



Resolution No. 4722/25
of the Supervisory Board
of ORLEN Spółka Akcyjna
dated 14 April 2025

on assessment of the financial statements of ORLEN Spółka Akcyjna for the year ended 31 December 2024 in terms of their completeness, accuracy, and consistency with accounting records and underlying documentation

Acting pursuant to Art. 382.3.1 of the Commercial Companies Code and Art. 8.11.6 of the Company's Articles of Association in conjunction with Art. 395.2.1 of the Commercial Companies Code, and considering the provisions of Art. 45 and Art. 53.1 of the Accounting Act and Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board resolves to give a favourable assessment – in terms of their completeness, accuracy, and consistency with the accounting records and underlying documentation – of the independently audited financial statements of ORLEN Spółka Akcyjna for the year ended 31 December 2024, as attached to this Resolution, comprising:

- the separate statement of profit or loss (included in the statement of profit or loss and other comprehensive income) for the period from 1 January 2024 to 31 December 2024, showing a net profit of PLN 3,944 million (three billion, nine hundred and forty-four million złoty);
- the separate statement of financial position as at 31 December 2024, showing total assets and total equity and liabilities of PLN 197,738 million (one hundred and ninety-seven billion, seven hundred and thirty-eight million złoty);
- the separate statement of changes in equity, showing a decrease in equity as at 31 December 2024 of PLN (2,956) million (two billion, nine hundred and fifty-six million złoty);
- the separate statement of cash flows, showing a net decrease in cash of PLN (1,468) million (one billion, four hundred and sixty-eight million złoty);
- supplementary information, comprising the introduction and notes to the separate financial statements, having found these financial statements to be complete, accurate, and consistent with the relevant accounting records and underlying documentation.

Section 2

This Resolution shall take effect upon adoption.

10 persons participated in the vote; 10 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Ewa Sowińska

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Marian Sewerski

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Piotr Wielowieyski

.....
Tomasz Zieliński



Resolution No. 4723/25
of the Supervisory Board
of ORLEN Spółka Akcyjna
dated 14 April 2025

on assessment of the Directors' Report on the operations of the ORLEN Group and ORLEN S.A. in 2024 in terms of its completeness, accuracy, and consistency with accounting records and underlying documentation

Acting pursuant to Art. 8.11.6 and Art. 8.11.6b of the Company's Articles of Association in conjunction with Art. 382.3.1 of the Commercial Companies Code and pursuant to Art. 49, Art. 55.2a, and Art. 63x of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board resolves to give a favourable assessment – in terms of its completeness, accuracy, and consistency with the accounting records and underlying documentation – the Directors' Report on the operations of the ORLEN Group and ORLEN S.A. in 2024, as attached to this Resolution, having found this Report to be complete, accurate, and consistent with the relevant accounting records and underlying documentation

Section 2

This Resolution shall take effect upon adoption.

10 persons participated in the vote; 10 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Ewa Sowińska

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Marian Sewerski

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Piotr Wielowieyski

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Tomasz Zieliński



Resolution No. 4724/25
of the Supervisory Board
of ORLEN Spółka Akcyjna
dated 14 April 2025

on assessment of the consolidated financial statements of the ORLEN Group for the year ended 31 December 2024 in terms of their completeness, accuracy, and consistency with accounting records and underlying documentation

Acting pursuant to Art. 8.11.6b of the Company's Articles of Association in conjunction with Art. 382.1 of the Commercial Companies Code and pursuant to 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 Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board resolves to give a favourable assessment – in terms of their completeness, accuracy, and consistency with the accounting records and underlying documentation – of the independently audited consolidated financial statements of the ORLEN Group for the year ended 31 December 2024, as 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 1 January 2024 to 31 December 2024, showing a consolidated net profit of PLN 1,383 million (one billion, three hundred and eighty-three million złoty);
- the consolidated statement of financial position as at 31 December 2024, showing total assets and total equity and liabilities of PLN 255,368 million (two hundred and fifty-five billion, three hundred and sixty-eight million złoty);
- the consolidated statement of changes in equity, showing a decrease in equity as at 31 December 2024 of PLN (6,731) million (six billion, seven hundred and thirty-one million złoty);
- the consolidated statement of cash flows, showing a net decrease in cash of PLN (2,178) million (two billion, one hundred and seventy-eight million złoty);
- supplementary information, comprising the introduction and notes to the consolidated financial statements.

Section 2

This Resolution shall take effect upon adoption.

