



**Resolution No. 9205/25
of the Management Board
of ORLEN Spółka Akcyjna
dated 14 April 2025**

on allocation of the net profit for the financial year 2024

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 348.1 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 2024 and resolves to propose that the Annual General Meeting pass a resolution to allocate the entire net profit for the financial year 2024, of PLN 3,944,314,694.14 (three billion, nine hundred and forty-four million, three hundred and fourteen thousand, six hundred and ninety-four złoty, 14/100), to the payment of dividend.

Section 2

The Management Board further adopts the recommendation on the amount of the dividend to be paid by ORLEN S.A. and resolves to propose that the Annual General Meeting pass a resolution to allocate a total of PLN 6,965,652,294.00 (six billion, nine hundred and sixty-five million, six hundred and fifty-two thousand, two hundred and ninety-four złoty) to the payment of dividend (PLN 6.00 per share). The dividend referred to in the preceding sentence shall be distributed from the net profit for 2024, of PLN 3,944,314,694.14 (three billion, nine hundred and forty-four million, three hundred and fourteen thousand, six hundred and ninety-four złoty, 14/100) and from a portion of the Company's statutory reserve funds created from retained earnings in prior years, of PLN 3,021,337,599.86 (three billion, twenty-one million, three hundred and thirty-seven thousand, five hundred and ninety-nine złoty, 86/100).

Section 3

The Management Board proposes that 14 August 2025 be set as the dividend record date and 1 September 2025 as the dividend payment date.

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 Strategic Finance

Section 6

This Resolution shall take effect upon adoption.

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.

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

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

.....
Marek Balawejder
Member of the Management Board

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

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

.....
Artur Osuchowski
Member 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

.....
Marcin Wasilewski
Member of the Management Board



**Resolution No. 9206/25
of the Management Board
of ORLEN Spółka Akcyjna
dated 14 April 2025**

to authorise the financial statements of ORLEN Spółka Akcyjna for the year ended 31 December 2024

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 2024, as attached to this Resolution, comprising:

- the separate statement of profit or loss (included in the statement of profit or loss and other comprehensive income) for the period from 1 January 2024 to 31 December 2024, showing a net profit of PLN 3,944 million (three billion, nine hundred and forty-four million złoty);
- the separate statement of financial position as at 31 December 2024, showing total assets and total equity and liabilities of PLN 197,738 million (one hundred and ninety-seven billion, seven hundred and thirty-eight million złoty);
- the separate statement of changes in equity, showing a decrease in equity as at 31 December 2024 of PLN (2,956) million (two billion, nine hundred and fifty-six million złoty);
- the separate statement of cash flows, showing a net decrease in cash of PLN (1,468) million (one billion, four hundred and sixty-eight million złoty);
- 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 2024, 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 2024, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall take effect upon adoption.

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.

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

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

.....
Marek Balawejder
Member of the Management Board

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

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

.....
Artur Osuchowski
Member 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

.....
Marcin Wasilewski
Member of the Management Board



**Resolution No. 9207/25
of the Management Board
of ORLEN Spółka Akcyjna
dated 14 April 2025**

to authorise the consolidated financial statements of the ORLEN Group for the year ended 31 December 2024

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 2024, 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 2024 to 31 December 2024, showing a consolidated net profit of PLN 1,383 million (one billion, three hundred and eighty-three million złoty);
- the consolidated statement of financial position as at 31 December 2024, showing total assets and total equity and liabilities of PLN 255,368 million (two hundred and fifty-five billion, three hundred and sixty-eight million złoty);
- the consolidated statement of changes in equity, showing a decrease in equity as at 31 December 2024 of PLN (6,731) million (six billion, seven hundred and thirty-one million złoty);
- the consolidated statement of cash flows, showing a net decrease in cash of PLN (2,178) million (two billion, one hundred and seventy-eight million złoty);
- 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 2024, 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 2024, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall take effect upon adoption.

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.

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

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

.....
Marek Balawejder
Member of the Management Board

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

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

.....
Artur Osuchowski
Member of the Management Board

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Wiesław Prugar
Member of the Management Board

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

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

.....
Marcin Wasilewski
Member of the Management Board



**Resolution No. 9209/25
of the Management Board
of ORLEN Spółka Akcyjna
dated 14 April 2025**

to authorise the Directors' Report on the operations of the ORLEN Group and ORLEN S.A. in 2024

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, Art. 55.2a, and Art. 63x 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, as attached to this Resolution, the Directors' Report on the operations of the ORLEN Group and ORLEN S.A. in 2024, including the Group's Sustainability Report that it contains.

Section 2

The Management Board requests that the Supervisory Board assess the Directors' Report on the operations of the ORLEN Group and ORLEN S.A. in 2024, as referred to in Section 1 of this Resolution.

Section 3

The Management Board requests that the General Meeting review and approve the Directors' Report on the operations of the ORLEN Group and ORLEN S.A. in 2024, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall take effect upon adoption.

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.

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

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

.....
Marek Balawejder
Member of the Management Board

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

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

.....
Artur Osuchowski
Member 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

.....
Marcin Wasilewski
Member of the Management Board



**Resolution No. 9227/25
of the Management Board
of ORLEN Spółka Akcyjna
dated 22 April 2025**

to authorise the Report of ORLEN S.A. on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2024

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 authorises the Report of ORLEN S.A. on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2024 (the "Expenses Report"), as attached hereto.
2. The Management Board resolves to request that the Supervisory Board approve the Expenses Report.

Section 2

The implementation of this Resolution shall rest with: Executive Director of Business Controlling.

Section 3

This Resolution shall take effect upon 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:

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

.....
Marek Balawejder
Member of the Management Board

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

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

.....
Artur Osuchowski
Member 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

.....
Marcin Wasilewski
Member of the Management Board



**Resolution No. 9243/25
of the Management Board
of ORLEN Spółka Akcyjna
dated 8 May 2025**

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 5 June 2025 at 11.00am, with the following agenda:

1. Opening of the General Meeting.
2. Appointment of Chair of the General 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's 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 report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2024.
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 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 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 of Members of the 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.

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

Signatures of the Management Board members present at the meeting:

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

.....
Marek Balawejder
Member of the Management Board

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

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

.....
Artur Osuchowski
Member 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

.....
Marcin Wasilewski
Member of the Management Board



**Resolution No. 9244/25
of the Management Board
of ORLEN Spółka Akcyjna
dated 8 May 2025**

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

Signatures of the Management Board members present at the meeting:

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

.....
Marek Balawejder
Member of the Management Board

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

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Witold Literacki
Vice President of the Management Board

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Artur Osuchowski
Member of the Management Board

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Wiesław Prugar
Member of the Management Board

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Ireneusz Sitarski
Vice President of the Management Board

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Robert Soszyński
Vice President of the Management Board

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Marcin Wasilewski
Member of the Management Board