

**RESOLUTION NO. 1**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

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

**Section 1**

Pursuant to Art. 409.1 sentence 1 of the Commercial Companies Code, in conjunction with Section 5 of the Rules of Procedure for the General Meeting of the Company, the Annual General Meeting of ORLEN S.A. hereby appoints Mr Józef Palinka as Chair of the General Meeting.

**Section 2**

This Resolution shall take effect upon adoption.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 880 385 254

Votes against: 0

Abstentions: 226

## **RESOLUTION NO. 2**

### **OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**to withdraw from consideration of item no. 22 of the agenda of the Annual General Meeting**

#### **Section 1**

The Annual General Meeting of ORLEN S.A. resolves to change the order of the agenda of the Annual General Meeting, withdraw from consideration of item no. 22 of the agenda "Determination of the amounts of remuneration for members of the Supervisory Board of the Company" and adopt the updated agenda of the Annual General Meeting as follows:

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 Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023.
7. Consideration of the financial statements of ORLEN S.A. for the year ended 31 December 2023, as well as the Management Board's recommendation regarding the allocation of net profit for the financial year 2023.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended 31 December 2023.
9. Consideration of the Supervisory Board's report on its activities for the financial year 2023.
10. Presentation of the report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2023.
11. Consideration of and voting on a resolution to approve the Management Board' report on the operations of the ORLEN Group and ORLEN S.A. in 2023.
12. Consideration of and voting on a resolution to approve the financial statements of ORLEN S.A. for the year ended 31 December 2023.
13. Consideration of and voting on a resolution to approve the consolidated financial statements of the ORLEN Group for the year ended 31 December 2023.
14. Consideration of and voting on a resolution to allocate the net profit for the financial year 2023 and to determine the dividend record date and the dividend payment date.
15. Consideration of and voting on a resolution to approve the Supervisory Board's report on its activities for the financial year 2023.
16. Consideration of and voting on resolutions on discharge of members of the Management Board of the Company and members of the Management Board of LOTOS SPV5 Sp. z o.o., which was acquired by the Company in 2023, of liability for their activities in 2023.
17. Consideration of and voting on resolutions on discharge of members of the Supervisory Board of the Company of liability for their activities in 2023.
18. Consideration of and voting on a resolution to endorse the Supervisory Board's report on remuneration of members of the Management Board and the Supervisory Board for 2023.
19. Consideration of and voting on a resolution to adopt the Remuneration Policy for members of the ORLEN S.A. Management Board and Supervisory Board.
20. Voting on a resolution to determine the number of Supervisory Board members.

21. Changes in the composition of the Company's Supervisory Board.
22. Closing of the General Meeting.

## **Section 2**

This Resolution shall take effect upon adoption.

Number of shares validly voted: 875 234 245

Percentage of share capital represented by validly voted shares: 75,39%

Total number of valid votes: 875 234 245

Votes in favour: 629 921 418

Votes against: 0

Abstentions: 245 312 827

**The resolution has not been passed.**

## **RESOLUTION NO. 3**

### **OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**to change the order of items on the agenda of the Annual General Meeting**

#### **Section 1**

The Annual General Meeting of ORLEN S.A. resolves to change the order of the items of the agenda of the Annual General Meeting so as the item no 22 of the initially announced agenda "Determination of the amounts of remuneration for members of the Supervisory Board of the Company" will be considered as item no 21, just after item no 20 of the initially announced agenda "Voting on a resolution to determine the number of Supervisory Board members." Initially announced item no 21 "Changes in the composition of the Company's Supervisory Board" will be considered as item 22 of the changed agenda.

#### **Section 2**

This Resolution shall take effect upon adoption.

Number of shares validly voted: 875 234 245

Percentage of share capital represented by validly voted shares: 75,39%

Total number of valid votes: 875 234 245

Votes in favour: 699 667 873

Votes against: 1

Abstentions: 175 566 371

## **RESOLUTION NO. 4**

### **OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

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

##### **Section 1**

The Annual General Meeting of ORLEN S.A. resolves to adopt the agenda of the Annual General Meeting and adopt it as follows:

