issuing 534,494,124 (five hundred and thirty four million four hundred and ninety four thousand one hundred and twenty four) ordinary F bearer shares with the nominal value of PLN 1.25 (one point twenty five zloty) each and the aggregate nominal value of PLN 668,117,655.00 (six hundred and sixty eight million one hundred and seventeen thousand six hundred and fifty five zlotys) ("**New Shares**").
2. No special rights referred to in Article 351(1) in conjunction with Article 304(1)(6) CCC will be attached to the New Shares.
3. The New Shares will be taken up on terms and conditions applicable to the mergers of companies governed by Articles 492 et seq. CCC, i.e. in compliance with the Merger Plan approved in accordance with § 1(1)(b) of this resolution, by a share swap carried out according to the following share swap ratio laid down in the Merger Plan: per 1 (one) PGNiG share, every PGNiG shareholder will be allotted 0.0925 (zero point zero nine two five) share of the Company.
4. The Company will allocate the New Shares to PGNiG shareholders in compliance with Article 494(4) CCC, on terms and conditions laid down in the Merger Plan. The New Shares will be allotted by the agency of Krajowy Depozyt Papierów Wartościowych S.A. ("**KDPW**"), applying the Share Swap Ratio, proportionally to the number of shares held by the shareholders in PGNiG on the reference day established in compliance with the relevant provisions of the Detailed Rules of KDPW ("**Reference Day**"), to:
 - the entities who, as of the Reference Day, will hold PGNiG shares as recorded in their securities accounts, and
 - the entities reported to the entity keeping the omnibus account by the account holder as the beneficial owners of PGNiG shares recorded in such omnibus accounts as of the Reference Day.

5. The Management Board of the Company will determine the Reference Day in compliance with the Merger Plan and will inform KDPW of the Reference Day thus selected. If the Management Board of the Company fails to designate the Reference Day or designates such a day in a manner non-compliant with the Detailed Rules of KDPW, the Reference Day is the nearest business day that meets the conditions laid down in the Detailed Rules of KDPW.
6. The New Shares will entitle their holders to participate in Company's profit distribution starting from the first day of the financial year in which the New Shares were registered on the securities accounts of PGNiG shareholders, i.e. from 01 January 2022. The foregoing means that the New Shares entitle their holders to participate in the dividend determined in compliance with Article 348 CCC on the basis of Company's financial statements for the financial year started on 01 January 2022 and ending on 31 December 2022.

§ 3.

The Extraordinary General Meeting of the Company consents to have the Merger Shares admitted and introduced to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. ("**WSE**"). In connection with the foregoing, the Extraordinary General Meeting of the Company authorises the Management Board of the Company to perform any and all necessary actual and legal activities aimed at having the Merger Shares admitted and introduced to trading on a regulated market operated by the WSE, including any activities required by special laws applicable to or related to them.

§ 4.

In connection with the Merger approved pursuant to §1 hereof, the Company's Articles of Association are amended in the following way:

- 1) *§ 2 is hereby amended:*
 - a) *by adding § 2(2)(90)-(151) reading as follows:*

- 90) test drilling and boring,
- 91) service activities incidental to other extraction and quarrying,
- 92) extraction of chemical and fertiliser minerals,
- 93) other extraction and quarrying n.e.c.,
- 94) wholesale of chemical products,
- 95) wholesale of other intermediate products,

- 96) construction of plumbing, heating, gas and air conditioning installations,
- 97) repair of motor vehicles other than motorcycles,
- 98) storage and warehousing of gas fuels,
- 99) manufacture of industrial gases,
- 100) wholesale of waste and scrap,
- 101) other research and experimental development on natural sciences and engineering,
- 102) engineering activities and related technical consultancy,
- 103) installation of industrial machinery and equipment,
- 104) financial leasing,
- 105) other financial service activities, except insurance and pension funding n.e.c. including debt trading for own account,
- 106) other credit granting,
- 107) dealing in financial markets on behalf of others (e.g. stock broking) and related activities,
- 108) securities brokerage,
- 109) commodity contracts brokerage,
- 110) administration of financial markets,
- 111) activities of agents involved in the sale of a variety of goods,
- 112) wholesale of hardware, plumbing and heating equipment and supplies,
- 113) computer facilities management activities,
- 114) other information technology and computer service activities,
- 115) reproduction of recorded media,
- 116) repair and maintenance of electronic and optical equipment,
- 117) repair and maintenance of electrical equipment,
- 118) wholesale of electronic and telecommunications equipment and parts,
- 119) wholesale of other office machinery and equipment,
- 120) wholesale of other machinery and equipment,
- 121) publishing of directories and mailing lists,
- 122) other software publishing,
- 123) other information service activities n.e.c.,
- 124) activities of insurance agents and brokers,
- 125) leasing of intellectual property and similar products, except copyrighted works,
- 126) repair and maintenance of (tele)communications equipment,
- 127) repair and maintenance of consumer electronics,
- 128) other service activities n.e.c.,
- 129) call centre activities,
- 130) other publishing activities,
- 131) service activities related to printing,
- 132) other printing,
- 133) photocopying, document preparation and other specialised office support activities,
- 134) other business support service activities n.e.c.,
- 135) water collection, treatment and supply,
- 136) library activities,
- 137) archive activities,
- 138) museums activities,
- 139) buying and selling of own real estate,
- 140) management of real estate on a fee or contract basis,

- 141) rental and operating of own or leased real estate,
- 142) renting and leasing of cars and light motor vehicles,
- 143) renting and leasing of other motor vehicles excluding motorcycles,
- 144) tour operator activities,
- 145) holiday and other short-stay accommodation,
- 146) camping grounds, recreational vehicle parks and trailer parks,
- 147) other accommodation,
- 148) retail sale in non-specialised stores with food, beverages or tobacco predominating,
- 149) organisation of conventions and trade shows,
- 150) other amusement and recreation activities,
- 151) other passenger land transport services, n.e.c.

b) by adding § 2(5) and § 2(6) reading as follows:

“5

With respect to the activity referred to in § 2(1), the Company carries out tasks aimed at ensuring the energy security of the Republic of Poland.

