



**Resolution No. 7496/22
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated March 22nd 2022**

on: *Presentation of the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2021.*

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 2021 ("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 come into force upon its adoption.

7 Management Board Members participated in the vote; 7 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Michał Róg
Member of the Management Board

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Piotr Sabat
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 7512/22
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated March 30th 2022**

concerning distribution of net profit for the financial year 2021

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. 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 in consideration of Art. 8.11.6 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Company's Management Board approves the proposal concerning distribution of the net profit earned by PKN ORLEN S.A. in 2021 and requests that the Annual General Meeting pass a resolution on distribution of the net profit for the financial year 2021, of PLN 8,397,702,761.43 (eight billion, three hundred and ninety-seven million, seven hundred and two thousand, seven hundred and sixty-one zloty, 43/100), in the following manner:

- 1) PLN 1,496,981,713.50 (one billion, four hundred and ninety-six million, nine hundred and eighty-one thousand, seven hundred and thirteen zloty, 50/100) shall be distributed as dividend (of PLN 3.50 per share);
- 2) the balance, i.e. PLN 6,900,721,047.93 (six billion, nine hundred million, seven hundred and twenty-one thousand, forty-seven zloty, 93/100) shall be allocated to the Company's statutory reserve funds.

Section 2

The Management Board recommends that August 10th 2022 be set as the dividend record date and October 3rd 2022 – as the dividend payment date.

Section 3

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

Section 4

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

Section 5

This Resolution shall be effective upon its adoption.

The vote was held using means of remote communication.

All Management Board members were notified of the contents of the resolution.

8 Management Board Members participated in the vote; 8 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

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

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

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

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

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

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

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

I hereby confirm that the Management Board of
PKN ORLEN S.A. held the above vote:

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Armen Artwich
Member of the Management Board



**Resolution No. 7513/22
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated March 30th 2022**

to authorise the financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended December 31st 2021

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

Section 1

The Company's Management Board authorises the audited financial statements of PKN ORLEN S.A. for the year ended December 31st 2021, attached to this Resolution, comprising:

- the separate statement of profit or loss (presented in the statement of profit or loss and other comprehensive income) for the period from January 1st 2021 to December 31st 2021, showing a net profit of PLN 8,397,702,761.43 (eight billion, three hundred and ninety-seven million, seven hundred and two thousand, seven hundred and sixty-one złoty, 43/100);
- the separate statement of financial position as at December 31st 2021, showing total assets and total equity and liabilities of PLN 70,952,632,038.88 (seventy billion, nine hundred and fifty-two million, six hundred and thirty-two thousand, thirty-eight złoty, 88/100);
- the separate statement of changes in equity, showing an increase in equity as at December 31st 2021 by PLN 6,586,060,000.40 (six billion, five hundred and eighty-six million, sixty thousand złoty, 40/100);
- the separate statement of cash flows, showing a net increase in cash of PLN 941,542,448.77 (nine hundred and forty-one million, five hundred and forty-two thousand, four hundred and forty-eight złoty, 77/100);
- supplementary information, comprising the introduction and notes to the separate financial statements.

Section 2

The Management Board requests that the Supervisory Board assess the financial statements of PKN ORLEN S.A. for the year ended December 31st 2021, as referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and receive the financial statements of PKN ORLEN S.A. for the year ended December 31st 2021, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall come into force upon its adoption.

8 Management Board Members participated in the vote; 8 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Michał Róg
Member of the Management Board

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Piotr Sabat
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 7514/22
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated March 30th 2022**

to authorise the consolidated financial statements of the ORLEN Group for the year ended December 31st 2021

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

Section 1

The Company's Management Board authorises the audited consolidated financial statements of the ORLEN Group for the year ended December 31st 2021, attached to this Resolution, comprising:

- the consolidated statement of profit or loss (presented in the consolidated statement of profit or loss and other comprehensive income) for the period from January 1st 2021 to December 31st 2021, showing a net profit of PLN 11,187,806,593.84 (eleven billion, one hundred and eighty-seven million, eight hundred and six thousand, five hundred and ninety-three złoty, 84/100);
- the consolidated statement of financial position as at December 31st 2021, showing total assets and total equity and liabilities of PLN 106,754,418,790.70 (one hundred and six billion, seven hundred and fifty-four million, four hundred and eighteen thousand, seven hundred and ninety złoty, 70/100);
- the consolidated statement of changes in equity, showing an increase in equity as at December 31st 2021 by PLN 10,188,499,184.62 (ten billion, one hundred and eighty-eight million, four hundred and ninety-nine thousand, one hundred and eighty-four złoty, 62/100);
- the consolidated statement of cash flows, showing a net increase in cash and cash equivalents of PLN 1,550,038,427.75 (one billion, five hundred and fifty million, thirty-eight thousand, four hundred and twenty-seven złoty, 75/100);
- supplementary information, comprising the introduction and notes to the consolidated financial statements.