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 Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023.
7. Consideration of the financial statements of ORLEN S.A. for the year ended 31 December 2023, as well as the Management Board's recommendation regarding the allocation of net profit for the financial year 2023.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended 31 December 2023.
9. Consideration of the Supervisory Board's report on its activities for the financial year 2023.
10. Presentation of the report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2023.
11. Consideration of and voting on a resolution to approve the Management Board' report on the operations of the ORLEN Group and ORLEN S.A. in 2023.
12. Consideration of and voting on a resolution to approve the financial statements of ORLEN S.A. for the year ended 31 December 2023.
13. Consideration of and voting on a resolution to approve the consolidated financial statements of the ORLEN Group for the year ended 31 December 2023.
14. Consideration of and voting on a resolution to allocate the net profit for the financial year 2023 and to determine the dividend record date and the dividend payment date.
15. Consideration of and voting on a resolution to approve the Supervisory Board's report on its activities for the financial year 2023.
16. Consideration of and voting on resolutions on discharge of members of the Management Board of the Company and members of the Management Board of LOTOS SPV5 Sp. z o.o., which was acquired by the Company in 2023, of liability for their activities in 2023.
17. Consideration of and voting on resolutions on discharge of members of the Supervisory Board of the Company of liability for their activities in 2023.
18. Consideration of and voting on a resolution to endorse the Supervisory Board's report on remuneration of members of the Management Board and the Supervisory Board for 2023.
19. Consideration of and voting on a resolution to adopt the Remuneration Policy for members of the ORLEN S.A. Management Board and Supervisory Board.
20. Voting on a resolution to determine the number of Supervisory Board members.
21. Determination of the amounts of remuneration for members of the Supervisory Board of the Company.

- 22. Changes in the composition of the Company's Supervisory Board.
- 23. Closing of the General Meeting.

**Section 2**

This Resolution shall take effect upon adoption.

Number of shares validly voted: 875 234 245

Percentage of share capital represented by validly voted shares: 75,39%

Total number of valid votes: 875 234 245

Votes in favour: 801 179 676

Votes against: 0

Abstentions: 74 054 569

**RESOLUTION NO. 5**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**  
**dated 25 June 2024**

**to appoint the Ballot Committee**

**Section 1**

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

- Dorota Maćkiewicz
- Agnieszka Milke
- Michał Hańczyk

**Section 2**

This Resolution shall take effect upon adoption.

Number of shares validly voted: 880 385 480  
Percentage of share capital represented by validly voted shares: 75,83%  
Total number of valid votes: 880 385 480  
Votes in favour: 880 385 458  
Votes against: 0  
Abstentions: 22

The resolution has been passed in secret ballot.

## **RESOLUTION NO. 6**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**to approve the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023**

### **Section 1**

Acting pursuant to Art. 395.2.1 and 395.5 of the Commercial Companies Code, and Art. 7.7.1 of the Company's Articles of Association in conjunction with Art. 49 and Art. 55.2a of the Accounting Act, the Annual General Meeting ORLEN S.A., having read and considered the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023 and the Supervisory Board's assessment thereof, hereby resolves to approve the Management Board's report.

### **Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 88 385 480

Votes in favour: 880 178 558

Votes against: 66 704

Abstentions: 140 218



## **RESOLUTION NO. 7**

### **OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**to approve the financial statements of ORLEN S.A. for the year ended 31 December 2023**

#### **Section 1**

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code, Art. 45 and Art. 53.1 of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A., having read and considered the audited financial statements of ORLEN S.A. for the year ended 31 December 2023 as submitted by the Management Board and the Supervisory Board's assessment thereof, hereby resolves to approve the audited financial statements of ORLEN S.A. for the year ended 31 December 2023, comprising:

- the separate statement of profit or loss (presented in the statement of profit or loss and other comprehensive income) for the period from 1 January to 31 December 2023, showing a net profit of PLN 21,215,917,147.93 (twenty-one billion, two hundred and fifteen million, nine hundred and seventeen thousand, one hundred and forty-seven zloty, 93/100);
- the separate statement of financial position as at 31 December 2023, showing total assets and total equity and liabilities of PLN 204,369,151,038.13 (two hundred and four billion, three hundred and sixty-nine million, one hundred and fifty-one thousand, thirty-eight zloty, 13/100);
- the separate statement of changes in equity, showing an increase in equity as at 31 December 2023 of PLN 13,282,885,994.16 (thirteen billion, two hundred and eighty-two million, eight hundred and eighty-five thousand, nine hundred and ninety-four zloty, 16/100);
- the separate statement of cash flows, showing a net decrease in cash of PLN (5,112,923,746.05) (five billion, one hundred and twelve million, nine hundred and twenty-three thousand, seven hundred and forty-six zloty, 5/100);
- supplementary information, comprising the introduction and notes to the separate financial statements.