6

1. The following is subject to written approval of the Minister competent for the matters of energy, issued upon obtaining an opinion of the entity authorised to exercise the rights attached to shares held by the State Treasury:
 - a) amendments to material provisions of existing commercial contracts on natural gas imports to Poland, or execution of such commercial contracts on natural gas imports to Poland,
 - b) implementation of strategic investment projects or Company's involvement in investment projects which may result in a lasting or temporary deterioration of the economic efficiency of the Company's operations but are required to ensure the energy security of Poland, as regards the performance of tasks aimed at ensuring such security with respect to:
 - 1) continuity of gas supplies to consumers and maintaining the necessary reserves of gas;
 - 2) ensuring safe operation of gas networks;
 - 3) ensuring gas fuels balance, managing the operations and capacity of power equipment connected to the common gas distribution network;
 - 4) natural gas production.”
2. Any requests in matters referred to in item (1) must be accompanied by Management Board's rationale and a written opinion of the Supervisory Board.”

2) § 3(1) is hereby given the following wording:

The share capital amounts to PLN 1,451,177.561.25 (one billion four hundred and fifty one million one hundred and seventy seven thousand five hundred and sixty one point twenty five zlotys) and is divided into 1,160,942,049 (one billion one hundred and sixty million nine hundred and forty two thousand forty nine) shares with the nominal value of PLN 1.25 (one point twenty five zlotys) each, of which:

a) 336,000,000 (three hundred and thirty six million) A bearer shares numbered from A-000000001 to A-336000000,

b) 6,971,496 (six million nine hundred and seventy one thousand four hundred and ninety six) B bearer shares numbered from B-0000001 to B6971496,

c) 77,205,641 (seventy seven million two hundred and five thousand six hundred and forty one) C bearer shares numbered from C-00000001 to C-77205641,

d) 7,531,924 (seven million five hundred and thirty one thousand nine hundred and twenty four) D bearer shares numbered from D-0000001 to D-7531924,

e) 198,738,864 (one hundred and ninety eight million seven hundred and thirty eight thousand eight hundred and sixty four) E bearer shares numbered from E-000000001 to E-198738864,

f) 534,494,124 (five hundred and thirty four million four hundred and ninety four thousand one hundred and twenty four) F bearer shares numbered from F-000000001 to F-534494124,"

3) *§ 7 is hereby amended as it follows:*

a) *§7(4)(1) is hereby given the following wording:*

"1. The Extraordinary General Meeting is convened by the Management Board at its own initiative, at Supervisory Board's request or at request of a shareholder or shareholders representing jointly at least one twentieth of the share capital of the Company and at request of the shareholder – State Treasury, irrespectively of its share in the share capital, within two weeks from the date of request. A request to convene a meeting must specify the proposed agenda or contain a draft resolution concerning the proposed agenda."

b) *§ 7(4)(3) is hereby given the following wording:*

"3. A shareholder or shareholders representing jointly at least one twentieth of the share capital may request adding specific matters to the agenda of the nearest General Meeting in line with generally applicable laws. The same right is also vested in the shareholder – State Treasury, irrespectively of its share in the share capital."

c) *The full stop in § 7(7)14) is replaced with a comma and § 7(15) is added reading:*

"15. adopting a resolution approving the subscription for, the acquisition or disposal of shares in entities from Company's Group which, pursuant to general laws, perform the function of a natural gas distribution system operator or the natural gas storage system operator, specifying the terms and conditions as well as the procedure applicable to the disposal,";

a) *§7 (9) is hereby given the following wording:*

“9.

1. General Meeting’s resolutions regarding the preference of shares or the merger of the Company by way of transfer of all its assets and liabilities to another Company, the dissolution of the Company (including as a result of a transfer of its registered office or main plant abroad), its winding-up and conversion and the decrease of its share capital by way of redemption of a portion of shares without simultaneous share capital increase,

2. Should the share of the State Treasury on the share capital of the Company fall below 49%, the resolutions of the General Meeting concerning:

- 1) dissolution of the Company,
- 2) transferring the registered office of the Company abroad;
- 3) changing the Company’s activity in a way that would restrict the Company’s capacity to run its operations with respect to the prospecting, exploration of and trade in crude oil and natural gas,
- 4) alienation or lease of the Company’s enterprise or its organised part whose activity comprises the prospecting, exploration of and trade in crude oil and natural gas or the establishment of a limited right in rem on the Company’s enterprise or its organised part,
- 5) merger of the Company involving the transfer of all of its assets and liabilities to another company;
- 6) demerger of the Company;
- 7) share preference;
- 8) the establishment of a European company (societas europaea) or any conversion into or the joining of such company,
- 9) amendments to this item 2,

require a majority of 80% votes cast in the presence of shareholders representing at least a half of the share capital of the Company.”

