



**Resolution No. 8908/24  
of the Management Board  
ORLEN Spółka Akcyjna  
dated November 12th 2024**

to amend the agenda of the Extraordinary General Meeting

Pursuant to Art. 9.1 of the Company's Articles of Association and Section 5.5.4 of the Rules of Procedure for the Management Board of the Company, further to a request from the shareholders: Nationale-Nederlanden Otwarty Fundusz Emerytalny of Warsaw, managed and represented by Nationale-Nederlanden Powszechnie Towarzystwo Emerytalne S.A. of Warsaw, with its registered office at ul. Topiel 12, 00-342 Warsaw, Poland (entered in the National Court Register under No. KRS 0000042153), PZU Złota Jesień Otwarty Fundusz Emerytalny, managed and represented by Powszechnie Towarzystwo Emerytalne PZU S.A. of Warsaw, with its registered office at Rondo Ignacego Daszyńskiego 4, 00-843 Warsaw, Poland (entered in the National Court Register under No. KRS 0000040724), and Generali Otwarty Fundusz Emerytalny, managed and represented by Generali Powszechnie Towarzystwo Emerytalne S.A. of Warsaw, with its registered office at ul. Senatorska 18, 00-082 Warsaw, 00-082, Poland (entered in the National Court Register under No. KRS 0000008579) (jointly: the "Shareholders"), submitted pursuant to Art. 401.1 of the Commercial Companies Code, and having regard to Art. 7.4.3 of the Company's Articles of Association and Management Board Resolution No. 8899/24 of 30 October 2024, the Management Board hereby resolves as follows:

**Section 1**

1. The following additional items shall be placed on the agenda of the Extraordinary 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 2 December 2024 at 11.00am:
  - "Consideration of and voting on a resolution to determine the number of Supervisory Board members,"
  - and
  - "Consideration of and voting on resolutions to change the composition of the Supervisory Board."
2. The following agenda, as amended at the request of the Shareholders, shall be adopted for the Extraordinary General Meeting convened for 2 December 2024:
  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 legal capacity to pass resolutions.
  4. Adoption of the agenda.
  5. Appointment of the Ballot Committee.
  6. Consideration of and voting on a resolution to seek compensation for losses incurred by the Company due to misconduct by members of the Management Board in their capacity as such.
  7. Consideration of and voting on a resolution to amend the Company's Articles of Association.
  8. Consideration of and voting on a resolution to restate the Company's Articles of Association.
  9. Consideration of and voting on a resolution to consent to the disposal by the Company of a network of self-service parcel terminals, comprising an organised part of the Company's business, through its contribution to a subsidiary of the Company in payment for shares in the subsidiary's increased share capital.
  10. Consideration of and voting on a resolution to determine the number of Supervisory Board members.
  11. Consideration of and voting on resolutions to change the composition of the Supervisory Board.
  12. Closing of the General Meeting.

### **Section 2**

The Management Board resolves to submit to the Extraordinary General Meeting draft resolutions of the Extraordinary General Meeting of ORLEN S.A. as submitted by the Shareholders, the amended draft resolution of the Extraordinary General Meeting to adopt the agenda of the Extraordinary General Meeting, and an additional draft resolution to determine the number of Supervisory Board members, together with draft resolutions adopted by Management Board Resolution No. 8900/24 of 30 October 2024, as attached hereto.

### **Section 3**

The Management Board requests that the Supervisory Board give its opinion on the draft resolutions of the Extraordinary General Meeting referred to in Section 2 hereof, as amended or added by the Management Board.

### **Section 4**

This Resolution shall operate to effectively amend Management Board Resolutions No. 8899/24 and No. 8900/24 of 30 October 2024 to the extent specified in Sections 1 and 2 hereof.

### **Section 5**

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.

9 Management Board Members participated in the vote; 9 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>Marek Balawejder</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>Artur Osuchowski</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
<b>Marcin Wasilewski</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.4585/24  
of the Supervisory Board  
of ORLEN Spółka Akcyjna (the “Company”)  
dated November 12th 2024**

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

Pursuant to Art. 8.11.7 of the Company’s Articles of Association, further to a request from the shareholders: Nationale-Nederlanden Otwarty Fundusz Emerytalny of Warsaw, managed and represented by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A. of Warsaw, with its registered office at ul. Topiel 12, 00-342 Warsaw, Poland (entered in the National Court Register under No. KRS 0000042153), PZU Złota Jesień Otwarty Fundusz Emerytalny, managed and represented by Powszechne Towarzystwo Emerytalne PZU S.A. of Warsaw, with its registered office at Rondo Ignacego Daszyńskiego 4, 00-843 Warsaw, Poland (entered in the National Court Register under No. KRS 0000040724), and Generali Otwarty Fundusz Emerytalny, managed and represented by Generali Powszechne Towarzystwo Emerytalne S.A. of Warsaw, with its registered office at ul. Senatorska 18, 00-082 Warsaw, 00-082, Poland (entered in the National Court Register under No. KRS 0000008579) (jointly: the “Shareholders”), submitted pursuant to Art. 401.1 of the Commercial Companies Code, and having regard to Art. 7.4.3 of the Company’s Articles of Association, the Supervisory Board hereby resolves as follows:

**Section 1**

The Supervisory Board of ORLEN Spółka Akcyjna hereby endorses the agenda of the Extraordinary General Meeting as amended at the request of the Shareholders. The draft resolutions of the Extraordinary General Meeting are attached as an appendix hereto.

**Section 2**

This Resolution shall operate to effectively amend Supervisory Board Resolution No. 4579/24 of 30 October 2024 to the extent specified in Sections 1 hereof.

**Section 3**

This Resolution shall take effect upon adoption.

9 persons participated in the vote; 9 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

.....vote November 12th 2024  
Wojciech Popiołek

.....vote November 12th 2024  
Michał Gajdus

.....vote November 12th 2024  
Katarzyna Łobos

..... vote November 12th 2024  
Ewa Gąsiorek

..... vote November 12th 2024  
Kazimierz Mordaszewski

.....vote November 12th 2024  
Piotr Wielowieyski

..... vote November 12th 2024  
Mikołaj Pietrzak

.....vote November 12th 2024  
Tomasz Zieliński

.....vote November 12th 2024  
Marian Sewerski