10 persons participated in the vote; 10 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Ewa Sowińska

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Marian Sewerski

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Piotr Wielowieyski

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Tomasz Zieliński



**Resolution No. 4727/25
of the Supervisory Board
of ORLEN Spółka Akcyjna
dated 14 April 2025**

on assessment of the Management Board's recommendation on the allocation of net profit for the financial year 2024

Acting pursuant to Art. 382.3.2 of the Commercial Companies Code and Art. 8.11.6 of the Company's Articles of Association, in conjunction with Art. 395.2.2 and Art. 348.1 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board endorses the Management Board's proposal to allocate the entire net profit for the financial year 2024, of PLN 3,944,314,694.14 (three billion, nine hundred and forty-four million, three hundred and fourteen thousand, six hundred and ninety-four zloty, 14/100) to the payment of dividend:

Section 2

The Supervisory Board further endorses the Management Board's proposal to allocate a total of PLN 6,965,652,294.00 (six billion, nine hundred and sixty-five million, six hundred and fifty-two thousand, two hundred and ninety-four zloty) to the payment of dividend (PLN 6.00 per share). The dividend referred to in the preceding sentence shall be distributed from the net profit for 2024, of PLN 3,944,314,694.14 (three billion, nine hundred and forty-four million, three hundred and fourteen thousand, six hundred and ninety-four zloty, 14/100) and from a portion of the Company's statutory reserve funds created from retained earnings in prior years, of PLN 3,021,337,599.86 (three billion, twenty-one million, three hundred and thirty-seven thousand, five hundred and ninety-nine zloty, 86/100).

The Supervisory Board is of the opinion that the Management Board's recommendation on the amount of dividend to be paid in 2024 is consistent with the Company's strategy and objectives.

Section 3

The Supervisory Board also endorses the Management Board's recommendation to set 14 August 2025 as the dividend record date and 1 September 2025 as the dividend payment date.

Section 4

This Resolution shall take effect upon adoption.

10 persons participated in the vote; 10 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Ewa Sowińska

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Marian Sewerski

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Piotr Wielowieyski

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Tomasz Zieliński



**Resolution No. 4752/25
of the Supervisory Board
of ORLEN Spółka Akcyjna
dated 8 May 2025**

to authorise the Supervisory Board's report on its activities for the financial year 2024

On the basis of: Art. 382.3 and Art. 382.3.1 of the Commercial Companies Code, Art. 8.11.6, Art. 8.11.6a and Art. 8.11.6b of the Company's Articles of Association in conjunction with Section 3a.2 of the Rules of Procedure for the Supervisory Board and principle 2.11 of the Best Practice for GPW Listed Companies 2021, as well as the Guidelines for State-Run Companies Preparing Financial Statements for 2024.

Section 1

The Supervisory Board hereby resolves to authorise the Supervisory Board's report on its activities for the financial year 2024 ("The Supervisory Board's Report for 2024"), including in particular:

- conclusions of the assessment of the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2024 in terms of its accuracy and consistency with accounting records and documents;
- assessment of the information provided by the Management Board in the Directors' Report on activities of foundations and other not-for-profit trusts of which the Company is a settlor, with particular regard to their financial management, objectives, and projects or programmes they undertake;
- conclusions of the assessment of the financial statements of ORLEN S.A. for the year ended 31 December 2024 in terms of their completeness, accuracy, and consistency with accounting records and underlying documentation;
- conclusions of the assessment of the consolidated financial statements of the ORLEN Group for the year ended 31 December 2024 in terms of their completeness, accuracy, and consistency with accounting records and underlying documentation;
- conclusions of the assessment of the Management Board's proposal on distribution of the net profit for 2024, including the recommendation on the amount of dividend to be paid in 2025;
- an assessment of the performance by the Management Board of its obligations under Article 380¹ of the Commercial Companies Code and an assessment of the Management Board's practices with respect to the preparation and provision to the Supervisory Board of information, documents, reports and clarifications requested pursuant to Art. 382.4 of the Commercial Companies Code;
- information on the composition of the Supervisory Board and its committees, specifying which members of the Supervisory Board meet the independence criteria, and which of them do not have any actual and material links to any Shareholder holding 5% or more of total voting rights in the Company;
- a summary of the activities of the Supervisory Board and its committees;
- an assessment of the Company's standing on a consolidated basis, including an assessment of the adequacy and effectiveness of its internal control, risk management and compliance systems and internal audit function, along with information on the steps taken by the Supervisory Board to perform the assessment; the assessment covers all material controls, including those related to reporting and operating activities;
- assessment of the Company's compliance with corporate governance standards and the manner in which the Company complies with its disclosure requirements set out in the WSE Rules and legal provisions governing current and periodic information published by issuers of securities, along with information on the steps taken by the Supervisory Board to perform the assessment;
- an assessment of the appropriateness of the Company's and the Group's sponsorship and

donation spending, including the amount spent on these purposes;

- an assessment of the activities of the Group companies in the assessment of the Group's consolidated financial statements;
- an assessment of the use of non-current assets, in particular real property, by the Company.

The Supervisory Board's report on its activities for 2024 is attached as an appendix to this Resolution.

Section 2

This Resolution shall take effect upon adoption.

