

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN Ochrona 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 Ochrona 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, i.e.:

- real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.
- The company conducts business activities within the ORLEN Ochrona concern in Poland, the company's branch in the Czech Republic, the subsidiary ORLEN Apsauga in the Republic of Lithuania and carries out numerous consolidation activities within the ORLEN Ochrona Capital Group. For this reason, it is necessary to ensure management staff with appropriate competences, specific licenses and knowledge of the international market, which will implement the company's strategic business objectives and thus influence the financial results of the entire Group.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN Upstream 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 Upstream 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, i.e.:

- real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.
- the company conducts business activities within the Company outside the Republic of Poland and, within ORLEN Group, manages the Upstream asset portfolio of the largest fuel and energy group in Central and Eastern Europe. ORLEN Upstream Sp. z o.o. as a special purpose vehicle of PKN ORLEN S.A. is responsible for the implementation of PKN ORLEN's strategy for exploration, recognition and extraction of crude oil and natural gas. It also pursues the challenges that are faced by the exploration and extraction segment through the subsidiary ORLEN Upstream Canada, which operates in the Canadian provinces of Alberta, New Brunswick and Nova Scotia.

The scale of operations in Canada is increasing with further corporate acquisitions and new asset acquisitions. In addition, the company pursues organic growth through the use of its existing assets.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN OIL 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 Oli 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, i.e.:

- real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.
- the Company conducts business activity within the Group, executes an investment programme significantly exceeding the value of its fixed assets, consisting of construction of internal warehouses and the company's headquarters in Trzebinia. The Investment Programme assumes, among other things, a change in the Company's logistic model, reduction of logistic costs, expansion of the Company's production capacity and improvement of the quality of products through modernisation of production lines.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN Administracja 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 Administracja 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, i.e.:

- real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.
- the company conducts business activities within the Group. The Company's strategy assumes further development leading to a significant increase in the company's revenues, assuming extension of the portfolio of services in the field of property management and administration, investment projects, office and archiving services, hotel and catering services, as well as maintenance of air-conditioning and ventilation equipment both for the ORLEN Capital Group companies and for the external market.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of Inowrocławskie Kopalnie Soli Solino 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 Inowrocławskie Kopalnie Soli Solino 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.:

- real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.
- the company conducts business activity within the Company, it is the operator of the country's only Underground Crude Oil and Fuels Storage Facility in Góra (PMRiP). The Underground Crude Oil and Fuels Storage Facility in Góra is currently being adjusted to the required dates of intervention pump-out of crude oil and fuel stocks according to the Stocks Act, therefore an investment programme is underway to increase the facility's operational efficiency and adjust it to the requirements of the new act, which will also significantly increase their value.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN Centrum Usług Korporacyjnych 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 Centrum Usług Korporacyjnych 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, i.e.:

- real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.
- the company conducts business activities within the Group, participates in all projects related to restructuring and consolidation of ORLEN companies through substantive support consisting of adjustments to the configuration of the accounting system, financial and accounting support for all economic events that are necessary to carry out changes in assets and liabilities, migration of accounting and financial data between IT systems operated by the ORLEN units serviced within the group and affected by the change. The Company actively participates in investment projects implemented in ORLEN Group as a company designated to provide financial and accounting services, human resources and payroll, inventory of fixed and current assets, settlement and inventory of fuel stations.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN Deutschland GmbH

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 Deutschland GmbH 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 has its registered office outside the Republic of Poland;
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN Aviation 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 Aviation 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, i.e.:

- real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.
- The Company pursues an investment programme aimed at a rapid expansion of storage and refuelling operations in order to meet the rapidly growing demand for these services.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN KoITrans 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 KoITrans 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, i.e.:

- real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.
- the company executes an investment programme significantly exceeding the value of the company's fixed assets.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of FX Energy Inc.

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 the FX Energy Inc. 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, in Salt Lake City, Utah in the USA, is a company engaged in exploration and extraction of crude oil and natural gas
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remunerations significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN Upstream Canada Ltd.