#### **Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 879 921 164

Votes against: 315 273

Abstentions: 149 043

## **RESOLUTION NO. 8**

### **OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**to approve the consolidated financial statements of the ORLEN Group for the year ended 31 December 2023**

#### **Section 1**

Acting pursuant to Art. 395.5 of the Commercial Companies Code, Art. 55 and Art. 63c.4 of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A., having read and considered the audited consolidated financial statements of the ORLEN Group for the year ended 31 December 2023 as submitted by the Management Board and the Supervisory Board's assessment thereof, hereby resolves to approve the audited consolidated financial statements of the ORLEN Group for the year ended 31 December 2023, 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 1 January to 31 December 2023, showing a net profit of PLN 20,727,406,080.12 (twenty billion, seven hundred and twenty-seven million, four hundred and six thousand, eighty złoty, 12/100),
- the consolidated statement of financial position as at 31 December 2023, showing total assets and total equity and liabilities of PLN 264,177,043,832.11 (two hundred and sixty-four billion, one hundred and seventy-seven million, forty-three thousand, eight hundred and thirty-two złoty, 11/100);
- the consolidated statement of changes in equity, showing an increase in equity as at 31 December 2023 of PLN 10,070,355,604.09 (ten billion, seventy million, three hundred and fifty-five thousand, six hundred and four złoty, 9/100);
- the consolidated statement of cash flows showing a net decrease in cash and cash equivalents of PLN (6,552,818,603.80) (six billion, five hundred and fifty-two million, eight hundred and eighteen thousand, six hundred and three złoty, 80/100);
- supplementary information, comprising the introduction and notes to the consolidated financial statements.

#### **Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 880 170 758

Votes against: 65 679

Abstentions: 149 043

**RESOLUTION NO. 9  
OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**to allocate the net profit for the financial year 2023 and to determine the dividend record date and the dividend payment date**

**Section 1**

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A., having read and considered the Supervisory Board's assessment of the profit allocation recommendation, resolves to allocate the 2023 net profit of PLN 21,215,917,147.93 (twenty-one billion, two hundred and fifteen million, nine hundred and seventeen thousand, one hundred and forty-seven zloty, 93/100) in the following manner:

- 1) PLN 4,817,909,503.35 (four billion, eight hundred and seventeen million, nine hundred and nine thousand, five hundred and three zloty, 35/100) to be allocated to dividend payment (PLN 4.15 per share);
- 2) the balance of PLN 16,398,007,644.58 (sixteen billion, three hundred and ninety-eight million, seven thousand, six hundred and forty-four zloty, 58/100) to be allocated to the Company's statutory reserve funds.

**Section 2**

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

- 20 September 2024 as the dividend record date, and
- 20 December 2024 as the dividend payment date.

**Section 3**

The Annual General Meeting of ORLEN S.A. resolves to allocate retained earnings of PLN 12,466,697,131.73 (twelve billion, four hundred and sixty-six million, six hundred and ninety-seven thousand, one hundred and thirty-one zloty, 73/100) to the Company's statutory reserve funds.

**Section 4**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 880 385 352

Votes against: 100

Abstentions: 28

**RESOLUTION NO. 10  
OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**to approve the Supervisory Board's report on its activities for the financial year 2023**

**Section 1**

The Annual General Meeting of ORLEN S.A. hereby resolves to approve Supervisory Board's report on its activities for the financial year 2023, including information on the operations of the ORLEN Group, the Supervisory Board and its committees, as well as such other information and assessments as are required under applicable laws and regulations and the Best Practice for GPW Listed Companies 2021.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 880 164 593

Votes against: 80 789

Abstentions: 140 098

**RESOLUTION NO. 11**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of President of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Daniel Obajtek from liability for his activities as President of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 793 617 267

Votes against: 14 104 197

Abstentions: 72 664 016

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 12**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Armen Konrad Artwich from liability for his activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 793 617 267

Votes against: 14 104 197

Abstentions: 72 664 016

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 13**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Adam Burak from liability for his activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 793 617 267

Votes against: 14 104 197

Abstentions: 72 664 016

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 14**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**  
**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Patrycja Klarecka from liability for her activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480  
Percentage of share capital represented by validly voted shares: 75,83%  
Total number of valid votes: 880 385 480  
Votes in favour: 793 613 967  
Votes against: 14 104 197  
Abstentions: 72 667 316

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**



**RESOLUTION NO. 15**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Michał Róg from liability for his activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 793 617 267

Votes against: 14 104 197

Abstentions: 72 664 016

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 16**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Jan Szewczak from liability for his activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 793 613 967

Votes against: 14 104 197

Abstentions: 72 667 316

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 17**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**  
**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Józef Węgrecki from liability for his activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 793 613 757

