



**Resolution No. 7588/22
of the Management Board of
Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated June 23rd 2022**

to convene an Extraordinary General Meeting of PKN ORLEN S.A. (the “Company”)

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association in conjunction with 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 of the Commercial Companies Code and Art. 7.4.1 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Company's Management Board convenes an Extraordinary General Meeting of the Company for 11 a.m. on July 21st 2022, to be held at Dom Technika, ul. Kazimierza Wielkiego 41, Płock with the following agenda:

1. Opening of the Extraordinary General Meeting;
2. Appointment of the Chair of the Extraordinary General Meeting;
3. Confirmation that the Extraordinary 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. Voting on a resolution on merger between the Company and Grupa LOTOS Spółka Akcyjna, registered office in Gdańsk, the increase of the Company's share capital and the approval of the proposed amendments to the Company's Statutes;
7. Voting on a resolution on consent for transfer of fuel storage terminals located in Gdańsk, Gutkowo, Szczecin and Bolesławiec by the Company, which constitute an organized part of enterprise of the Company, in the form of an in-kind contribution to cover shares in the increased share capital of LOTOS Terminale Spółka Akcyjna with its registered office in Czechowice-Dziedzice (KRS number: 0000102608), which will remain a subsidiary of the Company as a result of the merger of the Company with Grupa LOTOS Spółka Akcyjna with its registered office in Gdańsk (KRS number: 0000106150) pursuant to Article 492 § 1(1) of the Code of Commercial Companies;
8. Voting on a resolution to adopt the consolidated text of the Company's Articles of Association;
9. Closing of the Extraordinary General Meeting.

Section 2

The Management Board requests that the Supervisory Board provide its opinion on the agenda for the Extraordinary General Meeting presented in Section 1 above.

Section 3

This Resolution shall come into force upon its adoption.

The vote was held using means of remote communication.

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

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.

Daniel Obajtek – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Armen Artwich – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Adam Burak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Patrycja Klarecka – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Michał Róg – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Piotr Sabat – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Jan Szewczak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Józef Węgrecki – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

I hereby confirm that the Management Board of
PKN ORLEN S.A. held the above vote:

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Armen Artwich
Member of the Management Board



**Resolution No. 7589/22
of the Management Board of
Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated June 23rd 2022**

to approve draft resolutions of the Extraordinary 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 Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to approve the draft resolutions of the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. The draft resolutions of the Extraordinary General Meeting are attached as an appendix to this Resolution.

Section 2

The Management Board requests that the Supervisory Board's Corporate Governance Committee provide its opinion on the proposed amendments to the Company's Articles of Association; that the Supervisory Board endorse the draft resolutions of the Extraordinary General Meeting as referred to in Section 1 of this Resolution; and that the Extraordinary General Meeting pass the resolutions referred to in Section 1 of this Resolution.

Section 3

This Resolution shall come into force upon its adoption.

The vote was held using means of remote communication.

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

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.

Daniel Obajtek – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Armen Artwich – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Adam Burak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Patrycja Klarecka – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Michał Róg – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Piotr Sabat – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Jan Szewczak – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

Józef Węgrecki – vote cast IN FAVOUR of the resolution in accordance with Section 13 of the Rules of Procedure for the Company's Management Board

I hereby confirm that the Management Board of PKN ORLEN S.A. held the above vote:

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Armen Artwich
Member of the Management Board