

JUSTIFICATION

**of the draft resolution of the Extraordinary General Meeting ("EGM")
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
with its registered office in Płock ("Company") convened for 21 July 2022
on merger between the Company and Grupa LOTOS Spółka Akcyjna, registered office
in Gdańsk ("Grupa LOTOS"), the increase of the Company's share capital and the
approval of the proposed amendments to the Company's Statutes**

The EGM was convened for 21 July 2022. The agenda of the EGM, in addition to procedural and formal issues, includes adoption of a resolution on the merger between the Company and Grupa LOTOS, the increase of the Company's share capital and the approval of the proposed amendments to the Company's Statutes. The merger referred to in the preceding sentence will be conducted in compliance with Article 492 § 1(1) of the Code of Commercial Companies ("**CCC**") by transfer of the entire estate (*majątek*) of Grupa LOTOS (target company) to the Company (acquiring company) in exchange for shares which the Company will issue to the shareholders of Grupa LOTOS.

On 2 June 2022 the Company and Grupa LOTOS agreed in writing on a plan of merger ("**Merger Plan**"), which was published on the Company's website at the following address: <https://www.orklen.pl/en/investor-relations/merger-with-the-LOTOS-Group> and the information in this regard was made public in the Company's regulatory announcement No. 24/2022 dated 2 June 2022.

The Merger Plan has been drafted on the basis of Articles 498 and 499 of the CCC in connection with the planned Merger and contains legally required information. Given the exemption under Article 499 § 4 of the CCC, the documents referred to in Article 499 § 2(4) of the CCC have not been drafted and appended to the Merger Plan.

The Merger requires resolutions to be adopted by the General Meeting of the Company and the General Meeting of Grupa LOTOS. In accordance with the Merger Plan, the General Meeting of the Company and the General Meeting of Grupa LOTOS will be presented draft resolutions on the Merger comprising, without limitation:

- (i) approval of the Merger Plan, and
- (ii) approval of the proposed amendments to PKN ORLEN's statutes ("**Company's Statutes**") in connection with the Merger.

Moreover, the Company's General Meeting will be presented a resolution on the consolidated text of PKN ORLEN's Statutes inclusive of the amendments proposed in connection with the Merger.

The proposed amendments concern § 3(1), § 8(1) and § 9(1) of the Company's Statutes.

The proposed amendment to § 3(1) of the Company's Statutes consists in increasing the Company's share capital from PLN 534,636,326.25 (five hundred and thirty four million six hundred and thirty six thousand three hundred and twenty six point twenty five zlotys) to the amount of PLN 783,059,906.25 (seven hundred and eighty three million fifty nine thousand nine hundred and six point twenty five zlotys) by issuing the merger shares, to be then allocated to the shareholders of Grupa LOTOS in connection with the Merger.

The proposed amendment to § 8(1) of the Company's Statutes consists in increasing the maximum number of members of the Company's Supervisory Board so that the Supervisory

Board of the Company shall be composed of from six to fifteen members, including the chairperson.

The proposed amendment to § 9(1) of the Company's Statutes consists in increasing the maximum number of members of the Company's Management Board so that the Management Board of the Company shall be composed of from five to eleven members, including the President, Vice-Presidents and other members of the Management Board.

The transfer of all assets and liabilities of Grupa LOTOS to PKN ORLEN will take place on the merger date ("**Merger Day**"), i.e. when the Merger is recorded in the register of entrepreneurs of the National Court Register by the registry court competent for the registered office of PKN ORLEN.

As from the Merger Day, PKN ORLEN will assume any and all rights and obligations of Grupa LOTOS in compliance with Article 494 § 1 of the CCC (universal succession). In particular, pursuant to Article 494 § 4 of the CCC, as from the Merger Day, the shareholders of Grupa LOTOS will become the shareholders of PKN ORLEN.

Therefore, the resolution constitutes consent to the Merger and the amendments to the Company's Statutes, as required by law (Article 506 of the CCC) and the Company's Statutes (§ 7(7)(5), (9) and (13) of the Company's Statutes).

Documents published by the Company regarding the Merger have been made available on the Company's website at the following address: <https://www.orlen.pl/en/investor-relations/merger-with-the-LOTOS-Group>