4) *§ 8 is hereby amended as it follows:*

a) The full stop in § 8(11)(19) is replaced with a comma and § 8(11)(20 and (21) are added reading as follows:

“20. issuing opinions on the Company’s Management Board’s recommendations on the appointment of the Company’s representatives to the Management Board or the Supervisory Board or the dismissal of members of the Management Board or the Supervisory Board of the following company: System Gazociągów Tranzytowych EuRoPol Gaz S.A. and their submission for the approval of the shareholder – State Treasury,

21. issuing opinions on the manner of exercising voting rights by the Company at the General Meeting of the following company: System Gazociągów Tranzytowych EuRoPol Gaz S.A. “;

b) § 8(12)(8) is hereby given the following wording:

“8. exercise by the Company of its voting rights at the general meetings and shareholders meetings:

- 1) subject to items 2)-4) below, of its Subsidiaries and other companies, if the value of shares held by the Company in such companies, determined at purchase or subscription price, exceeds one fifth of the Company's share capital, in matters regarding:
 - a) any merger with another company and any corporate conversion,
 - b) alienation or lease of the company's enterprise and the establishment of a usufruct right on that enterprise,
 - c) amendments to the articles of association,
 - d) conclusion of a corporate group agreement (*umowa koncernowa*) within the meaning of Article 7 of the Code of Commercial Companies,
 - e) dissolution of the Company;

- 2) of companies owning natural gas transfer network, natural gas distribution network, inter-system or direct gas pipeline, natural gas storage installation, with regard to:
 - a) amendments to the articles of association
 - b) increase or decrease of the share capital,
 - c) merger, conversion or demerger of the company,
 - d) alienation of shares in the company,
 - e) alienation or lease of the company's enterprise or its organised part and establishment of a limited right in rem on such enterprise or an organised part thereof,
 - f) dissolution and winding-up of the company,
 - g) pledging or establishing an encumbrance of other type on any shares in the company,
 - h) obligation to make additional contributions towards capital,
 - i) share issue,
 - j) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a transfer network, distribution network, inter-system gas pipeline or a direct gas pipeline within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
 - k) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a storage installation within the meaning of the Energy Law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,

- l) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a generation or co-generation unit within the meaning of the Energy Law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- m) the establishment of an obligation relationship with a foreign person regarding or related to the exploration, prospecting or extraction of hydrocarbons, within the meaning of the geology and mining law, with the value in excess of the equivalent of EUR 5,000,000 in Polish zloty,
- - with reservation that items j-m above do not apply to any loan agreements, services related to the maintenance of proper condition, including any repairs, as well as geophysical works, drilling, servicing or any services or deliveries related to the performance of the abovementioned agreements or activities, while item m) additionally is not inclusive of any operations of a foreign Subsidiary related to the agreements made in the course of ordinary business operations concerning the functioning of the organisational structure of the company, including any employment contracts, or the use of company's assets with the value of obligations up to EUR 5,000,000, as well as any costs of the ongoing management of the company;

3) of companies acting as natural gas distribution system operators, in matters concerning:

- a) the approval of the annual financial plans of such companies,
- b) the approval of the long-term strategic operating plans of such companies
- c) amendments to the articles of association
- d) increase or decrease of the share capital,
- e) merger, conversion or demerger of the company,
- f) alienation of shares in the company,
- g) alienation or lease of the company's enterprise or its organised part and establishment of a limited right in rem on such enterprise or an organised part thereof,
- h) dissolution and winding-up of the company,
- i) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a transfer network, distribution network, inter-system gas pipeline or a direct gas pipeline within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty, except for loan agreements, services related to the maintenance of proper condition, including any repairs, as well as servicing or any services or deliveries related to the performance of the abovementioned agreements or activities.

- 4) of companies acting as natural gas storage system operators, in matters concerning:
- a) amendments to the articles of association
 - b) increase or decrease of the share capital,
 - c) merger, conversion or demerger of the company,
 - d) alienation of shares in the company,
 - e) alienation or lease of the company's enterprise or its organised part and establishment of a limited right in rem on such enterprise or an organised part thereof,
 - f) dissolution and winding-up of the company,
 - g) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a storage unit within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty, except for loan agreements, services related to the maintenance of proper condition, including any repairs, as well as servicing or any services or deliveries related to the performance of the abovementioned agreements or activities.

The equivalent of the EUR amount in PLN is determined according to the mean exchange rate of EUR to PLN announced by the National Bank of Poland on the date preceding the request for Supervisory Board's approval on day or on day where the Management Board determines that the activity does not require approval on the basis of its value;

5) *§ 9 is hereby amended as it follows:*

a) § 9 (7)(4) is added reading as follows:

"4. Matters referred to in §2(6)."

b) § 9 (11)-(12) are added reading as follows:

"12.

1. At every request of the State Treasury as the shareholder vested with such right, the Management Board of the Company must prepare and submit to the State Treasury, on terms and conditions laid down in item 3 below, detailed information on the tasks performed to ensure the energy security of the state.

2. On terms and conditions laid down in item 3 below, within two months from the date of completion of the annual General Meeting approving the report on Company's operations at the latest, the Management Board of the Company must prepare and submit to the State Treasury as the shareholder vested with such right, information on:

- 1) strategic investments or the involvement in investments necessary to ensure the energy security of Poland;

- 2) the establishment of an obligation relationship with a foreign person by an operator or the owner of a distribution system or an inter-system gas pipeline, concerning or related to the preparation, analysis, construction, extension or disposal of transfer network, distribution network, inter-system gas pipeline or a direct gas pipeline within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 3) the establishment of an obligation relationship with a foreign person by the operator or the owner of a storage installation, concerning or related to the preparation, analysis, construction, extension or disposal of a storage installation within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 4) the establishment of an obligation relationship with a foreign person by the operator or the owner of a generation or a co-generation unit, concerning or related to the preparation, analysis, construction, extension or disposal of a generation or co-generation unit within the meaning of the Energy Law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 5) the establishment of an obligation relationship with a foreign person regarding or related to the exploration, prospecting or extraction of hydrocarbons, within the meaning of the geology and mining law, with the value in excess of the equivalent of EUR 5,000,000 in Polish zloty,

- with reservation that items 1)-5) above do not apply to any information on loan agreements, services related to the maintenance of proper condition, including any repairs, as well as geophysical works, drilling, servicing or any services or deliveries related to the performance of the abovementioned agreements or activities, while item 5) additionally is not inclusive of any information concerning the operations of a foreign subsidiary related to the agreements made in the course of ordinary business operations concerning the functioning of the organisational structure of the company, including any employment contracts, or the use of company's assets with the value of obligations up to EUR 5,000,000, as well as any costs of running the ongoing business of the company.

