

JUSTIFICATION
for determination of the amount of fixed remunerations for Members of the
Management Board of ORLEN Eesti OU.

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 Eesti OU 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,
- due to growing business expectations, there is a need to entrust the function of expat with the Company's Management Board. This guarantees the use of best practices, knowledge transfer and implementation of corporate standards to a foreign company. This allows for optimal flow of information and communication between PKN ORLEN S.A. and the Company from the point of view of the Capital Group. 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.