



Resolution No. 8025/23
of the Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated February 23rd 2023

*to convene an Extraordinary General Meeting of PKN ORLEN S.A. (the “**Company**”)*

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association in conjunction with Sections 5.5.3 and 5.5.4 of the Rules of Procedure for the Company's Management Board, and considering the provisions of Art. 399.1 of the Commercial Companies Code and Art. 7.4.1 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board hereby convenes an Extraordinary General Meeting of the Company for 11 a.m. on **March 22nd 2023**, to be held at Dom Technika, ul. Kazimierza Wielkiego 41, Płock, Poland, with the following agenda:

1. Opening of the Extraordinary General Meeting
2. Appointment of the Chair of the Extraordinary General Meeting
3. Confirmation that the Extraordinary General Meeting has been properly convened and has the capacity to pass resolutions
4. Adoption of the agenda
5. Appointment of the Ballot Committee
6. Consideration and, if thought fit, passage of resolutions to amend the Company's Articles of Association
7. Consideration and, if thought fit, passage of a resolution to restate the Company's Articles of Association
8. Consideration and, if thought fit, passage of a resolution to consent to the merger of the Company with LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością of Gdańsk (entry number in the National Court Register: KRS 0000896706) and to the Merger Plan
9. Closing of the Extraordinary General Meeting

Section 2

The Management Board requests that the Supervisory Board provide its opinion on the Extraordinary General Meeting agenda as presented in Section 1 above.

Section 3

This Resolution shall come into force upon its adoption.

The vote was held using means of remote communication.

All Management Board members were notified of the contents of the resolution.

11 Management Board Members participated in the vote; 11 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

Daniel Obajtek – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Armen Artwich – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Adam Burak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Patrycja Klarecka – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Krzysztof Nowicki – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Robert Perkowski – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Michał Róg – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Piotr Sabat – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Jan Szewczak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Iwona Waksmundzka-Olejniczak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Józef Węgrecki – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

I hereby confirm that the Management Board
of PKN ORLEN S.A. held the above vote:

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Armen Artwich

Member of the Management Board



**Resolution No.8026/23
of the Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated February 23rd 2022**

on draft resolutions of the Extraordinary General Meeting of the Company

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 of the Rules of Procedure for the Management Board in conjunction with Art. 8.11.7 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to approve the draft resolutions of the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. convened for March 22nd 2023.

The draft resolutions of the Extraordinary General Meeting are attached as an appendix to this Resolution.

Section 2

The Management Board requests the Supervisory Board's Corporate Governance Committee to provide an opinion on the proposed amendments to the Company's Articles of Association and the Supervisory Board's Strategy and Development Committee to provide an opinion on the merger of PKN ORLEN S.A. with LOTOS SPV 5 Sp. z o.o., and then requests the Supervisory Board for a positive opinion on the matters covered by the draft resolutions of the Extraordinary General Meeting referred to in Section 1 of this Resolution and requests the Company's Extraordinary General Meeting to adopt the resolutions referred to in Section 1 of this Resolution.

Section 3

This Resolution shall come into force upon its adoption.

The vote was held using means of remote communication.

All Management Board members were notified of the contents of the resolution.

11 Management Board Members participated in the vote; 11 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

Daniel Obajtek – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Armen Artwich – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Adam Burak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Patrycja Klarecka – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Krzysztof Nowicki – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Robert Perkowski – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Michał Róg – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Piotr Sabat – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Jan Szewczak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Iwona Waksmundzka-Olejniczak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Józef Węgrecki – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

I hereby confirm that the Management Board of PKN
ORLEN S.A. held the above vote:

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Armen Artwich
Member of the Management Board