10 persons participated in the vote; 10 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Ewa Sowińska

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Marian Sewerski

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Piotr Wielowieyski

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Tomasz Zieliński



**Resolution No. 4753/25
of the Supervisory Board
of ORLEN Spółka Akcyjna (the "Company")
dated 8 May 2025**

to authorise the report of the Supervisory Board of ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2024

Acting pursuant to Section 3a.2.g of the Rules of Procedure for the Supervisory Board of ORLEN S.A. and Art. 90g.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board of ORLEN S.A. resolves to authorise the report of the Supervisory Board of ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2024, as attached to this Resolution, containing in particular:

- the total remuneration split out by components referred to in Art. 90d.3.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, and the relative proportion of these components;
- an explanation of how the total remuneration complies with the adopted remuneration policy, including how it contributes to long-term performance objectives of the Company;
- information on how the performance criteria were applied;
- information on year-on year changes in the remuneration, the Company's results, and average remuneration of the Company's employees other than Management or Supervisory Board members over at least five most recent financial years, presented together in a manner which permits comparison;
- information on the amount of remuneration, if any, from entities belonging to the same group as defined in the Accounting Act of 29 September 1994;
- information on the number of financial instruments granted or offered, and the main conditions for the exercise of the rights attached thereto, including the exercise price and date and any change thereof;
- information on the use of the possibility to reclaim variable remuneration;
- information on any deviations from the remuneration policy implementation procedure and temporary disapplication of the remuneration policy in accordance with Art. 90f of the Public Offering Act.

Section 2

The Supervisory Board of ORLEN S.A. authorises Wojciech Popiołek, Chair of the Supervisory Board, and Michał Gajdus, Deputy Chair of the Supervisory Board, to sign the Supervisory Board's report on remuneration of members of the Management Board and the Supervisory Board for 2024, containing the information referred to in Section 1 of this Resolution.

Section 3

This Resolution shall take effect upon adoption.

10 persons participated in the vote; 10 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Ewa Sowińska

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Marian Sewerski

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Piotr Wielowieyski

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Tomasz Zieliński



Resolution No. 4754/25
of the Supervisory Board
of ORLEN Spółka Akcyjna
dated 8 May 2025

to approve the Report of ORLEN S.A. on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2024

Acting pursuant to Art. 8.11.15 of the Company's Articles of Association in conjunction with Section V.1.8.b of the Guidelines for State-Run Companies Preparing Financial Statements for 2024, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board of ORLEN S.A. resolves to approve the Report of ORLEN S.A. on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2024, as prepared by the Management Board, and to adopt the Supervisory Board's Assessment thereof, attached as Appendix 1 to this Resolution.

The Report of ORLEN S.A. on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2024 is attached as Appendix 2 to this Resolution.

Section 2

This Resolution shall be effective as of its date.

10 persons participated in the vote; 10 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Ewa Sowińska

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Marian Sewerski

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Piotr Wielowieyski

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Tomasz Zieliński

ORLEN S.A. SUPERVISORY BOARD'S ASSESSMENT OF THE REPORT ON ENTERTAINMENT EXPENSES, LEGAL EXPENSES, MARKETING EXPENSES, PUBLIC RELATIONS AND SOCIAL COMMUNICATION EXPENSES, AND MANAGEMENT CONSULTANCY FEES FOR THE YEAR ENDED 31 DECEMBER 2024, AS PREPARED BY THE MANAGEMENT BOARD

I. ASSESSED REPORT

This assessment covers:

1. The report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2024 prepared by the ORLEN S.A. Management Board.

II. ASSESSMENT OF THE REPORT ON ENTERTAINMENT EXPENSES, LEGAL EXPENSES, MARKETING EXPENSES, PUBLIC RELATIONS AND SOCIAL COMMUNICATION EXPENSES, AND MANAGEMENT CONSULTANCY FEES IN 2024, AS PREPARED BY THE MANAGEMENT BOARD

2. The Supervisory Board of ORLEN S.A., having reviewed the report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2024 prepared by the ORLEN S.A. Management Board, the outcomes of this expenditure, and information and materials received from the Management Board and other representatives of the Company, is satisfied that the Report:

- complies with the guidelines on preparing the report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in place at ORLEN S.A. and is consistent with the accounting records for 2024.

- is complete, accurate, and consistent with the relevant accounting records and underlying documentation.

Therefore, the Supervisory Board of ORLEN S.A. approves the report on entertainment expenses, legal expenses, marketing expenses, public relations and communication expenses, and management consultancy fees in 2024, as prepared by the ORLEN S.A. Management Board.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Ewa Sowińska

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Marian Sewerski

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Piotr Wielowieyski

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Tomasz Zieliński



**Resolution No. 4755/25
of the Supervisory Board
of ORLEN Spółka Akcyjna
dated 8 May 2025**

to provide an opinion on the agenda and draft resolutions of the Annual General Meeting of ORLEN S.A.

Pursuant to Art. 8.11.7 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

Section 1

The Supervisory Board of ORLEN Spółka Akcyjna gives a favourable opinion on the matters covered by the draft resolutions of the Annual General Meeting of ORLEN S.A., attached as an appendix hereto; however, the Supervisory Board does not take a position on resolutions concerning granting discharge from liability to members of the Supervisory Board.

Section 2

This Resolution shall take effect upon adoption.

10 persons participated in the vote; 10 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Ewa Sowińska

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Marian Sewerski

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Tomasz Zieliński