

JUSTIFICATION
for determination of the amount of fixed remuneration for Members of the
Management Board of
ORLEN Południe S.A.

Based on Article 4 (3) of the Act, a project of resolution on setting remunerations for members of management bodies may provide for an amount of the fixed part of remuneration for a member of the management body other than the one specified based on particular parameters (revenue, employment, assets) if exceptional circumstances support this, concerning a company or market on which it operates, in particular, if the company:

- 1) implements a program of consolidation of companies belonging to its capital group, resulting in a significant change of the structure of its assets or revenue,
- 2) implements an investment program which significantly exceeds the value of its fixed assets,
- 3) implements a restructuring program, with at least 3-year timeline, resulting in a significant change of the structure of assets or revenue of the company,
- 4) has its registered office outside the Republic of Poland or principles of its activity are determined by an international agreement binding on the Republic of Poland,
- 5) has been functioning for less than a year,
- 6) has been set up to implement a project, in particular, with the share of resources from the European Union budget or resources from aid, not subject to return, granted by Member States of the European Free Trade Association (EFTA) or resources from other foreign sources not subject to return.

With regard to ORLEN Południe S.A. premises emerged that justified the stipulating of a different amount of fixed remuneration for members of the Company's Management Board, i.e.:

The Company pursues strategic projects that are of crucial importance for the entire ORLEN Group. Currently, the key project is the Construction of Biorefinery Programme and a competence centre for the production of biocomponents for the ORLEN Group which will significantly influence the achievement of the National Indicative Target by PKN ORLEN S.A.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Board of Ventus Nafta.

Based on Article 4 (3) of the Act on the principles of setting remunerations for persons who manage certain companies, a resolution on setting remunerations for members of management bodies may provide for an amount of the fixed part of remuneration for a member of the management body other than the one specified based on particular parameters (revenue, employment, assets) if exceptional circumstances support this, concerning a company or market on which it operates, in particular, if the company:

- 1) implements a program of consolidation of companies belonging to its capital group, resulting in a significant change of the structure of its assets or revenue,
- 2) implements an investment program which significantly exceeds the value of its fixed assets,
- 3) implements a restructuring program, with at least 3-year timeline, resulting in a significant change of the structure of assets or revenue of the company,
- 4) has its registered office outside the Republic of Poland or principles of its activity are determined by an international agreement binding on the Republic of Poland,
- 5) has been functioning for less than a year,
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With regard to the ORLEN Ventus Nafta Company, there have been rationales justifying determination of another amount of the fixed part of remunerations for members of the company management board i.e.:

- the company has its registered office outside the Republic of Poland,
- there is a real risk of losing unique competences and thus a threat to the functioning of the Company as expat is the President of the Management Board and the General Director. This guarantees the use of best practices, knowledge transfer and implementation of corporate standards to a foreign company. This allows for optimal information flow and communication between PKN ORLEN S.A. from the point of view of the Capital Group. and the Company. One of the main tasks of expats is strategic and operational management in accordance with the principles of segment management based on the organizational culture and values in force in the Group.

JUSTIFICATION
for determination of the amount of fixed remunerations for Members of the
Management Board of
ORLEN Budonaft Sp. z o.o.

Based on Article 4 (3) of the Act on the principles of setting remunerations for persons who manage certain companies, a resolution on setting remunerations for members of management bodies may provide for an amount of the fixed part of remuneration for a member of the management body other than the one specified based on particular parameters (revenue, employment, assets) if exceptional circumstances support this, concerning a company or market on which it operates, in particular, if the company:

- 1) implements a program of consolidation of companies belonging to its capital group, resulting in a significant change of the structure of its assets or revenue,
- 2) implements an investment program which significantly exceeds the value of its fixed assets,
- 3) implements a restructuring program, with at least 3-year timeline, resulting in a significant change of the structure of assets or revenue of the company,
- 4) has its registered office outside the Republic of Poland or principles of its activity are determined by an international agreement binding on the Republic of Poland,
- 5) has been functioning for less than a year,
- 6) has been set up to implement a project, in particular, with the share of resources from the European Union budget or resources from aid, not subject to return, granted by Member States of the European Free Trade Association (EFTA) or resources from other foreign sources not subject to return.

With regard to ORLEN Budonaft Sp. z o.o., premises emerged that justified the stipulating of a different amount of fixed remuneration for members of the company's Management Board due to the real risk of maintaining the key competencies in the Company. In the next years, it will be crucial to maintain the positive trend of the increase in turnover. However, in order for the Company to be able to dynamically react to the changing and challenging market, it is necessary to ensure qualified personnel with relevant competencies which will pursue strategic business goals of the Company as well as influence the increase in the financial results of the entire Group.

JUSTIFICATION
for determination of the amount of fixed remunerations for Members of the
Management Board of ORLEN Laboratorium S.A.

Based on Article 4 (3) of the Act on the principles of setting remunerations for persons who manage certain companies, a resolution on setting remunerations for members of management bodies may provide for an amount of the fixed part of remuneration for a member of the management body other than the one specified based on particular parameters (revenue, employment, assets) if exceptional circumstances support this, concerning a company or market on which it operates, in particular, if the company:

- 1) implements a program of consolidation of companies belonging to its capital group, resulting in a significant change of the structure of its assets or revenue,
- 2) implements an investment program which significantly exceeds the value of its fixed assets,
- 3) implements a restructuring program, with at least 3-year timeline, resulting in a significant change of the structure of assets or revenue of the company,
- 4) has its registered office outside the Republic of Poland or principles of its activity are determined by an international agreement binding on the Republic of Poland,
- 5) has been functioning for less than a year,
- 6) has been set up to implement a project, in particular, with the share of resources from the European Union budget or resources from aid, not subject to return, granted by Member States of the European Free Trade Association (EFTA) or resources from other foreign sources not subject to return.

With regard to ORLEN Laboratorium S.A. premises emerged that justified the stipulating of a different amount of fixed remuneration for members of the Company's Management Board, i.e.:

ORLEN Laboratorium S.A. is one of the leading Polish companies performing analyses of fuel, petroleum-derived products, plastic products, fertilisers, waters, waste water, soil, and air.

In the near future, ORLEN Laboratorium will start the implementation of the project, as part of which it will be an integrator and leader in the scope of laboratory services for the ORLEN Group through consolidation of laboratory services in the ORLEN Group, being the leader of laboratory services in the ORLEN Group, the use of the synergy effect in order to lower the costs in the ORLEN Group, sector-specific acquisitions and mergers, expanding the activity to the energy sector and chemical sector.