



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 8125/23
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 25th 2023**

on: *The Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2022.*

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. 9.11 and Art. 8.11.15 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

1. The Management Board resolves to authorise the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2022 ("Report on Expenses"), as attached to this Resolution.
2. The Management Board resolves to request that the Supervisory Board approve the Report on Expenses.

Section 2

This Resolution shall be effective as of its date.

9 Management Board Members participated in the vote; 9 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Krzysztof Nowicki
Member of the Management Board

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Robert Perkowski
Member of the Management Board

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Michał Róg
Member of the Management Board

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Piotr Sabat
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Iwona Waksmundzka-Olejniczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 8133/23
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 27th 2023**

to authorise the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2022 Pursuant to Art. 9.7.1 of the Company's Articles of Association and Sections 5.5.3 and 5.5.11 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code, Art. 49 and Art. 55.2a of the Accounting Act, as well as in conjunction with Art. 7.7.1 and Art. 8.11.6 and Art. 8.11.6a of the Company's Articles of Association, it is resolved as follows:

Section 1

The Company's Management Board authorises the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2022, as attached to this Resolution.

Section 2

The Company's Management Board requests that the Company's Supervisory Board assess the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2022, referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and receive the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2022, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall be effective as of its date.

10 Management Board Members participated in the vote; 10 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Krzysztof Nowicki
Member of the Management Board

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Robert Perkowski
Member of the Management Board

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Michał Róg
Member of the Management Board

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Piotr Sabat
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Iwona Waksmundzka-Olejniczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 8134/23
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 27th 2023**

to authorise the consolidated financial statements of the ORLEN Group for the year ended December 31st 2022

Pursuant to Art. 9.7.1 of the Company's Articles of Association and Sections 5.5.3 and 5.5.11 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.5 of the Commercial Companies Code, Art. 55 and Art. 63c.4 of the Accounting Act, as well as in conjunction with Art. 7.7.1 and Art. 8.11.6a of the Company's Articles of Association, it is resolved as follows:

Section 1

The Company's Management Board authorises the audited consolidated financial statements of the ORLEN Group for the year ended December 31st 2022, attached to this Resolution, comprising:

- the consolidated statement of profit or loss (included in the consolidated statement of profit or loss and other comprehensive income) for the period from January 1st 2022 to December 31st 2022, showing a net profit of PLN 33,629,614,156.59 (thirty-three billion, six hundred and twenty-nine million, six hundred and fourteen thousand, one hundred and fifty-six złoty, 59/100);
- the consolidated statement of financial position as at December 31st 2022, showing total assets and total equity and liabilities of PLN 272,327,345,587.15 (two hundred and seventy-two billion, three hundred and twenty-seven million, three hundred and forty-five thousand, five hundred and eighty-seven złoty, 15/100);
- the consolidated statement of changes in equity, showing an increase in equity as at December 31st 2022 by PLN 84,380,837,594.48 (eighty-four billion, three hundred and eighty million, eight hundred and thirty-seven thousand, five hundred and ninety-four złoty, 48/100);
- the consolidated statement of cash flows, showing a net increase in cash and cash equivalents of PLN 17,898,806,208.45 (seventeen billion, eight hundred and ninety-eight million, eight hundred and six thousand, two hundred and eight złoty, 45/100);
- supplementary information, comprising the introduction and notes to the consolidated financial statements.

Section 2

The Company's Management Board requests the Company's Supervisory Board to assess the consolidated financial statements of the ORLEN Group for the year ended December 31st 2022, referred to in Section 1 of this Resolution.

Section 3

The Company's Management Board resolves to request the Company's General Meeting to review and approve the consolidated financial statements of the ORLEN Group for the year ended December 31st 2022, referred to in Section 1 hereof.

Section 4

This Resolution shall be effective as of its date.