The equivalent of the amount in EUR in PLN is determined on the basis of the mean EUR to PLN exchange rate announced by the National Bank of Poland on the date when the obligation to provide information arose.”;

2. The Management Board must submit the annual information referred to in item 1 above to the entity competent to exercise the rights attached to State Treasury's shares according to effective laws and the minister competent for energy matters according to the laws governing the sections of government administration and the competencies of the government administration central authorities.

1. The Management Board must provide the State Treasury, as the shareholder vested with special right in this respect, within 21 days from the closure of the General Meeting or the Shareholders' Meeting of affiliates or subsidiaries regarding:

- 1) a strategic investment or the involvement in investments necessary to ensure the energy security of Poland;
- 2) the establishment of an obligation relationship with a foreign person by an operator or the owner of a distribution system or an inter-system gas pipeline, concerning or related to the preparation, analysis, construction, extension or disposal of transfer network, distribution network, inter-system gas pipeline or a direct gas pipeline within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 3) the establishment of an obligation relationship with a foreign person by the operator or the owner of a storage installation, concerning or related to the preparation, analysis, construction, extension or disposal of a storage installation within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new installations – the estimated value, inclusive of any designed infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 4) the establishment of an obligation relationship with a foreign person by the operator or the owner of a generation or a co-generation unit, concerning or related to the design, analysis, construction, extension or disposal of a generation or co-generation unit within the meaning of the Energy Law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 5) the establishment of an obligation relationship with a foreign person regarding or related to the exploration, prospecting or extraction of hydrocarbons, within the meaning of the geology and mining law, with the value in excess of the equivalent of EUR 5,000,000 in Polish zloty,
- 6) the approval of the annual financial plans,

detailed information on decisions made by the General Meeting or the Shareholders Meeting on matters referred to in items 1) – 6) inclusive of the assessment of its effects for the energy security referred to in § 2(5), with reservation that the foregoing does not apply to any information on loan agreements, services related to the maintenance of proper condition, including any repairs, as well as geophysical works, drilling, servicing or any services or deliveries related to the performance of the abovementioned agreements or activities, while item 1) additionally is not inclusive of any information concerning the operations of a foreign Subsidiary of the Company or the company referred to above, related to the agreements made in the course of ordinary business operations concerning the functioning of the organisational structure of the company, including any employment contracts, or the use of company's assets with the value of obligations up to EUR 5,000,000, as well as any costs of running the ongoing business of the company.

The equivalent of the amount in EUR in PLN is determined on the basis of the mean EUR to PLN exchange rate announced by the National Bank of Poland on the date when the obligation to provide information arose.

2. Following the end of each quarterly period, by the end of the month in which the relevant periodic report was published at the Warsaw Stock Exchange, the Management Board will prepare and submit or will cause an economic-financial analysis of the Company and the Company's Affiliates performing the function of a distribution system operator or a storage system operator to be prepared and submitted to the Entitled Entity and the minister competent for the matters of energy.

3. The Management Board must submit the information referred to in items (1) and (2) above to the entity competent to exercise rights attached to State Treasury's shares according to effective laws and the minister competent for energy matters according to provisions governing the sections or government administration and the competencies of the government administration central authorities.

14

If the right vested in State Treasury as the shareholder of the Company referred to in items 12 and 13 above expires as a result of the alienation by the State Treasury of all its shares in the Company, the obligation to submit the annual information referred to in these items will become (will be converted into) the right of the State Treasury as a third party, exercised by the submission of such information only to the minister competent for the matters of energy in accordance with the laws governing the government administration sections and the competencies of the government administration central authorities, unless the State Treasury declares otherwise to the Company.

§ 5.

This resolution will come into force on condition that the control authority raises no objections with regard to the secondary acquisition of a dominant position referred to in Article 3(2)(2) of the Act of 24 July 2015 on the control of certain investments (consolidated text: OJ 2020.2145 as amended) or that the control authority refuses to investigate on the grounds that, pursuant to that act, the activity notified in the notification on the secondary acquisition of a dominant position is not governed by that act.

**DRAFT RESOLUTION OF THE GENERAL MEETING OF POLSKIE GÓRNICTWO NAFTOWE I
GAZOWNICTWO SPÓŁKA AKCYJNA**

The Management Boards of the Merging Companies have appended to the Merger Plan the the following draft resolution of the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna (PGNiG) on the merger with Polski Koncern Naftowy ORLEN Spółka Akcyjna.

RESOLUTION NO [●]

of the Extraordinary General Meeting

of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

registered office in Warszawa ("Company")

of [●]

on: the merger between the Company and Polski Koncern Naftowy ORLEN Spółka Akcyjna, registered office in Płock, National Court Register (KRS) No.: 0000028860 („PKN ORLEN”) and approval of the proposed amendments to PKN ORLEN Articles of Association

Acting pursuant to Article 492(1)(1) and Article 506 of the Code of Commercial Companies (“CCC”) and §56(5)(4) and §56(5)(5) of the Company’s Articles of Association, having analysed the plan of merger between the Company and PKN ORLEN (the “Merger Plan”), schedules to the Merger Plan, Company’s management board report on the grounds for merger between the Company and PKN ORLEN and auditor’s opinion issued pursuant to Article 503(1) CCC, it is hereby resolved as it follows:

§ 1.