Votes against: 14 107 497

Abstentions: 72 664 226

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 18**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Piotr Sabat from liability for his activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 793 617 057

Votes against: 14 104 407

Abstentions: 72 664 016

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 19**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE “COMPANY”)**  
**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company’s Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Krzysztof Nowicki from liability for his activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480  
Percentage of share capital represented by validly voted shares: 75,83%  
Total number of valid votes: 880 385 480  
Votes in favour: 793 617 267  
Votes against: 14 104 190  
Abstentions: 72 664 023

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 20**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**  
**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Iwona Waksmundzka-Olejniczak from liability for her activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380  
Percentage of share capital represented by validly voted shares: 75,83%  
Total number of valid votes: 880 385 380  
Votes in favour: 793 617 267  
Votes against: 14 104 197  
Abstentions: 72 663 916

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 21**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**  
**dated 25 June 2024**

**on discharge of member of the Management Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Robert Perkowski from liability for his activities as Member of the Management Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480  
Percentage of share capital represented by validly voted shares: 75,83%  
Total number of valid votes: 880 385 480  
Votes in favour: 793 617 267  
Votes against: 14 104 190  
Abstentions: 72 664 023

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 22**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**  
**dated 25 June 2024**

**on discharge of President of the Management Board of LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością of Gdańsk, an acquirer of ORLEN S.A., from liability for her activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A., in connection with the merger of the Company with LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością of Gdańsk pursuant to Art. 492.1.1 of the Commercial Companies Code, hereby resolves to discharge Monika Standziak –Koresh from liability for her activities as President of the Management Board of LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480  
Percentage of share capital represented by validly voted shares: 75,83%  
Total number of valid votes: 880 385 480  
Votes in favour: 865 523 362  
Votes against: 14 104 271  
Abstentions: 757 847

The resolution has been passed in secret ballot.



**RESOLUTION NO. 23**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of Member of the Management Board of LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością of Gdańsk, an acquirer of ORLEN S.A., from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A., in connection with the merger of the Company with LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością of Gdańsk pursuant to Art. 492.1.1 of the Commercial Companies Code, hereby resolves to discharge Jarosław Brzyski from liability for his activities as Member of the Management Board of LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 865 523 355

Votes against: 14 104 270

Abstentions: 757 855

The resolution has been passed in secret ballot.

**RESOLUTION NO. 24**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of Member of the Management Board of LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością of Gdańsk, an acquirer of ORLEN S.A., from liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A., in connection with the merger of the Company with LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością of Gdańsk pursuant to Art. 492.1.1 of the Commercial Companies Code, hereby resolves to discharge Wojciech Hatala-Sierant from liability for his activities as Member of the Management Board of LOTOS SPV 5 Spółka z ograniczoną odpowiedzialnością in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 480

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 480

Votes in favour: 865 523 355

Votes against: 14 104 277

Abstentions: 757 848

The resolution has been passed in secret ballot.

**RESOLUTION NO. 25**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of Chair of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Wojciech Jasiński from liability for his activities as Chair of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 360

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 360

Votes in favour: 733 482 240

Votes against: 14 095 203

Abstentions: 132 807 917

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 26**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**  
**dated 25 June 2024**

**on discharge of member of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Andrzej Szumański from liability for his activities as Deputy Chair of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 360  
Percentage of share capital represented by validly voted shares: 75,83%  
Total number of valid votes: 880 385 360  
Votes in favour: 733 482 240  
Votes against: 14 095 203  
Abstentions: 132 807 917

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 27**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Anna Wójcik from liability for her activities as Secretary of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 360

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 360

Votes in favour: 733 478 940

Votes against: 14 098 503

Abstentions: 132 807 917

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 28**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Barbara Jarzembowska from liability for her activities as Member of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 380

Votes in favour: 733 482 260

Votes against: 14 095 203

Abstentions: 132 807 917

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 29**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**  
**dated 25 June 2024**

**on discharge of member of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Andrzej Kapała from liability for his activities as Member of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380  
Percentage of share capital represented by validly voted shares: 75,83%  
Total number of valid votes: 880 385 380  
Votes in favour: 733 482 260  
Votes against: 14 095 203  
Abstentions: 132 807 917

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 30**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Michał Klimaszewski from liability for his activities as Member of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 380

Votes in favour: 733 482 260

Votes against: 14 095 203

Abstentions: 132 807 917

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**



**RESOLUTION NO. 31**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Roman Kusz from liability for his activities as Member of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 380