10 Management Board Members participated in the vote; 10 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Krzysztof Nowicki
Member of the Management Board

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Robert Perkowski
Member of the Management Board

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Michał Róg
Member of the Management Board

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Piotr Sabat
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Iwona Waksmundzka-Olejniczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 8135/23
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 27th 2023**

to authorise the financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended December 31st 2022

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association and Sections 5.5.3 and 5.5.11 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.1 of the Commercial Companies Code, Art. 45 and Art. 53.1 of the Accounting Act, as well as in conjunction with Art. 7.7.1 and Art. 8.11.6 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Company's Management Board authorises the audited financial statements of PKN ORLEN S.A. for the year ended December 31st 2022, attached to this Resolution, comprising:

- the separate statement of profit or loss (presented in the statement of profit or loss and other comprehensive income) for the period from January 1st 2022 to December 31st 2022, showing a net profit of PLN 27,261,937,353.96 (twenty-seven billion, two hundred and sixty-one million, nine hundred and thirty-seven thousand, three hundred and fifty-three złoty, 96/100);
- the separate statement of financial position as at December 31st 2022, showing total assets and total equity and liabilities of PLN 193,605,354,661.09 (one hundred and ninety-three billion, six hundred and five million, three hundred and fifty-four thousand, six hundred and sixty-one złoty, 09/100);
- the separate statement of changes in equity, showing an increase in equity as at December 31st 2022 by PLN 76,667,202,434.80 (seventy-six billion, six hundred and sixty-seven million, two hundred and two thousand, four hundred and thirty-four złoty, 80/100);
- the separate statement of cash flows, showing a net increase in cash of PLN 6,417,126,098.40 (six billion, four hundred and seventeen million, one hundred and twenty-six thousand, ninety-eight złoty, 40/100);
- supplementary information, comprising the introduction and notes to the separate financial statements.

Section 2

The Management Board requests that the Supervisory Board assess the financial statements of PKN ORLEN S.A. for the year ended December 31st 2022, as referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and receive the financial statements of PKN ORLEN S.A. for the year ended December 31st 2022, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall be effective as of its date.

10 Management Board Members participated in the vote; 10 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Krzysztof Nowicki
Member of the Management Board

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Robert Perkowski
Member of the Management Board

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Michał Róg
Member of the Management Board

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Piotr Sabat
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Iwona Waksmundzka-Olejniczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 8136/23
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 27th 2023**

concerning distribution of net profit for the financial year 2022

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. 395.2.2 and Art 348.4 of the Commercial Companies Code as well as Art. 7.7.3 of the Company's Articles of Association, and considering the provisions of Art. 8.11.6 of the Company's Articles of Association, it is resolved as follows:

Section 1

The Company's Management Board approves the proposal concerning distribution of the net profit earned by PKN ORLEN S.A. in 2022 and requests that the Annual General Meeting pass a resolution on distribution of the net profit for the financial year 2022, of PLN 27,261,937,353.96 (twenty-seven billion, two hundred and sixty-one million, nine hundred and thirty-seven thousand, three hundred and fifty-three zloty, 96/100), in the following manner:

- 1) PLN 6,385,181,269.50 (six billion, three hundred and eighty-five million, one hundred and eighty-one thousand, two hundred and sixty-nine zloty, 50/100) shall be distributed as dividend (of PLN 5.50 per share);
- 2) the balance of PLN 20,876,756,084.46 (twenty billion, eight hundred and seventy-six million, seven hundred and fifty-six thousand, eighty-four zloty, 46/100) shall be allocated to the Company's statutory reserve funds.

Section 2

The Management Board recommends that August 10th 2023 be set as the dividend record date and August 31st 2023 – as the dividend payment date.

Section 3

The Management Board resolves to request that Supervisory Board's Audit Committee and then the Supervisory Board assess the proposal and recommendation specified in Section 1 and Section 2 hereof, respectively.

Section 4

The implementation of this Resolution shall rest with: Executive Director for Finance Management.

Section 5

This Resolution shall be effective as of its date.