1. The Extraordinary General Meeting of the Company hereby approves:
 - a) the merger of the Company with PKN ORLEN by way of transferring all assets and liabilities of the Company to PKN ORLEN in exchange for the shares to be issued by PKN ORLEN to the shareholders of the Company in compliance with the Merger Plan;
 - b) the Merger Plan, appended as Schedule 1 hereto;
 - c) amendments to the Articles of Association of Polski Koncern Naftowy ORLEN Spółka Akcyjna laid down in Schedule 3 to the Merger Plan.

§ 2.

This decision will come into force on condition that the control authority raises no objections with regard to the secondary acquisition of a dominant position referred to in Article 3(2)(2) of the Act of 24 July 2015 on the control of certain investments (consolidated text: OJ 2020.2145 as amended) or that the control authority refuses to investigate on the grounds that, pursuant to that act, the activity notified in the notification on the secondary acquisition of a dominant position is not governed by that act.

TO THE MERGER PLAN

DRAFT AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF POLSKI KONCERN NAFTOWY ORLEN

SPÓŁKA AKCYJNA

The Management Boards of the Merging Companies propose the following amendments to the Articles of Association of Polski Koncern Naftowy ORLEN Spółka Akcyjna to be adopted in connection with the Merger between PKN ORLEN and PGNiG:

1) *It is proposed to amend § 2 of PKN ORLEN Articles of Association*

a) by adding § 2(2)(90)-(151) reading as follows:

- 90) test drilling and boring,
- 91) service activities incidental to other extraction and quarrying,
- 92) extraction of chemical and fertiliser minerals,
- 93) other extraction and quarrying n.e.c.,
- 94) wholesale of chemical products,
- 95) wholesale of other intermediate products,
- 96) construction of plumbing, heating, gas and air conditioning installations,
- 97) repair of motor vehicles other than motorcycles,
- 98) storage and warehousing of gas fuels,
- 99) manufacture of industrial gases,
- 100) wholesale of waste and scrap,
- 101) other research and experimental development on natural sciences and engineering,
- 102) engineering activities and related technical consultancy,
- 103) installation of industrial machinery and equipment,
- 104) financial leasing,
- 105) other financial service activities, except insurance and pension funding n.e.c. including debt trading for own account,
- 106) other credit granting,
- 107) dealing in financial markets on behalf of others (e.g. stock broking) and related activities,
- 108) securities brokerage,
- 109) commodity contracts brokerage,
- 110) administration of financial markets,
- 111) activities of agents involved in the sale of a variety of goods,
- 112) wholesale of hardware, plumbing and heating equipment and supplies,
- 113) computer facilities management activities,
- 114) other information technology and computer service activities,
- 115) reproduction of recorded media,
- 116) repair and maintenance of electronic and optical equipment,
- 117) repair and maintenance of electrical equipment,
- 118) wholesale of electronic and telecommunications equipment and parts,
- 119) wholesale of other office machinery and equipment,

- 120) wholesale of other machinery and equipment,
- 121) publishing of directories and mailing lists,
- 122) other software publishing,
- 123) other information service activities n.e.c.,
- 124) activities of insurance agents and brokers,
- 125) leasing of intellectual property and similar products, except copyrighted works,
- 126) repair and maintenance of (tele)communications equipment,
- 127) repair and maintenance of consumer electronics,
- 128) other service activities n.e.c.,
- 129) call centre activities,
- 130) other publishing activities,
- 131) service activities related to printing,
- 132) other printing,
- 133) photocopying, document preparation and other specialised office support activities,
- 134) other business support service activities n.e.c.,
- 135) water collection, treatment and supply,
- 136) library activities,
- 137) archive activities,
- 138) museums activities,
- 139) Buying and selling of own real estate,
- 140) Management of real estate on a fee or contract basis,
- 141) Rental and operating of own or leased real estate,
- 142) Renting and leasing of cars and light motor vehicles,
- 143) renting and leasing of other motor vehicles excluding motorcycles,
- 144) tour operator activities,
- 145) holiday and other short-stay accommodation,
- 146) camping grounds, recreational vehicle parks and trailer parks,
- 147) other accommodation,
- 148) retail sale in non-specialised stores with food, beverages or tobacco predominating,
- 149) organisation of conventions and trade shows,
- 150) other amusement and recreation activities,
- 151) other passenger land transport services, n.e.c.

b) by adding § 2(5) and § 2(6) reading as follows:

“5

With respect to the activity referred to in § 2(1), the Company carries out tasks aimed at ensuring the energy security of the Republic of Poland.

6

1. The following is subject to written approval of the Minister competent for the matters of energy, issued upon obtaining an opinion of the entity authorised to exercise the rights attached to shares held by the State Treasury:

- a) amendments to material provisions of existing commercial contracts on natural gas imports to Poland, or execution of such commercial contracts on natural gas imports to Poland,

- b) implementation of strategic investment projects or Company's involvement in investment projects which may result in a lasting or temporary deterioration of the economic efficiency of the Company's operations but are required to ensure the energy security of Poland, as regards the performance of tasks aimed at ensuring such security with respect to:
 - 1) continuity of gas supplies to consumers and maintaining the necessary reserves of gas;
 - 2) ensuring safe operation of gas networks;
 - 3) ensuring gas fuels balance, managing the operations and capacity of power equipment connected to the common gas distribution network;
 - 4) natural gas production.”

2. Any requests in matters referred to in item (1) must be accompanied by Management Board's rationale and a written opinion of the Supervisory Board.”