Votes in favour: 733 482 260

Votes against: 14 095 203

Abstentions: 132 807 917

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 32**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Jadwiga Lesisz from liability for her activities as Member of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 380

Votes in favour: 733 482 260

Votes against: 14 095 203

Abstentions: 132 807 917

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 33**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**on discharge of member of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Anna Sakowicz-Kacz from liability for her activities as Member of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 365

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 365

Votes in favour: 733 482 260

Votes against: 14 095 188

Abstentions: 132 807 917

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 34**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE “COMPANY”)**  
**dated 25 June 2024**

**on discharge of member of the Supervisory Board of liability for his activities in 2023**

**Section 1**

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 7.7.2 of the Company’s Articles of Association, the Annual General Meeting of ORLEN S.A. hereby resolves not to discharge Janina Goss from liability for her activities as Member of the Supervisory Board of the Company in the financial year 2023.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380  
Percentage of share capital represented by validly voted shares: 75,83%  
Total number of valid votes: 880 385 380  
Votes in favour: 733 482 260  
Votes against: 14 095 196  
Abstentions: 132 807 924

The resolution has been passed in secret ballot.

**Objections to the resolution were filed.**

**RESOLUTION NO. 35**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**to endorse the Supervisory Board's report on remuneration of members of the Management Board and the Supervisory Board for 2023**

**Section 1**

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code in conjunction with Art. 90g.6 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated 29 July 2005, the Annual General Meeting of ORLEN S.A., having considered the auditor's assessment of the Supervisory Board's report on remuneration of members of the Management Board and the Supervisory Board for 2023, hereby resolves to endorse the report.

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 380

Votes in favour: 729 154 790

Votes against: 151 230 576

Abstentions: 14

**RESOLUTION NO. 36**  
**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE “COMPANY”)**  
**dated 25 June 2024**

**to adopt the Remuneration Policy for members of the ORLEN S.A. Management Board and Supervisory Board**

**Section 1**

Pursuant to Art. 90e.4 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated 29 July 2005, having reviewed and assessed the Remuneration Policy for members of the ORLEN S.A. Management Board and Supervisory Board adopted by Resolution No. 29 of the Annual General Meeting of 5 June 2020, the Annual General Meeting of ORLEN S.A. resolves to adopt the revised Remuneration Policy for members of the ORLEN S.A. Management Board and Supervisory Board, as attached hereto.

Appendix to Resolution No 36  
of the Annual General Meeting of ORLEN S.A. dated 25 June 2024



**REMUNERATION POLICY**  
**FOR MEMBERS OF THE ORLEN S.A. MANAGEMENT BOARD AND SUPERVISORY BOARD**

**Section 1 Definitions**

In this Policy, the terms defined below shall have the following meanings:

- 1) **“Group”** shall mean the Company and the commercial-law companies with respect to which the Company is the direct or indirect parent within the meaning of the Commercial Companies Code;
- 2) **“Commercial Companies Code”** shall mean the Polish Commercial Companies Code of 15 September 2000;
- 3) **“Policy”** shall mean the Remuneration Policy for members of the Company's Management Board and Supervisory Board, adopted pursuant to Art. 90d.1 of the Public Offering Act;
- 4) **“Supervisory Board”** shall mean the Supervisory Board of the Company;
- 5) **“Company”** shall mean ORLEN S.A. of Płock;
- 6) **“Contract”** shall mean a contract for the provision of management services, concluded with members of the Management Board;
- 7) **“Public Offering Act”** shall mean the Polish Act on Public Offering, Conditions Governing Admission of Financial Instruments to Organised Trading, and Public Companies, dated 29 July 2005;
- 8) **“ECP Act”** shall mean the Employee Capital Plans Act, dated 4 October 2018;
- 9) **“Remuneration Act”** shall mean the Act on the Rules of Remunerating Persons Who Direct Certain Companies, dated 9 June 2016;

- 10) **“General Meeting”** shall mean the General Meeting of the Company;
- 11) **“Management Board”** shall mean the Management Board of the Company.

## **Section 2 General provisions**

1. The purpose of this Policy is to set out the rules of remuneration for members of the Management Board and Supervisory Board.
2. The solutions adopted in this Policy partially tie the rules of remuneration for Management Board members to the delivery of the Company's business strategy, pursuit of its long-term interests and stability, and as such contribute to the implementation of the rules.
3. Remuneration systems for Management and Supervisory Board members are defined taking into account the terms of remuneration for the Company's employees by:
  - 1) referring to the remuneration of the Company's employees;
  - 2) referring to the rules of granting bonuses to employees holding key positions within the Company;
  - 3) analysing remuneration levels at companies with similar business size and profile (taking into account the size of the Group's business, including on international markets);
  - 4) analysing the scope of duties, as well as the size and nature of the supervised area, taking into account the segment-based management model within the Group.

