



**Resolution No. 8575/24
of the Management Board
ORLEN Spółka Akcyjna
dated January 11th, 2024**

concerning change of the agenda of the Extraordinary General Meeting of ORLEN S.A. (the "Company")

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association in conjunction with Section 5.5.4 of the Rules of Procedure for the Company's Management Board in connection with the motion of the Shareholder the State Treasury submitted pursuant to Art. 401.1 of the Commercial Companies Code and Art. 7.4.3 of the Company's Articles of Association and considering Resolution No. 8493/23 of the Management Board dated December 12th 2023, hereby resolves as follows:

Section 1

1. To include in the agenda of the Extraordinary General Meeting of ORLEN S.A. convened for February 6th 2024, at 11:00 AM, at Dom Technika at ul. Kazimierza Wielkiego 41, Płock, Poland, additional items in the following wording:

"Consideration of and voting on a resolution on determination of the number of Supervisory Board members." and

"Consideration of and voting on the resolutions regarding changes in the composition of the Supervisory Board"
2. The Company's Management Board determines a new agenda of the Extraordinary General Meeting of ORLEN S.A. convened for February 6th 2024, changed according to item 1 hereof, on the request of the Shareholder the State Treasury, as follows:
 1. Opening of the General Meeting.
 2. Appointment of the Chair of the General Meeting.
 3. Confirmation that the General Meeting has been properly convened and has the capacity to pass binding resolutions.
 4. Adoption of the agenda.
 5. Appointment of the Ballot Committee.
 6. Consideration of and voting on a resolution to approve the disposal of 100% of shares in Gas Storage Poland Sp. z o.o. of Dębogórze.
 7. Consideration of and voting on a resolution to approve the disposal by the Company of properties situated in the Stara Biała Municipality and in Płock, together with their component parts, through their contribution in kind as payment for shares in the increased share capital of ORLEN Olefiny Spółka z ograniczoną odpowiedzialnością of Płock (KRS No. 0000906575) in connection with the continued construction of the Olefins III Complex by ORLEN Olefiny and the process of raising financing for the Project in the form of project finance.
 8. Consideration of and voting on a resolution to approve the disposal of an organised part of the Company's business to PGNiG Upstream Polska Spółka z ograniczoną odpowiedzialnością of Warsaw (Number in the National Court Register: KRS 0000919530), to be effected by contributing the organised part of business as a contribution in kind and subscribing, in exchange, for all new shares in the increased share capital of PGNiG Upstream Polska Spółka z ograniczoną odpowiedzialnością.

9. Consideration of and voting on a resolution to approve the subscription for shares in the increased share capital of Polska Spółka Gazownictwa sp. z o.o. of Tarnów (Number in the National Court Register: KRS 0000374001) in exchange for a contribution in kind in the form of property, plant and equipment comprising transmission infrastructure, i.e., gas pipelines and related gas network assets, land and perpetual usufruct of land.
10. Consideration of and voting on a resolution on determination of the number of Supervisory Board members.
11. Consideration of and voting on the resolutions regarding changes in the composition of the Company's Supervisory Board.
12. Closing of the General Meeting.

Section 2

The Company's Management Board decides to present draft resolutions of the Extraordinary General Meeting of ORLEN S.A. to the Extraordinary General Meeting, submitted by the State Treasury Shareholder and amended draft resolutions of the Extraordinary General Meeting on the adoption of the agenda of the Extraordinary General Meeting and on determining the number of members of the Supervisory Board, along with draft resolutions adopted by resolution No. 8494/23 of the Company's Management Board on December 12th, 2023, in the wording attached hereto.

Section 3

The Company's Management Board requests that the Supervisory Board to provide its opinion on the amended agenda of the Extraordinary General Meeting, presented in Section 1 above, and to assess the draft resolutions of the Extraordinary General Meeting as referred to in Section 2 of this Resolution, as amended or added by the Company's Management Board.

Section 4

This Resolution in the scope presented in Par. 1 and Par. 2 changes the Resolution No. 8493/23 of the Company's Management Board dated December 12th, 2023 and the Resolution No. 8494/23 of the Company's Management Board dated December 12th, 2023.

Section 5

This Resolution shall take effect upon 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

*Management Board's resolution passed
by circulation using means
of remote communication pursuant to
Section 13 of the Rules of Procedure for the 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
ORLEN S.A. held the above vote:

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Armen Artwich
Member of the Management Board