



**Resolution No. 8684/24  
of the Management Board  
of ORLEN Spółka Akcyjna  
dated 24 April 2024**

*on allocation of the net profit for the financial year 2023*

Pursuant to Art. 9.7.1 of the Company's Articles of Association and Section 5.5.3 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.2 and Art 348.4 of the Commercial Companies Code as well as Art. 7.7.3 of the Company's Articles of Association, and considering the provisions of Art. 8.11.6 of the Company's Articles of Association, the Management Board hereby resolves as follows:

**Section 1**

The Management Board adopts the recommendation on the allocation of the net profit earned by ORLEN S.A. in 2023 and resolves to request that the Annual General Meeting pass a resolution on the allocation of the net profit for the financial year 2023, 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**

The Management Board proposes that 20 September 2024 be set as the dividend record date and 20 December 2024 as the dividend payment date.

**Section 3**

The Management Board recommends that 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) be allocated to the Company's statutory reserve funds.

**Section 4**

The Management Board resolves to request that Supervisory Board's Audit Committee and then the Supervisory Board assess the recommendations and proposals referred in Section 1, Section 2 and Section 3 of this Resolution, respectively.

**Section 5**

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

**Section 6**

This Resolution shall take effect upon adoption.

5 Management Board Members participated in the vote; 5 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

.....  
Ireneusz Fąfara  
President of the Management Board

.....  
Witold Literacki  
Vice President of the Management Board

.....  
Józef Węgrecki  
Member of the Management Board

.....  
Kazimierz Mordaszewski  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member

.....  
Tomasz Zieliński  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member



**Resolution No. 8685/24  
of the Management Board  
of ORLEN Spółka Akcyjna  
dated 24 April 2024**

*to authorise the financial statements of ORLEN Spółka Akcyjna for the year ended 31 December 2023*

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

Section 1

The Management Board authorises the audited financial statements of ORLEN S.A. for the year ended 31 December 2023, as attached to this Resolution, comprising:

- the separate statement of profit or loss (presented in the statement of profit or loss and other comprehensive income) for the period from 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

The Management Board requests that the Supervisory Board assess the financial statements of ORLEN S.A. for the year ended 31 December 2023, as referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and approve the financial statements of ORLEN S.A. for the year ended 31 December 2023, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall take effect upon adoption.

5 Management Board Members participated in the vote; 5 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

.....  
Ireneusz Fąfara  
President of the Management Board

.....  
Witold Literacki  
Vice President of the Management Board

.....  
Kazimierz Mordaszewski  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member

.....  
Józef Węgrecki  
Member of the Management Board

.....  
Tomasz Zieliński  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member



**Resolution No. 8688/24  
of the Management Board  
of ORLEN Spółka Akcyjna  
dated 24 April 2024**

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

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

Section 1

The Management Board authorises the audited consolidated financial statements of the ORLEN Group for the year ended 31 December 2023, 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 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

The Management Board requests that the Supervisory Board assess the consolidated financial statements of the ORLEN Group for the year ended 31 December 2023, as referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and approve the consolidated financial statements of the ORLEN Group for the year ended 31 December 2023, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall take effect upon adoption.

5 Management Board Members participated in the vote; 5 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

.....  
Ireneusz Fąfara  
President of the Management Board

.....  
Witold Literacki  
Vice President of the Management Board

.....  
Kazimierz Mordaszewski  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member

.....  
Józef Węgrecki  
Member of the Management Board

.....  
Tomasz Zieliński  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member



**Resolution No. 8689/24  
of the Management Board  
of ORLEN Spółka Akcyjna  
dated 24 April 2024**

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

Pursuant to Art. 9.7.1 of the Company's Articles of Association and Sections 5.5.3 and 5.5.11 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code, Art. 49 and Art. 55.2a of the Accounting Act, as well as in conjunction with Art. 7.7.1 and Art. 8.11.6 and Art. 8.11.6b of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board authorises the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023, as attached to this Resolution.

Section 2

The Management Board requests that the Supervisory Board assess the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023, as referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and approve the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall take effect upon adoption.

5 Management Board Members participated in the vote; 5 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

.....  
Ireneusz Fařara  
President of the Management Board

.....  
Witold Literacki  
Vice President of the Management Board

.....  
Kazimierz Mordaszewski  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member

.....  
Józef Węgrecki  
Member of the Management Board

.....  
Tomasz Zieliński  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member



**Resolution No. 8690/24  
of the Management Board  
of ORLEN Spółka Akcyjna  
dated 24 April 2024**

*on the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2023*

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 of the Rules of Procedure for the Management Board in conjunction with Art. 9.11 and Art. 8.11.15 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

1. The Management Board resolves to authorise the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2023 ("Report on Expenses"), as attached to this Resolution.
2. The Management Board resolves to request that the Supervisory Board approve the Report on Expenses.

