



**Resolution No. 9252/25  
of the Management Board of ORLEN Spółka Akcyjna  
dated 15 May 2025**

*to amend the agenda of the Annual General Meeting*

Acting pursuant to Art. 9.7.1 of Company's Articles of Association and Section 5.5.4 of the Rules of Procedure for the Company's Management Board, in connection with a proposal submitted by the Shareholder – State Treasury on 13 May 2025 pursuant to Art. 401.1 of the Commercial Companies Code, considering Art. 7.4.3 of the Company's Articles of Association and the Management Board Resolution No. 9243/25 of 8 May 2025, the Management Board resolves as follows:

Section 1

1. The following additional item shall be included on the agenda of the ORLEN S.A. Annual General Meeting convened for 5 June 2025 at 11:00 a.m. in Płock, at the Company's registered office, in the Administration Centre building, Room 1, ul. Chemików 7, 09-411 Płock, Poland:

“Consideration of and voting on a resolution to amend Resolution No. 4 of the Extraordinary General Meeting of 24 January 2017 on the rules of remuneration for Management Board Members.”.

2. The following agenda, amended as proposed by the Shareholder, shall be adopted for the Annual General Meeting convened for 5 June 2025:
  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 legal 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 ORLEN S.A. in 2024.
  7. Consideration of the financial statements of ORLEN S.A. for the year ended 31 December 2024, as well as the Management Board's recommendation regarding the allocation of net profit for the financial year 2024.
  8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended 31 December 2024.
  9. Consideration of the Supervisory Board's report on its activities for the financial year 2024.
  10. Presentation of the 2024 Report on entertainment expenses, legal expenses, marketing expenses, public relations and communication expenses, and management consultancy fees.
  11. Consideration of and voting on a resolution to approve the Directors' Report on the operations of the ORLEN Group and ORLEN S.A. in 2024.
  12. Consideration of and voting on a resolution to approve the financial statements of ORLEN S.A. for the year ended 31 December 2024.
  13. Consideration of and voting on a resolution to approve the consolidated financial statements of the ORLEN Group for the year ended 31 December 2024.
  14. Consideration of and voting on a resolution to allocate the net profit for the financial year 2024, pay dividend from the net profit for 2024 and the Company's statutory reserve funds, and 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 2024.
  16. Consideration of and voting on resolutions whether to discharge Members of the Management Board of liability for their activities in 2024.
  17. Consideration of and voting on resolutions whether to discharge Members of the Supervisory Board of liability for their activities in 2024.
  18. Consideration of and voting on a resolution to endorse the ORLEN S.A. Supervisory Board's report on remuneration of members of the Management Board and the Supervisory Board for 2024.
  19. Consideration of and voting on a resolution to consent to the acquisition by the Company of all shares in Energomedia spółka z ograniczoną odpowiedzialnością of Trzebinia, entered in the Business Register of the National Court Register under No. KRS 0000067731, from ORLEN Południe Spółka Akcyjna.

20. Consideration of and voting on a resolution to determine the number of Supervisory Board Members.
21. Consideration of and voting on resolutions to appoint Supervisory Board Members.
22. Determination of the amounts of remuneration for Supervisory Board Members.
23. Consideration of and voting on a resolution to amend Resolution No. 4 of the Extraordinary General Meeting of 24 January 2017 on the rules of remuneration for Management Board Members.
24. Closing of the General Meeting.

#### Section 2

The Management Board resolves to approve and submit to the Annual General Meeting the amended draft resolution of the Annual General Meeting to adopt the agenda of the Annual General Meeting together with the remaining draft resolutions of that General Meeting adopted by the Management Board Resolution No. 9244/25 of 8 October 2025, as attached hereto.

#### Section 3

The Management Board requests that the Supervisory Board provide its opinion on the matters covered by the draft resolutions of the Annual General Meeting referred to in Section 2 hereof.

#### Section 4

This Resolution shall operate to effectively amend the Management Board Resolutions No. 9243/25 and No. 9244/25 of 8 May 2025 to the extent specified in Sections 1 and 2 hereof.

#### Section 5

This Resolution shall take effect upon adoption.

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

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

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Ireneusz Fąfara  
Prezes Zarządu

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Marek Balawejder  
Członek Zarządu

.....  
Magdalena Bartoś  
Wiceprezes Zarządu

.....  
Witold Literacki  
Wiceprezes Zarządu

.....  
Artur Osuchowski  
Członek Zarządu

.....  
Wiesław Prugar  
Członek Zarządu

.....  
Ireneusz Sitarski  
Wiceprezes Zarządu

.....  
Robert Soszyński  
Wiceprezes Zarządu

.....  
Marcin Wasilewski  
Członek Zarządu



**Resolution No. 4759/25**  
**of the Supervisory Board**  
**of ORLEN Spółka Akcyjna (the "Company")**  
**dated 15 May 2025**

to provide an opinion on the amended agenda of the Annual General Meeting

On the basis of Art. 8.11.7 of Company's Articles of Association, in connection with a proposal submitted by the Shareholder – State Treasury on 13 May 2025 pursuant to Art. 401.1 of the Commercial Companies Code, considering Art. 7.4.3 of the Company's Articles of Association:

**Section 1**

The Supervisory Board of ORLEN Spółka Akcyjna hereby endorses the agenda of the Annual General Meeting as amended at the request of the Shareholder – State Treasury of 13 May 2025. The draft resolutions of the Annual General Meeting are attached as an appendix hereto.

**Section 2**

This Resolution shall operate to effectively amend the Supervisory Board Resolution No. 4755/25 of 8 May 2025 to the extent specified in Section 1 hereof.

**Section 3**

This Resolution shall take effect upon adoption.

The vote was held using means of remote communication.

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

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

Wojciech Popiołek	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board
Michał Gajdus	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board
Katarzyna Łobos	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board
Ewa Gąsiorek	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board
Kazimierz Mordaszewski	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board
Mikołaj Pietrzak	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board
Marian Sewerski	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board
Ewa Sowińska	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board
Piotr Wielowieyski	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board
Tomasz Zieliński	vote IN FAVOUR cast in accordance with Section 26c of the Rules of Procedure for the Supervisory Board

Confirmation of the conducted vote by the ORLEN S.A. Supervisory Board:

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Wojciech Popiołek  
Chair of the Supervisory Board