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 the ORLEN Upstream Canada Ltd. 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 in Calgary, is a company engaged in exploration and extraction of crude oil and gas as well as operates on areas where for many years extraction has been conducted, mainly in the territory of Alberta province, located in western Canada. Currently, the company implements an investment program resulting in a significant change of the structure of its assets and revenue
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of PARAMO a.s.

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 the Paramo a.s. 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 and is the sole representative of ORLEN Oil Sp. z o.o. in the Czech Republic and in Slovakia,
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of Spolana a.s.

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 the Spolana a.s. 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, is one of the biggest chemical companies on the Czech market, sells chemical products and inorganic products in different countries e.g. Germany, Turkey, Italy and Poland.
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of Petrotrans s.r.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 the Petrotrans s.r.o. 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, is one of the biggest road transport companies in the Czech Republic, the company delivers fuels to the Czech market and to neighbouring countries,
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of UNIPETROL a.s.

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 the UNIPETROL a.s. 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, manages strategic development of the group of its direct and indirect subsidiaries forming a part of the Unipetrol Holding,
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.

JUSTIFICATION
for determination of the amount of fixed remunerations for Members of the Management Board of UNIPETROL DEUTSCHLAND GmbH

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 UNIPETROL DEUTSCHLAND GmbH 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 has its registered office outside the Republic of Poland; it sells Unipetrol Group's petrochemical products in German-speaking countries (Germany, Austria, Switzerland), where it is an established representative of Spolana a.s., ORLEN OIL sp. z o.o. products.
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.

JUSTIFICATION

for determination of the amount of fixed remunerations for the General Director and other employees of the Company performing functions of the Member of the Board of Directors of the Company AB ORLEN Lietuva

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 the Company AB ORLEN Lietuva, 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; as the sole refinery for crude oil processing in the Baltic countries it holds a dominant position on the markets of Lithuania, Latvia and Estonia. The company handles the Lithuanian local market, land export to Latvia, Estonia and Ukraine and, to a greater and greater extent, it supplies the Polish market, it is also the biggest exporter of petroleum products from the Lithuanian market by sea,
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.

JUSTIFICATION

for determination of the amount of fixed remunerations for the General Director and other employees of the Company performing functions of the Member of the Board of Directors of the Company UAB EMAS

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 the UAB EMAS 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; is of key importance within the scope of device and installation maintenance within automation, mechanical engineering and electrical energy for the refinery in Možeiki (Lithuania),
- there is a real risk of losing unique competences and, ipso facto, there is a threat to the functioning of the Company since the level and market practice of the remuneration significantly differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market.

JUSTIFICATION
for determination of the amount of fixed remunerations for Members of the Management Board
of ORLEN Projekt 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 Projekt S.A., there have been rationales justifying determination of an amount of the fixed part of remunerations for members of the company management board other than the one indicated in Article 4 (2) of the Act and in a resolution No 3/2018 of the Extraordinary General Meeting of ORLEN Projekt S.A. of 30 November 2018 i.e.:

- real risk of losing unique competences and, ipso facto, a threat to the functioning of the Company since the level and market practice of the remuneration differ from the proposed conditions, which also contributes to difficulties in acquiring candidates from the local market;
- the company conducts business activities within the Group. Despite a non-uniform and complex market, the Company's activity has an influence on achievement of strategic objectives of the entire Group, among others, by ensuring continuity of provision of services for PKN ORLEN S.A. and ORLEN Group Companies as well as concentration of rendered services through maximum availability with regard to implementation of the biggest projects in ORLEN Group;
- implementation of the Company's new business and development strategy for 2019-2022 aimed at building the Company's strong position based on innovative designing and EPC markets, on complete satisfaction of needs of ORLEN Group within the scope of designing, operational mobility and sustainable development of services.

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN Usługi finansowe 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.

Special Purpose Vehicle - ORLEN Usługi finansowe sp. o.o. was established by the Founding Act on 23 January 2019 and on 9 May 2019 it was registered in the National Court Register. ORLEN Usługi finansowe sp. o.o. is a company dedicated to conducting activities in the field of financial services. The determination of the maximum amount of the fixed remuneration for Members of the Management Board was determined based on art. 4th paragraph 3 point 5 of the Act.