

JUSTIFICATION

for determination of the amount of fixed remunerations for Members of the Management Board of ORLEN Serwis 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 Serwis 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 is carrying out renovation-related works and is rendering ongoing maintenance throughout the ORLEN Capital Group possible.

The implementation of projects shall have significantly contributed to the improvement of process safety at the production plants within the ORLEN CG, as well as shall have allowed standards to be maintained by means of developing best practices and transferring knowledge to other areas.

Due to the continuation of commenced projects, as well as the planned implementation of new projects of ORLEN Serwis S.A. – which will be carried out within the country and abroad, it is crucial to guarantee high motivation of the managerial staff, including board members of this company. ORLEN Serwis S.A. through direct subsidiaries, namely, UAB EMAS and ORLEN Serwis Czech Republic - in the territory of both Czech Republic and Lithuania – carries out service&maintenance activities in, either, the mechanical sector, and in the sector of rotating, electric, and automatic machinery, as well as ongoing activity related to maintenance services for the benefit of key companies in these countries.