

To the Extraordinary General Meeting of ORLEN Spółka Akcyjna

Dear Shareholders,

Please be informed that the agenda of the Extraordinary General Meeting of ORLEN Spółka Akcyjna includes an item concerning the consideration of and voting on a resolution to approve the disposal by the Company of properties located in the Stara Biała Municipality and in Płock, together with their component parts, through their contribution in kind as payment for shares in the increased share capital of ORLEN Olefiny Spółka z ograniczoną odpowiedzialnością of Płock. Adoption of the above resolution represents a continuation of the work undertaken at ORLEN S.A.

I. Continuation of an important part of the OLEFINS III Project under project finance

In connection with the implementation by ORLEN S.A. (the “**Company**”) of investment project no. 22019 (i.e., the OLEFINS III Project) (the “**Project**”) and the intention to raise financing for this purpose in the form of project finance, it is required that the Company transfers to ORLEN Olefiny Sp. z o.o. (“**ORLEN Olefiny**”) – a special purpose vehicle which is carrying out a significant part of the Project and raising external financing – as a contribution in kind, the Properties (as defined below), whose disposal is, in accordance with Art. 393.4 of the Commercial Companies Code and Art. 7.7.8 of the Company’s Articles of Association, subject to approval by the Company’s General Meeting.

II. Assets to be contributed

The assets to be contributed (the “**Contribution in Kind**”) to ORLEN Olefiny are as follows:

- 1) the ownership rights to the following properties:
 - a. plots no. 216/12, 216/15, 217/4, 65/22, 65/23, situated in the Stara Biała Municipality, areas: 001, Biała, 008, Draganie Nowe, for which at the time of this Resolution the District Court in Płock, 6th Land and Mortgage Register Division, maintains land and mortgage register entry no. PL1P/00142076/5;
 - b. plot no. 66/9, situated in the Stara Biała Municipality, area 008, Draganie Nowe, for which at the time of this Resolution the District Court in Płock, 6th Land and Mortgage Register Division, maintains land and mortgage register entry no. PL1P/00143299/1; and
 - c. plot no. 20/109, situated in Płock, area 0013, Kombinat, for which at the time of this Resolution the District Court in Płock, 6th Land and Mortgage Register Division, maintains land and mortgage register entry no. PL1P/00142596/6,

together with their component parts (jointly referred to as the “**Properties**”); and

- 2) all rights held by the Company in respect of the Project execution (in the part being transferred to ORLEN Olefiny) under key project contracts (the EPCC ISBL contract for the main units (ISBL) and three EPC OSBL contracts relating to auxiliary infrastructure facilities) or under law or otherwise, relating to construction works, designs, deliveries, documentation, services, any other

rights, and each deliverable produced as a result of any other work carried out as part of investment project no. 22019 (i.e., the OLEFINS III Project) in the part being transferred to ORLEN Olefiny), required or recommended for the continuation of construction and execution and for the use of a new petrochemical complex to be developed as part of the Project, comprising a new steam cracker together with the C4 dehydrogenation unit and the following new end-stage processing units: the ethyl-tertio-butyl-ether (ETBE) unit, styrene extraction unit, pygas hydrogenation unit, ethylene oxide and glycol plant, steam generation unit and a cooling tower, together with the necessary infrastructure (the “**New Olefin Complex**”), by ORLEN Olefiny.

One component of the Contribution in Kind will be a significant part of the assets produced or acquired as part of the Project, currently ongoing at the Company, including, *inter alia*, components of future units of the New Olefin Complex, which are currently at various stages of completion.

A significant part of the Contribution in Kind is rights to property, plant and equipment under construction, that is future structures, buildings, machinery, equipment and transmission networks comprising the New Olefin Complex.

The Contribution in Kind shall be made based on the fair value determined by a professional provider of asset valuation services possessing relevant expertise.

III. The need to obtain approval from the Company’s General Meeting to dispose of the Properties

In accordance with Art. 7.7.8 of the Company’s Articles of Association, the powers of the Company’s General Meeting include “*granting consent to disposal of property, perpetual usufruct of or an interest in property with a net carrying amount exceeding one-twentieth of the Company’s share capital*”. At present, the threshold is PLN 72,558,878.06.

Given the current stage of completion of the Project, the valuation of the Properties (for the purpose of determining whether the above threshold has been exceeded or not) should take into account the expenditure incurred as part of the Project on the Properties (property, plant and equipment under construction) which will be transferred as part of the Contribution in Kind to ORLEN Olefiny.

As at September 30th 2023, the amount of recorded capital expenditure pertaining exclusively to the construction of the main units (ISBL) of the New Olefin Complex and corresponding to a portion of the carrying amount of the property, plant and equipment under construction included in the Contribution in Kind was at least **PLN 4.90 billion**.

Consequently, it is estimated that on the date when the Company makes the Contribution in Kind to ORLEN Olefiny, the carrying amount of the Properties, together with the above capital expenditure relating to the Properties, will be significantly above one-twentieth of the Company’s share capital, i.e., above PLN 72,558,878.06. This means that a resolution of the Company’s General Meeting approving the disposal of the Properties must be secured.

In view of the foregoing, we hereby submit to you a draft resolution of the Extraordinary General Meeting on the matter discussed above, requesting that it be passed.