## **Section 3 Remuneration structure**

1. Remuneration of the Management Board members shall comprise:
  - 1) **“Fixed Remuneration”**, i.e. monetary consideration paid on a monthly basis for the functions performed at the Company and the scope of responsibilities assigned to them, taking into account market conditions;
  - 2) **“Variable Remuneration”**, i.e. supplementary remuneration for a given financial year the amount of which depends on the delivery of management objectives.
2. In addition to Fixed Remuneration and Variable Remuneration, the Management Board members may receive additional benefits, in each case as determined by resolution of the Supervisory Board.
3. The Supervisory Board members are only entitled to fixed monthly remuneration.

## **Section 4 Legal relationship between members of the governing bodies and the Company**

1. A Management Board member shall receive remuneration under a Contract concluded for the period of serving as a member of the Company's Management Board.
2. If the Supervisory Board resolves to delegate a member of the Supervisory Board to temporarily perform the duties of Management Board member, in accordance with the Commercial Companies Code, the Supervisory Board may decide to enter into a Contract with such member of the Supervisory Board for the term of the delegation. A member of the Supervisory Board temporarily delegated to perform the duties of Management Board member shall be entitled to Fixed Remuneration. A member of the Supervisory Board delegated to temporarily perform the duties of a Management Board member shall not be entitled to Variable Remuneration and shall not be assigned any management objectives.
3. Each party to the Contract shall have the right to terminate it with immediate effect in the event of a material breach of its terms by the other party. Each party shall have the right to terminate the Contract for reasons other than specified in the preceding sentence, with a notice period of up to three months. However, if the event referred to in the first sentence occurs during the notice period, the Contract shall be terminated with immediate effect.
4. The Supervisory Board members shall receive remuneration on the basis of the corporate relationship resulting from their appointment, for the duration of their service on the Company's Supervisory Board, subject to Section 4.2. The Supervisory Board members shall be appointed and removed from office on the terms and for the period specified in the Company's Articles of Association.

## **Section 5 Rules of granting Fixed Remuneration to Management Board members**

1. The monthly amount of Fixed Remuneration paid to Management Board members shall be determined by way of a Supervisory Board resolution, taking into account the provisions of the Remuneration Act.
2. When determining the amount of Fixed Remuneration paid to Management Board members, the Supervisory Board shall consider the following criteria:
  - 1) qualifications, professional experience and length of service;
  - 2) the profile of the function performed, the size of the supervised area, the scope and nature of tasks performed in that area;
  - 3) remuneration paid the management staff of companies with a similar business size and profile (taking into account the size of the Group's business, including on international markets).

3. The amount of Fixed Remuneration for Management Board members shall reflect the actual ability to acquire and retain key competencies at the Company, and shall be consistent with the market levels and practice at companies operating on international markets.

#### **Section 6 Rules of granting Variable Remuneration to Management Board members**

1. The amount of Variable Remuneration for a given financial year may not exceed 100% of Fixed Remuneration due for the year.
2. The amount of Variable Remuneration shall depend on the level of delivery of management objectives assigned to Management Board members by the Supervisory Board for a given financial year ("**Management Objectives**").
3. The Management Objectives shall be determined by the Supervisory Board as part of a general catalogue of Management Objectives defined by the General Meeting in accordance with the Remuneration Act and the Public Offering Act. Details of these Management Objectives, as well as the weights and criteria for their delivery by individual Management Board members shall be specified in a Supervisory Board resolution.
4. The criteria for awarding Variable Remuneration shall also address (at a specific level, determined by the Supervisory Board) the promotion of social interests, the Company's and the Group's contribution to environmental protection, and initiatives aimed at preventing, mitigating and compensating for adverse social and environmental impacts of the Company's and the Group's operations, which shall be achieved by setting environmental, social and governance objectives for the Company. The criteria set out in the Management Objectives are intended to contribute to the implementation of the objectives set out in Art. 90d.2 of the Public Offering Act by linking remuneration with management processes involving implementation of the Company's and the Group's business strategy. The choice of the Management Objectives, as well as the criteria set by the Supervisory Board for determining their delivery, shall serve to support successful implementation of the Company's business strategy, its long-term interests and stability.
5. The Supervisory Board may decide to pay Variable Remuneration pro rata to the number of months and days of a given Management Board member's service in a given year.
6. The Supervisory Board may decide not to grant Variable Remuneration or to decide that it be returned if allegations of an offence by a Management Board member are confirmed, in full or in part, by a final judgment.
7. The Supervisory Board may define specific periods for the delivery of Management Objectives and corresponding settlement periods of up to 36 months. In the case of Management Objectives to be delivered in more than a year, the Supervisory Board may decide to pay the related Variable Remuneration in whole or in part at the end of a given settlement period.