10 Management Board Members participated in the vote; 10 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

.....
Patrycja Klarecka
Member of the Management Board

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Krzysztof Nowicki
Member of the Management Board

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Robert Perkowski
Member of the Management Board

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Michał Róg
Member of the Management Board

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Piotr Sabat
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Iwona Waksmundzka-Olejniczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 8170/23
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna (the “Company”)
dated May 25th 2023**

to convene the Annual General Meeting

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 and 5.5.4 of the Rules of Procedure for the Management Board, and considering the provisions of Art. 399.1 in conjunction with Art. 395.1, 395.2 and 395.5 of the Commercial Companies Code, as well as Art. 7.3 of the Company's Articles of Association, and 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 convene the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., to be held at Dom Technika at ul. Kazimierza Wielkiego 41, Płock, Poland, on June 21st 2023 at 11.00 am, with the following agenda:

1. Opening of the General Meeting.
2. Appointment of the Chair of the Meeting.
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2022.
7. Consideration of the financial statements of PKN ORLEN S.A. for the year ended December 31st 2022, as well as the Management Board's recommendation regarding the distribution of net profit for the financial year 2022.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2022.
9. Consideration of the report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2022.
10. Presentation of the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2022.
11. Consideration of and voting on a resolution to approve the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2022.
12. Consideration of and voting on a resolution to receive the financial statements of PKN ORLEN S.A. for the year ended December 31st 2022.
13. Consideration of and voting on a resolution to receive the consolidated financial statements of the ORLEN Group for the year ended December 31st 2022.
14. Consideration of and voting on a resolution to distribute the net profit for the financial year 2022 and to determine the dividend record date and the dividend payment date.
15. Consideration of and voting on a resolution to receive the Report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2022.
16. Consideration of and voting on resolutions to discharge members of the Management Board of the Company and members of the Management Boards of the Company's 2022 acquirees, Grupa LOTOS S.A. and PGNiG S.A., of liability for their activities in 2022.
17. Consideration of and voting on resolutions to discharge members of the Supervisory Board of the Company and members of the Supervisory Boards of the Company's 2022 acquirees, Grupa LOTOS S.A. and PGNiG S.A., of liability for their activities in 2022.

18. Consideration of and voting on a resolution to endorse the Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2022.
19. Consideration of and voting on a resolution to amend the Company's Articles of Association.
20. Consideration of and voting on a resolution to restate the Company's Articles of Association.
21. Closing of the General Meeting.

Section 2

The Management Board requests that the Supervisory Board provide its opinion on the agenda for the Annual General Meeting of PKN ORLEN S.A. as presented in Section 1 of this Resolution.

Section 3

This Resolution shall be effective 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 Par. 13 of the Rules of Procedure for the Company's Management Board

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

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

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

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

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

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

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

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

Józef Węgrecki - vote cast IN FAVOUR of the resolution in accordance with Par. 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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Adam Burak

Member of the Management Board



**Resolution No. 8171/23
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated May 25th 2023**

to approve draft resolutions of the Annual General Meeting

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 authorise the draft resolutions of the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A.
The draft resolutions of the Annual General Meeting are attached as an appendix hereto.

Section 2

The Management Board requests that the Supervisory Board's Corporate Governance Committee provide its opinion on the proposed amendments to the Company's Articles of Association; that the Supervisory Board provide a favourable opinion on the draft resolutions of the Annual General Meeting referred to in Section 1 hereof; and that the Annual General Meeting pass the resolutions referred to in Section 1 hereof.

Section 3

This Resolution shall be effective 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 Par. 13 of the Rules of Procedure for the Company's Management Board
Armen Artwich - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Adam Burak - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Patrycja Klarecka - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Krzysztof Nowicki - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Robert Perkowski - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Michał Róg - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

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

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

Józef Węgrecki - vote cast IN FAVOUR of the resolution in accordance with Par. 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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Adam Burak
Member of the Management Board