

SUBSTANTIATION
of the amount of fixed remuneration for the Members of the Management Board
of ORLEN Centrum Serwisowe Sp. z o.o.

Pursuant to Article 4.3 of the Act on the Principles of Shaping the Remuneration of Managers of Certain Companies, the draft resolution on shaping the remuneration of members of corporate governing bodies may provide for a different amount of the fixed remuneration of a member of the governing body than that determined on the basis of specific parameters (revenues, employment, assets), if it is justified by exceptional circumstances concerning the company or the market on which it operates, in particular if the company:

- 1) Is carrying out a program of consolidation of companies belonging to its capital group, leading to a significant change in the structure of its assets or revenues;
- 2) Is carrying out an investment program significantly exceeding the value of its fixed assets;
- 3) Is implementing a minimum three-year restructuring program, leading to a significant change in the structure of company assets or revenues;
- 4) Has its registered address outside the Republic of Poland, or its operating rules are determined by an international agreement binding on the Republic of Poland;
- 5) Has been in operation for less than a year;
- 6) Has been established in order to implement the project, in particular with the participation of funds originating from the budget of the European Union, non-refundable funds from aid granted by Member States of the European Free Trade Association (EFTA), or non-refundable funds originating from other foreign sources.

In the case of ORLEN Centrum Serwisowe Sp. z o. o. (hereinafter also referred to as "the Company"), there were reasons justifying setting a different amount of fixed remuneration for the members of the Company Management Board and adjusting it to the level of market remuneration, in accordance with the benchmark.

Company activities are based on stable contracts in each of its core business areas. The Company is gradually increasing the scope of its core business in the area of services addressed to petrol stations by taking the servicing of successive petrol stations within the ORLEN Capital Group.

An important development project is the in-house assembly of fuel distributors.

Other key projects that increase revenues include establishing cooperation with ORLEN Capital Group companies operating outside the Republic of Poland.

The Company development plan for the coming years includes gradual but intensive takeover of the servicing of successive fuel stations in the Czech Republic and Germany, and development of the existing cooperation in the scope of participation in shutdown repairs at plants and systems, provision of current maintenance services, as well as undertaking new activities as part of the core business, i.e. servicing petrol stations, including servicing patrol station photovoltaic systems and participating in their assembly at successive stations.