2) *It is proposed to amend § 3(1) of PKN ORLEN Articles of Association changing its wording to:*

“1

The share capital amounts to PLN 1,451,177.561.25 (one billion four hundred and fifty one million one hundred and seventy seven thousand five hundred and sixty one point twenty five zlotys) and is divided into 1,160,942,049 (one billion one hundred and sixty million nine hundred and forty two thousand forty nine) shares with the nominal value of PLN 1.25 (one point twenty five zlotys) each, of which:

- a) 336,000,000 (three hundred and thirty six million) A bearer shares numbered from A-000000001 to A-336000000,
- b) 6,971,496 (six million nine hundred and seventy one thousand four hundred and ninety six) B bearer shares numbered from B-0000001 to B6971496,
- c) 77,205,641 (seventy seven million two hundred and five thousand six hundred and forty one) C bearer shares numbered from C-00000001 do C-77205641,
- d) 7.531.924 (seven million five hundred and thirty one thousand nine hundred and twenty four) D bearer shares numbered from D-0000001 to D-7531924,
- e) 198.738.864 (one hundred and ninety eight million seven hundred and thirty eight thousand eight hundred and sixty four) E bearer shares numbered from E-000000001 to E-198738864,
- f) 534,494,124 (five hundred and thirty four million four hundred and ninety four thousand one hundred and twenty four) F bearer shares numbered from F-000000001 to F-534494124,”

3) It is proposed to amend § 7 of PKN ORLEN Articles of Association

a) *by changing the wording of § 7(4)(1) to:*

“1. The Extraordinary General Meeting is convened by the Management Board at its own initiative, at Supervisory Board’s request or at request of a shareholder or shareholders representing jointly at least one twentieth of the share capital of the Company and at request of the shareholder – State Treasury, irrespectively of its share in the share capital, within two weeks from the date of request. A request to convene a meeting must specify the proposed agenda or contain a draft resolution concerning the proposed agenda.”

b) by changing the wording of § 7(4)(3) to:

“3. A shareholder or shareholders representing jointly at least one twentieth of the share capital may request adding specific matters to the agenda of the nearest General Meeting in line with generally applicable laws. The same right is also vested in the shareholder – State Treasury, irrespectively of its share in the share capital.”

c) by replacing the full stop in § 7(14) with a comma and adding § 7(15) reading as follows:

“15. adopting a resolution approving the subscription for, the acquisition or disposal of shares in entities from Company’s Group which, pursuant to general laws, perform the function of a natural gas distribution system operator or the natural gas storage system operator, specifying the terms and conditons as well as the procedure applicable to the disposal,”;

d) by changing the wording of § 7(9) to:

“9.

1. General Meeting’s resolutions regarding the preference of shares or the merger of the Company by way of transfer of all its assets and liabilities to another Company, the dissolution of the Company (including as a result of a transfer of its registered office or main plant abroad), its winding-up and conversion and the decrease of its share capital by way of redemption of a portion of shares without simultaneous share capital increase,

2. Should the share of the State Treasury on the share capital of the Company fall below 49%, the resolutions of the General Meeting concerning:

- 1) dissolution of the Company,
- 2) transferring the registered office of the Company abroad;
- 3) changing the Company’s activity in a way that would restrict the Company’s capacity to run its operations with respect to the prospecting, exploration of and trade in crude oil and natural gas,
- 4) alienation or lease of the Company’s enterprise or its organised part whose activity comprises the prospecting, exploration of and trade in crude oil and natural gas or the establishment of a limited right in rem on the Company’s enterprise or its organised part,
- 5) merger of the Company involving the transfer of all of its assets and liabilities to another company;
- 6) demerger of the Company;

- 7) share preference;
- 8) the establishment of a European company (*societas europaea*) or any conversion into or the joining of such company,
- 9) amendments to this item 2,

require a majority of 80% votes cast in the presence of shareholders representing at least a half of the share capital of the Company.”

4) It is proposed to amend § 8 of PKN ORLEN Articles of Association

- a) *by replacing the full stop in § 8(11)(19) with a comma and adding § 8(20) and § 8(21) reading as follows:*

“20. issuing opinions on the Company’s Management Board’s recommendations on the appointment of the Company’s representatives to the Management Board or the Supervisory Board or the dismissal of members of the Management Board or the Supervisory Board of the following company: System Gazociągów Tranzytowych EuRoPol Gaz S.A. and their submission for the approval of the shareholder – State Treasury,

21. issuing opinions on the manner of exercising voting rights by the Company at the General Meeting of the following company: System Gazociągów Tranzytowych EuRoPol Gaz S.A. “;

- b) *by changing the wording of § 8(12)(8) to:*

“8. exercise by the Company of its voting rights at the general meetings and shareholders meetings:

- 1) subject to items 2)-4) below, of its Subsidiaries and other companies, if the value of shares held by the Company in such companies, determined at purchase or subscription price, exceeds one fifth of the Company’s share capital, in matters regarding:
 - a) any merger with another company and any corporate conversion,
 - b) alienation or lease of the company’s enterprise and the establishment of a usufruct right on that enterprise,
 - c) amendments to the articles of association,
 - d) conclusion of a corporate group agreement (*umowa koncernowa*) within the meaning of Article 7 of the Code of Commercial Companies,
 - e) dissolution of the Company;
- 2) of companies owning natural gas transfer network, natural gas distribution network, inter-system or direct gas pipeline, natural gas storage installation, with regard to:
 - a) amendments to the articles of association
 - b) increase or decrease of the share capital,
 - c) merger, conversion or demerger of the company,