#### **Section 7 Rules of granting additional benefits to Management Board members**

1. Management Board members may be granted additional benefits by the Supervisory Board, including in particular:
  - 1) coverage of the costs of treatment, preventive healthcare and medical care, including with respect to the Management Board member's closest family members or persons who share the same household with a Management Board member;
  - 2) coverage of the costs of accommodation or rental of dwellings if the Company's registered office is more than 100 km away from the Management Board Member's place of residence;
  - 3) coverage or refinancing of the costs of individual training received by the Management Board member and related to the scope of his or her duties performed for the Company;
  - 4) use of the Company's assets, including a company car (including for private purposes);
  - 5) payment and fuel cards to cover business expenses;
  - 6) payment of D&O insurance premiums;
  - 7) coverage of the costs of security services, to the extent necessary for the protection of life or health;
  - 8) grant of other benefits related to the holding of office at the Company (even if payable after the expiry of a Management Board member's term of office) which the Supervisory Board considers reasonable in a given case.
2. If the Contract is terminated by the Company, the Supervisory Board may grant to the Management Board Member a severance payment of up to three times the Fixed Remuneration amount, provided that such Management Board member held the position for at least twelve months prior to the termination. The Supervisory Board may determine when a Management Board member is not entitled to receive or is required to return the severance payment (where it has already been paid).
3. If a member serves on the Management Board for at least three months, the Supervisory Board may conclude with such Management Board member a non-compete agreement binding on the member after they cease to hold their position. If such agreement has been concluded, the Management Board member shall receive compensation of no more than Fixed Remuneration for each month of the non-compete period, which shall be no longer than six months. The Management Board member shall have the right to receive such compensation if the member served on the Management Board for at least three months.
4. Pursuant to the ECP Act, the Company has established an Employee Capital Plan (ECP) for its employees to enable them to make regular savings. Members of the Management and Supervisory Boards may participate in the ECP.



### **Section 8 Rules of remuneration for Supervisory Board members**

1. The amount of remuneration due to Supervisory Board members shall be set by way of a General Meeting resolution, based on and within the limits defined in the Remuneration Act.
2. The amount of remuneration paid to a Supervisory Board member may vary depending on their function.
3. A Supervisory Board member shall receive a fixed monthly remuneration irrespective of the number of Supervisory Board meetings called.
4. If a Supervisory Board member holds their office for a period shorter than the month for which the remuneration is due, the remuneration amount shall be calculated according to their number of days in office.
5. A Supervisory Board member shall not receive remuneration for a month during which such member was absent from all formally called meetings and the absence was not excused. The Supervisory Board shall decide by way of a resolution whether or not a Supervisory Board Member's absence from a meeting is excused.
6. The Company shall reimburse any expenses incurred by Supervisory Board members in connection with the performance of their duties, including in particular the cost of travel, meals and accommodation.
7. The amount of remuneration for the Supervisory Board members who meet the independence criteria should be conducive to maintaining their independence of the majority shareholder and the Company's decision-makers.

### **Section 9 Avoiding conflicts of interest with respect to the matters governed by this Policy**

1. The division of powers regarding the determination of the amount and rules of remuneration, provided for in Art. 378 and Art. 392 of the Commercial Companies Code, serves to prevent conflicts of interest with respect to the matters governed by this Policy. This purpose is also served by the Supervisory Board's monitoring, analysis and supervision of the remuneration system and payment of additional consideration to Management Board members in accordance with the Company's Articles of Association and the Rules of Procedure for the Supervisory Board.
2. If a Management or Supervisory Board member identifies a potential conflict of interest with respect to the matters governed by this Policy, they shall report it to the Chair of the Supervisory Board. In such case, the Chair of the Supervisory Board shall take appropriate corrective measures on an *ad hoc* basis.
3. If any general (systemic) amendments are required to be made to this Policy, the Supervisory Board shall initiate a procedure to update this Policy in order to eliminate the identified, or prevent the potential, conflict of interest.