Section 2

This Resolution shall take effect upon adoption.

5 Management Board Members participated in the vote; 5 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

.....  
Ireneusz Fąfara  
President of the Management Board

.....  
Witold Literacki  
Vice President of the Management Board

.....  
Kazimierz Mordaszewski  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member

.....  
Józef Węgrecki  
Member of the Management Board

.....  
Tomasz Zieliński  
Member of the Supervisory Board  
delegated to temporarily perform  
the duties of Management Board Member



**Resolution No. 8711/24  
of the Management Board  
of ORLEN Spółka Akcyjna (the "Company")  
dated 20 May 2024**

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

Pursuant to Section 5.5.3 of the Rules of Procedure for the Management Board in conjunction with Art. 8.11.7 of the Company's Articles of Association, and considering the provisions of Art. 90d.1 and Art. 90e.4 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, the Management Board hereby resolves as follows:

Section 1

Following a review of the Remuneration Policy for Members of the Management Board and the Supervisory Board of ORLEN S.A. (the "Remuneration Policy"), the Management Board adopts the draft revised Remuneration Policy, as attached hereto.

Section 2

The Management Board requests that the Supervisory Board's Nomination and Remuneration Committee and the Supervisory Board endorse the Remuneration Policy referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting adopt the Remuneration Policy referred to in Section 1, subject to its endorsement by the Supervisory Board.

Section 4

This Resolution shall take effect upon adoption.

6 Management Board Members participated in the vote; 6 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

Signatures of the Management Board members present at the meeting:

.....  
Ireneusz Fąfara  
President of the Management Board

.....  
Magdalena Bartoś  
Vice President of the Management Board

.....  
Witold Literacki  
Vice President of the Management Board

.....  
Wiesław Prugar  
Member of the Management Board

.....  
Ireneusz Sitarski  
Vice President of the Management Board

.....  
Robert Soszyński  
Vice President of the Management Board





**Resolution No. 8731/24  
of the Management Board  
of ORLEN Spółka Akcyjna (the "Company")  
dated 28 May 2024**

*to approve draft resolutions of the Annual General Meeting*

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

**Section 1**

The Management Board of ORLEN Spółka Akcyjna hereby resolves to approve the draft resolutions of the Annual General Meeting of ORLEN S.A., which are attached as an appendix hereto.

**Section 2**

The Management Board requests that the Supervisory Board give a favourable opinion on the matters covered by the draft resolutions of the Annual General Meeting as referred to in Section 1 of this Resolution and that the Annual General Meeting pass the resolutions referred to in Section 1 of this Resolution.

**Section 3**

This Resolution shall take effect upon adoption.

6 Management Board Members participated in the vote; 6 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

The vote was held using means of remote communication.  
All Management Board members were notified of the contents of the resolution.

6 Management Board Members participated in the vote; 6 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

<b>Ireneusz Fąfara</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Magdalena Bartoś</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Witold Literacki</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Wiesław Prugar</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Ireneusz Sitarski</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Robert Soszyński</b>	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:

.....  
Witold Literacki  
Vice-President of the Management Board



**Resolution No. 8732/24  
of the Management Board  
of ORLEN Spółka Akcyjna (the "Company")  
dated 28 May 2024**

*to convene the Annual General Meeting*

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 and 5.5.4 of the Rules of Procedure for the Management Board, and considering the provisions of Art. 399.1 in conjunction with Art. 395.1, 395.2 and 395.5 of the Commercial Companies Code, as well as Art. 7.3 of the Company's Articles of Association, and Art. 8.11.7 of the Company's Articles of Association, the Management Board hereby resolves as follows:

**Section 1**

The Management Board of ORLEN Spółka Akcyjna resolves to convene the Annual General Meeting of ORLEN S.A., to be held at the Company's Administration Centre at ul. Chemików 7, 09-411 Płock, Poland, in room 1, on 25 June 2024 at 11.00am, with the following agenda:

1. Opening of the General Meeting.
2. Appointment of the Chair of the Meeting.
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Management Board' report on the operations of the ORLEN Group and ORLEN S.A. in 2023.
7. Consideration of the financial statements of PKN ORLEN S.A. for the year ended 31 December 2023, as well as the Management Board's recommendation regarding the distribution 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's 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 distribute 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 Supervisory Board for 2023.
19. Consideration of and voting on a resolution on 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. Determination of the amounts of remuneration for members of the Supervisory Board of the Company.
23. Closing of the General Meeting.

## Section 2

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.

6 Management Board Members participated in the vote; 6 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

<b>Ireneusz Fąfara</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Magdalena Bartoś</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Witold Literacki</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Wiesław Prugar</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Ireneusz Sitarski</b>	vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
<b>Robert Soszyński</b>	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 confirmation that the Management Board of  
ORLEN S.A. held the above vote:

.....  
Witold Literacki  
Vice-President of the Management Board