



**Extraordinary General Meeting  
of ORLEN S.A.**

**Dear Shareholders,**

the agenda of the Extraordinary General Meeting of ORLEN S.A. (the “Company”) includes the 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. Pursuant to Art. 393.2 of the Commercial Companies Code and Art. 7.7.6 of the Company’s Articles of Association, any decision to pursue claims for compensation for losses caused to the Company by a member of the Management Board in the performance of their duties requires a resolution by the General Meeting.

Currently, investigations are ongoing into the actions and omissions of former members of the Management Board in 2018–2024 that may have caused losses to ORLEN S.A., including losses of significant magnitude.

Furthermore, ORLEN S.A. is conducting multiple audits and inspections. The findings reveal material irregularities in the performance of management duties by the following former members of the Management Board during their respective terms of office:

- 1) Armen Artwich
- 2) Adam Burak
- 3) Patrycja Klarecka
- 4) Zbigniew Leszczyński
- 5) Krzysztof Nowicki
- 6) Daniel Obajtek
- 7) Robert Perkowski
- 8) Wiesław Protasewicz
- 9) Michał Róg
- 10) Piotr Sabat
- 11) Jan Szewczak
- 12) Iwona Waksmundzka – Olejniczak
- 13) Józef Węgrecki

resulting in losses to the Company’s property. In the course of the audits and criminal proceedings, issues have been identified which may give rise to claims in the future. These include, but are not limited to:

- applying artificially low prices for fuels,
- making unreasonable expenditures under sponsorship and/or donation agreements,
- incurring unreasonable entertainment expenses by members of the ORLEN S.A. Management Board,
- making detrimental decisions regarding capital asset and equity investments, including the purchase of a controlling stake in Ruch S.A.,
- making unreasonable expenditures on detective and consulting services,
- activities related to ORLEN Trading Switzerland.

The decision of the General Meeting is expected to provide for the pursuit of compensation for all losses caused to the Company by the members of the Management Board listed above in their capacity as such. Based on the resolution we request to be adopted, the Company (represented by the Management Board) would be able to take any necessary court action to pursue its rightful compensation claims.

Being of a general nature, this resolution would enable the Management Board to pursue claims related to all losses incurred, even those not specifically ascertained at the time of its adoption, without the need for the General Meeting's separate approval for each individual claim. The number of irregularities identified to date, along with the need to continue relevant audits and inspections as well as criminal investigations, warrants presenting a motion for shareholders to pass the resolution as proposed.

In view of the foregoing, we request that the General Meeting adopt a resolution to seek compensation for losses incurred by the Company due to misconduct by former members of the Management Board in their capacity as such.



**To the Extraordinary General Meeting  
of ORLEN S.A.**

**Dear Shareholders,**

the agenda for the Extraordinary General Meeting of ORLEN S.A. includes an item on amending the Articles of Association of ORLEN S.A. to expand the Supervisory Board's authority by assigning it the responsibility for selecting an audit firm to provide assurance services with respect to the Company's sustainability reporting.

The Company is currently taking measures to ensure compliance with the obligations arising from Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (the "CSRD"). Under its provisions, ORLEN S.A. will be required to prepare sustainability reports, which will need to be subject to an independent assurance engagement by an audit firm.

A parliamentary bill has been drafted to amend the Accounting Act, the Act on Statutory Auditors, Audit Firms and Public Oversight, and certain other acts, with the aim of implementing the CSRD Directive into Poland's national law. Among other provisions, the bill stipulates that, unless the articles of association, contract, or other binding regulations applicable to the entity specify otherwise, it shall be the governing body approving the entity's financial statements that is responsible for selecting an audit firm to provide assurance services for the entity's sustainability reports. This regulation follows Article 37 of the CSRD, which amended Directive 2006/43/EC of the European Parliament and Council of 17 May 2006.

In view of the foregoing, we request that a resolution be adopted to amend the Company's Articles of Association to grant the Supervisory Board the authority to engage an audit firm for the assurance of sustainability reports. This amendment would ensure a uniform approach to the selection of the audit firm for both financial statements and sustainability reporting. We further request that the Extraordinary General Meeting restate the Company's Articles of Association to incorporate this amendment.



**To the Extraordinary General Meeting  
of ORLEN S.A.**

**Dear Shareholders,**

An the Extraordinary General Meeting has been convened, with the agenda of which includes, inter alia, the adoption of a resolution on the approval of the disposal by the Company of the parcel machine network, which constitutes an organised part of the Company's enterprise ("**Organised Part of Business**"), by way of its contribution in kind to subscribe for shares in the increased share capital of a subsidiary whose sole shareholder will be the Company (the "**Acquiring Company**").

Organised Part of Business comprises an organised set of intangible and tangible assets used by the Company to manage its network of parcel machines (approximately 6,000 parcel machines).

Together with the acquisition of Organised Part of Business by the Acquiring Company, the Acquiring Company will take over a part of the Company's workplace related to the operation of Organised Part of Business.

The contribution in kind serves the implementation of business objectives adopted by the Company and is an element of restructuring within the ORLEN Capital Group, which will result in the separation of a business line resulting in the creation of an entity specialising in the management of the parcel machines network.

It is intended that the disposal of the Organised Part of Business will take place through its contribution by the Company to the Acquiring Company, in the form of a contribution in kind in exchange for shares issued by the Acquiring Company as part of a share capital increase (the "**Contribution**"). The contribution in kind is planned to take place in the first half of 2025.

Disposal of the Organised Part of Business in the manner described in the resolution in question will be at the fair value of the Organised Part of Business resulting from the appraisal of an independent advisor.

The above resolution constitutes the consent required by law (Article 393.3 of the Commercial Companies Code) and by the Company's Articles of Association (Art. 7.7.7 of the Company's Articles of Association) to dispose of Organised Part of Business as an organised part of the Company's enterprise.