### **Section 10 Conditional disapplication of the Remuneration Policy**

1. The Supervisory Board may temporarily suspend the application of this Policy.
2. The suspension referred to in Section 10.1 can only be made by the Supervisory Board if doing so is necessary to achieve the Company's long-term interests and financial stability or to ensure its profitability, taking into account the need for proportionality and advisability.
3. If the Supervisory Board determines that the reasons for suspending the application of this Policy are no longer temporary and represent a permanent obstacle to its application, the Supervisory Board shall initiate a procedure to update this Policy.

### **Section 11 Remuneration report**

Once a year, the Supervisory Board shall conduct a comprehensive remuneration review and compile an annual report on remuneration of members of the Management Board and the Supervisory Board, which shall be submitted to the General Meeting for opinion and published.

### **Section 12 Final provisions**

1. An initial draft Policy shall be prepared by the Management Board, which shall submit it to the Supervisory Board for opinion and change, if any. The Supervisory Board shall then submit its version of the draft Policy to the General Meeting.
2. The final version of the Policy shall be adopted by the General Meeting. A resolution on the Policy shall be adopted at least every four years.
3. If the need to materially amend the Policy is identified within less than four years from the adoption of the most recent amendment, the Supervisory Board shall put forward a relevant request to the General Meeting. The Supervisory Board may request the General Meeting to amend the Policy on its own initiative or at the request of the Management Board.
4. The Policy came into force with effect from the day following the closing of the General Meeting the agenda of which included approval of the Company's financial statements for 2019, and shall apply from that date to the payment of remuneration to members of the Management Board and Supervisory Board, as amended by a decision of the General Meeting.
5. The Policy shall not apply to the payment of severance pay due for termination of the Contract or to the payment of Variable Remuneration to which persons covered by the Policy became entitled prior to the Policy's effective date.

## **Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 380

Votes in favour: 728 687 116

Votes against: 151 698 020

Abstentions: 244

**RESOLUTION NO. 37**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

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

**Section 1**

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

**Section 2**

This Resolution shall take effect as of its date.

Number of shares validly voted: 880 385 380

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 380

Votes in favour: 880 385 026

Votes against: 217

Abstentions: 137

## RESOLUTION NO. 38

### OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")

dated 25 June 2024

#### **to determine the amounts of remuneration for members of the Company's Supervisory Board**

Pursuant to Art. 2.2.1 and Art. 10 of the Act on the Rules of Remunerating Persons Who Direct Certain Companies of 9 June 2016, the Annual General Meeting ORLEN S.A hereby resolves as follows:

##### **Section 1**

The monthly remuneration of members of the Supervisory Board shall be calculated as the product of the reference salary referred to in Art. 1.3.11 of the Act on Rules of Remunerating Persons Who Direct Certain Companies of 9 June 2016, and the following multipliers:

- a) for the Chair of the Supervisory Board – [2,75 increased by 10%];
- b) for other members of the Supervisory Board – [2,75]

##### **Section 2**

Resolution No. 5 of the Company's Extraordinary General Meeting of 24 January 2017 to determine the rules of remunerating members of the Supervisory Board, as amended by Resolution No. 45 of the Company's Annual General Meeting of 14 June 2019 to amend Resolution No. 5 of the Company's Extraordinary General Meeting of 24 January 2017 to determine the rules of remunerating members of the Supervisory Board, shall be amended as regards the matters referred to in Section 1 above.

##### **Section 3**

This Resolution shall take effect upon adoption.

Number of shares validly voted: 880 385 373

Percentage of share capital represented by validly voted shares: 75,83%

Total number of valid votes: 880 385 373

Votes in favour: 295 075 103

Votes against: 585 310 038

Abstentions: 232

**The resolution has not been passed.**

**RESOLUTION NO. 39**

**OF THE ANNUAL GENERAL MEETING OF ORLEN SPÓŁKA AKCYJNA (THE "COMPANY")**

**dated 25 June 2024**

**regarding the break in the Annual General Meeting**

**Section 1**

The Annual General Meeting of ORLEN S.A., announces a break in the Annual General Meeting by 24 July 2024 to 11:00 a.m. The Annual General Meeting will be continued in Płock, at the registered office of the Company, in the building of the Administration Centre, room no. 1, ul. Chemików 7, 09-411 Płock.

**Section 2**

This resolution shall come into force upon its adoption.

Number of shares validly voted: 875 234 145

Percentage of share capital represented by validly voted shares: 75,39%

Total number of valid votes: 875 234 145

Votes in favour: 757 645 078

Votes against: 1 336

Abstentions: 117 587 731