- d) alienation of shares in the company,
- e) alienation or lease of the company's enterprise or its organised part and establishment of a limited right in rem on such enterprise or an organised part thereof,
- f) dissolution and winding-up of the company,
- g) pledging or establishing an encumbrance of other type on any shares in the company,
- h) obligation to make additional contributions towards capital,
- i) share issue,
- j) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a transfer network, distribution network, inter-system gas pipeline or a direct gas pipeline within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- k) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a storage installation within the meaning of the Energy Law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- l) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a generation or co-generation unit within the meaning of the Energy Law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- m) the establishment of an obligation relationship with a foreign person regarding or related to the exploration, prospecting or extraction of hydrocarbons, within the meaning of the geology and mining law, with the value in excess of the equivalent of EUR 5,000,000 in Polish zloty,
- - with reservation that items j-m above do not apply to any loan agreements, services related to the maintenance of proper condition, including any repairs, as well as geophysical works, drilling, servicing or any services or deliveries related to the performance of the abovementioned agreements or activities, while item m) additionally is not inclusive of any operations of a foreign Subsidiary related to the agreements made in the course of ordinary business operations concerning the functioning of the organisational structure of the company, including any employment contracts, or the use of company's assets with the value of obligations up to EUR 5,000,000, as well as any costs of the ongoing management of the company;

3) of companies acting as natural gas distribution system operators, in matters concerning:

- a) the approval of the annual financial plans of such companies,
- b) the approval of the long-term strategic operating plans of such companies
- c) amendments to the articles of association
- d) increase or decrease of the share capital,
- e) merger, conversion or demerger of the company,
- f) alienation of shares in the company,
- g) alienation or lease of the company's enterprise or its organised part and establishment of a limited right in rem on such enterprise or an organised part thereof,
- h) dissolution and winding-up of the company,
- i) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a transfer network, distribution network, inter-system gas pipeline or a direct gas pipeline within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty, except for loan agreements, services related to the maintenance of proper condition, including any repairs, as well as servicing or any services or deliveries related to the performance of the abovementioned agreements or activities.

4) of companies acting as natural gas storage system operators, in matters concerning:

- a) amendments to the articles of association
- b) increase or decrease of the share capital,
- c) merger, conversion or demerger of the company,
- d) alienation of shares in the company,
- e) alienation or lease of the company's enterprise or its organised part and establishment of a limited right in rem on such enterprise or an organised part thereof,
- f) dissolution and winding-up of the company,
- g) the establishment of an obligation relationship with a foreign person concerning or related to the preparation, analysis, construction, extension or disposal of a storage unit within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty, except for loan agreements, services related to the maintenance of proper condition, including any repairs, as well as servicing or any services or deliveries related to the performance of the abovementioned agreements or activities.

The equivalent of the EUR amount in PLN is determined according to the mean exchange rate of EUR to PLN announced by the National Bank of Poland on the date preceding the request for Supervisory Board's approval on day or on day where the Management Board determines that the activity does not require approval on the basis of its value;

5) *it is proposed to amend §9(7) of the Articles of Association of PKN ORLEN*

a) *by adding §9(7)(4) reading as follows:*

"4. Matters referred to in §2(6)."

b) *it is proposed to add §9(12)-(14) reading as follows:*

"12.

1. At every request of the State Treasury as the shareholder vested with such right, the Management Board of the Company must prepare and submit to the State Treasury, on terms and conditions laid down in item 3 below, detailed information on the tasks performed to ensure the energy security of the state.

2. On terms and conditions laid down in item 3 below, within two months from the date of completion of the annual General Meeting approving the report on Company's operations at the latest, the Management Board of the Company must prepare and submit to the State Treasury as the shareholder vested with such right, information on:

- 1) strategic investments or the involvement in investments necessary to ensure the energy security of Poland;
- 2) the establishment of an obligation relationship with a foreign person by an operator or the owner of a distribution system or an inter-system gas pipeline, concerning or related to the preparation, analysis, construction, extension or disposal of transfer network, distribution network, inter-system gas pipeline or a direct gas pipeline within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 3) the establishment of an obligation relationship with a foreign person by the operator or the owner of a storage installation, concerning or related to the preparation, analysis, construction, extension or disposal of a storage installation within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 4) the establishment of an obligation relationship with a foreign person by the operator or the owner of a generation or a co-generation unit, concerning or related to the preparation, analysis, construction, extension or disposal of a generation or co-generation unit within the meaning of the Energy Law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 5) the establishment of an obligation relationship with a foreign person regarding or related to the exploration, prospecting or extraction of hydrocarbons, within the meaning of the

geology and mining law, with the value in excess of the equivalent of EUR 5,000,000 in Polish zloty,

-- with reservation that items 1)-5) above do not apply to any information on loan agreements, services related to the maintenance of proper condition, including any repairs, as well as geophysical works, drilling, servicing or any services or deliveries related to the performance of the abovementioned agreements or activities, while item 5) additionally is not inclusive of any information concerning the operations of a foreign subsidiary related to the agreements made in the course of ordinary business operations concerning the functioning of the organisational structure of the company, including any employment contracts, or the use of company's assets with the value of obligations up to EUR 5,000,000, as well as any costs of running the ongoing business of the company.

The equivalent of the amount in EUR in PLN is determined on the basis of the mean EUR to PLN exchange rate announced by the National Bank of Poland on the date when the obligation to provide information arose.

2. The Management Board must submit the annual information referred to in item 1 above to the entity competent to exercise the rights attached to State Treasury's shares according to effective laws and the minister competent for energy matters according to the laws governing the sections of government administration and the competencies of the government administration central authorities.