Section 2

The Company's Management Board requests the Company's Supervisory Board to assess the consolidated financial statements of the ORLEN Group for the year ended December 31st 2021, referred to in Section 1 of this Resolution.

Section 3

The Company's Management Board resolves to request the Company's General Meeting to review and approve the consolidated financial statements of the ORLEN Group for the year ended December 31st 2021, referred to in Section 1 hereof.

Section 4

This Resolution shall come into force upon its adoption.

8 Management Board Members participated in the vote; 8 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Michał Róg
Member of the Management Board

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Piotr Sabat
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 7515/22
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated March 30th 2022**

to authorise the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021

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

Section 1

The Company's Management Board authorises the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021, as attached to this Resolution.

Section 2

The Company's Management Board requests that the Company's Supervisory Board assess the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021, referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and receive the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall come into force upon its adoption.

8 Management Board Members participated in the vote; 8 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Michał Róg
Member of the Management Board

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Piotr Sabat
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 7535/22
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 20th April 2022**

to convene the Annual General Meeting

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

Section 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to convene the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., to be held at Dom Technika at ul. Kazimierza Wielkiego 41, Płock, Poland, on May 25th 2022 at 11.00 am, with the following agenda:

1. Opening of the General Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021.
7. Consideration of the financial statements of PKN ORLEN S.A. for the year ended December 31st 2021, as well as the Management Board's recommendation regarding the distribution of net profit for the financial year 2021.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2021.
9. Consideration of the Report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2021.
10. Presentation of the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2021.
11. Voting on a resolution to receive the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2021.
12. Voting on a resolution to receive the financial statements of PKN ORLEN S.A. for the year ended December 31st 2021.
13. Voting on a resolution to receive the consolidated financial statements of the ORLEN Group for the year ended December 31st 2021.
14. Voting on a resolution to distribute the net profit for the financial year 2021 and to determine the dividend record date and the dividend payment date.
15. Voting on a resolution to receive the Report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2021.
16. Voting on resolutions to grant discharge to members of the Management Board of PKN ORLEN S.A. for performance of their duties in 2021.
17. Voting on resolutions to grant discharge to members of the Supervisory Board of PKN ORLEN S.A. for performance of their duties in 2021.
18. Voting on a resolution to determine the number of Supervisory Board members.
19. Voting on resolutions to appoint members of the Supervisory Board for a new term.

20. Consideration of and voting on a resolution to endorse the Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2021.
21. Presentation of the Best Practice for WSE Listed Companies 2021 and of the Company's Statement of Compliance therewith.
22. Closing of the General Meeting.

Section 2

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

Section 3

This Resolution shall be effective upon its adoption.

The vote was held using means of remote communication.

All Management Board members were notified of the contents of the resolution.

8 Management Board Members participated in the vote; 8 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

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

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

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

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

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

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

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

I hereby confirm that the Management Board of PKN ORLEN S.A. held the above vote:

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Daniel Obajtek
President of the Management Board



**Resolution No. 7536/22
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 20th April 2022**

to approve draft resolutions of the Annual General Meeting

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

Section 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to approve the draft resolutions of the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A.
The draft resolutions of the Annual General Meeting are attached as an appendix to this Resolution.

Section 2

The Management Board requests that the Supervisory Board endorse 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 be effective upon its adoption.

The vote was held using means of remote communication.

All Management Board members were notified of the contents of the resolution.

8 Management Board Members participated in the vote; 8 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

Daniel Obajtek - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Armen Artwich - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Adam Burak - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Patrycja Klarecka - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Michał Róg - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Piotr Sabat - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Jan Szewczak - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board
Józef Węgrecki - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

I hereby confirm that the Management Board of
PKN ORLEN S.A. held the above vote:

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Daniel Obajtek
President of the Management Board