13

1. The Management Board must provide the State Treasury as the shareholder vested with special right in this respect, within 21 days from the closure of the General Meeting or the Shareholders' Meeting of affiliates or subsidiaries regarding:

- 1) a strategic investment or the involvement in investments necessary to ensure the energy security of Poland;
- 2) the establishment of an obligation relationship with a foreign person by an operator or the owner of a distribution system or an inter-system gas pipeline, concerning or related to the preparation, analysis, construction, extension or disposal of transfer network, distribution network, inter-system gas pipeline or a direct gas pipeline within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 3) the establishment of an obligation relationship with a foreign person by the operator or the owner of a storage installation, concerning or related to the preparation, analysis, construction, extension or disposal of a storage installation within the meaning of the energy law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new installations – the estimated value, inclusive of any designed infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 4) the establishment of an obligation relationship with a foreign person by the operator or the owner of a generation or a co-generation unit, concerning or related to the design, analysis, construction, extension or disposal of a generation or co-generation unit within the meaning of the Energy Law, provided that the obligation relationship pertains to a piece of infrastructure with the current value or, in the case of new (including planned) infrastructure, in excess of the equivalent of EUR 500,000 in Polish zloty,
- 5) the establishment of an obligation relationship with a foreign person regarding or related to the exploration, prospecting or extraction of hydrocarbons, within the meaning of the

- geology and mining law, with the value in excess of the equivalent of EUR 5,000,000 in Polish zloty,
- 6) the approval of the annual financial plans,

detailed information on decisions made by the General Meeting or the Shareholders Meeting on matters referred to in items 1) – 6) inclusive of the assessment of its effects for the energy security referred to in § 2(5), with reservation that the foregoing does not apply to any information on loan agreements, services related to the maintenance of proper condition, including any repairs, as well as geophysical works, drilling, servicing or any services or deliveries related to the performance of the abovementioned agreements or activities, while item 1) additionally is not inclusive of any information concerning the operations of a foreign Subsidiary of the Company or the company referred to above, related to the agreements made in the course of ordinary business operations concerning the functioning of the organisational structure of the company, including any employment contracts, or the use of company's assets with the value of obligations up to EUR 6, as well as any costs of running the ongoing business of the company.

The equivalent of the amount in EUR in PLN is determined on the basis of the mean EUR to PLN exchange rate announced by the National Bank of Poland on the date when the obligation to provide information arose.

2. Following the end of each quarterly period, by the end of the month in which the relevant periodic report was published at the Warsaw Stock Exchange, the Management Board will prepare and submit or will cause an economic-financial analysis of the Company and the Company's Affiliates performing the function of a distribution system operator or a storage system operator to be prepared and submitted to the Entitled Entity and the minister competent for the matters of energy.

3. The Management Board must submit the information referred to in items (1) and (2) above to the entity competent to exercise rights attached to State Treasury's shares according to effective laws and the minister competent for energy matters according to provisions governing the sections or government administration and the competencies of the government administration central authorities.

If the right vested in State Treasury as the shareholder of the Company referred to in items 12 and 13 above expires as a result of the alienation by the State Treasury of all its shares in the Company, the obligation to submit the annual information referred to in these items will become (will be converted into) the right of the State Treasury as a third party, exercised by the submission of such information only to the minister competent for the matters of energy in accordance with the laws governing the government administration sections and the competencies of the government administration central authorities, unless the State Treasury declares otherwise to the Company.

TO THE MERGER PLAN

Valuation of assets and liabilities of Polskie Górnictwo Naftowe i Gazownictwo

Spółka Akcyjna as at 01 June 2022

This document, drafted by PGNiG, is being submitted by the Management Boards of the Merging Companies with the Merger Plan and establishes the value of assets and liabilities of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, registered office in Warsaw, ul. Kasprzeaka 25, 01-224 Warszawa, entered into the business register of the National Court Register under entry no. KRS 0000059492, registry court: District Court for the city of Warsaw in Warsaw, 13th Commercial Division National Court Register, Tax Id. No. 'NIP': 5250008028, Statistical Id. 'REGON': 012216736, share capital of PLN 5,778,314,857, paid-up in full, as at 01 June 2022.

The value of assets and liabilities of PGNiG, determined on the basis of consolidated data, calculated as the value of (consolidated) net assets as at 01 June 2022, is PLN 44,252,605,995.24 (forty four billion two hundred and fifty two million six hundred and five thousand nine hundred and ninety five point twenty four zlotys).

The foregoing amount has been determined on the basis of consolidated statements on the financial situation of the PGNiG Group, which have not been audited by a statutory auditor, comprising the data of PGNiG and its subsidiaries (subject to consolidation) and is not inclusive of any asset impairment or any accounting revaluation of assets or liabilities made on the abovementioned balance sheet date.

Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

Przemysław Waclawski

Vice-President of the Board for Finance

Artur Cieślik

Vice-President of the Board for Strategy and
Regulations

TO THE MERGER PLAN

**Valuation of assets and liabilities of Polski Koncern Naftowy ORLEN Spółka Akcyjna
as at 01 June 2022**

This document, drafted by PKN ORLEN is being submitted by the Management Boards of the Merging Companies with the Merger Plan and establishes the value of assets and liabilities of Polski Koncern Naftowy Spółka Akcyjna, registered office in , ul. Chemików 7, 09-411 Płock, entered into the business register of the National Court Register under entry no. KRS 0000028860, registry court: District Court for Łódź-Śródmieście in Łódź, 20th Commercial Division of the National Court Register, Tax Id. No. 'NIP': 7740001454, Statistical Id. 'REGON': 610188201, share capital of PLN 534,636,326.25, paid-up in full ("PKN ORLEN"), as at 01 June 2022.

The value of assets and liabilities of PKN ORLEN, determined on the basis of consolidated data, calculated as the value of (consolidated) net assets as at 01 June 2022, is PLN 57,311,007,467.29 (fifty seven billion three hundred and eleven million seven thousand four hundred and sixty seven point twenty nine zlotys).

The foregoing amount has been determined on the basis of consolidated statements on the financial situation of the PKN ORLEN Group, which have not been audited by a statutory auditor, comprising the data of PKN ORLEN and its subsidiaries (subject to consolidation) and is not inclusive of any asset impairment or any accounting revaluation of assets of liabilities made on the abovementioned balance sheet date.

POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA

Patrycja Klarecka

Management Board Member

Armen Konrad Artwich

Management Board Member