



## REPRESENTATION BY A CANDIDATE TO THE SUPERVISORY BOARD OF PKN ORLEN S.A.

I agree to stand as a candidate to the Supervisory Board of PKN ORLEN S.A. (the "Company") and I represent that:

- There are no statutory impediments, particularly those referred to in Art. 18 and Art. 387 of the Commercial Companies Code, that would prevent me from being appointed to and serving on the Supervisory Board of PKN ORLEN S.A.
- I meet / do not meet\* the independence criteria for Supervisory Board Members set out in Art. 8.5 of the Company's Articles of Association:
  - 1) I am not employed by the Company or its Related Entity<sup>1</sup>.
  - 2) I was not a member of the Company's or its Related Entity's management bodies in the last five years before being appointed to the Supervisory Board.
  - 3) I am not a member of any supervisory or management bodies of a Related Entity.
  - 4) I do not receive, and did not receive in the last five years before being appointed to the Supervisory Board, any additional remuneration of a significant amount, i.e. an amount exceeding in aggregate six hundred thousand zloty, from the Company or its Related Entity, other than remuneration for serving on supervisory bodies.
  - 5) I am not, and was not in the last three years before being appointed to the Supervisory Board, a partner, shareholder or employee of the present or former auditors of the Company or its Related Entity.
  - 6) I am not a shareholder holding 5% or more of total voting rights at the General Meeting of the Company or its Related Entity.
  - 7) I am not a member of the supervisory or management bodies, or an employee of, an entity holding 5% or more of total voting rights at the General Meeting of the Company or its Related Entity.
  - 8) I am not a parent, child, spouse, sibling, parent of the spouse, or an adoptee or adoptive parent of, any of the persons referred to in the preceding subparagraphs.
  - 9) I have not been a Member of the Company's Supervisory Board for more than three terms of office.
  - 10) I am not a member of the management board of any company in which a member of the Company's Management Board is a supervisory board member.
  - 11) I do not have any significant links with members of the Company's Management Board through involvement in other companies.

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<sup>1</sup>"Related Entity" – means the Parent of the Company, a Subsidiary of the Company, or a Subsidiary of the Parent of the Company;

"Subsidiary" – means any entity in relation to which another entity is its Parent;

"Parent" means any entity that meets at least one of the following conditions:

- a) Such entity holds the majority of total voting rights in the governing bodies of another entity (Subsidiary), including under agreements with other holders of voting rights, or
- b) Such entity has the power to appoint and remove a majority of members of the governing bodies of another entity (Subsidiary), or
- c) More than half of the members of the management board of another entity (Subsidiary) are at the same time management board members or persons holding managerial positions in such entity or in another subsidiary of such entity.



➤ I meet / do not meet\* the following independence criteria for Supervisory Board Members stipulated in the Best Practice of WSE Listed Companies 2016:

- 1) I am not bound by any contract similar to a contract of employment with the Company or its Related Entity<sup>1</sup>.
- 2) I do not have any actual and significant links with any shareholder holding 5% or more of total voting rights in the Company.

➤ I am not engaged in any business activities outside PKN ORLEN S.A.\*

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*(please specify)*

which is/ is not\* in competition with the Company's business.

➤ I am not / I am\* a partner in a competing partnership under civil law or other type of partnership, or a member of a governing body of a competing corporation or a member of a governing body of any other legal entity competing with the Company.

➤ I am not / I am\* entered in the Register of Insolvent Debtors maintained under the Act on the National Court Register of August 20th 1997 (consolidated text: Dz.U. of 2017, No. 700, as amended).

➤ I meet / do not meet\* the requirements for Members of the Audit Committee of the PKN ORLEN S.A. Supervisory Board set out in Art. 129.1 of the Polish Act on Statutory Auditors, Audit Firms, and Public Oversight of May 11th 2017 (Dz.U. of 2017, item 1089, as amended) (the "Act"), i.e. I have /do not have\* knowledge and skills in accounting\* or auditing of financial statements\*, as confirmed by:

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*(you may provide details of your education, courses, training, certificates held)*

➤ I meet / do not meet\* the requirements for Members of the Audit Committee of the PKN ORLEN S.A. Supervisory Board set out in Art. 129.5 of the Polish Act on Statutory Auditors, Audit Firms, and Public Oversight of May 11th 2017 (Dz.U. of 2017, item 1089, as amended) (the "Act"), i.e. I have / do not have\* knowledge and skills required in the industry in which PKN ORLEN S.A. operates, as confirmed by:

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*(you may provide details of your experience, education, courses, training, certificates held)*

- In addition, I meet /do not meet\* the independence criteria for Members of the Audit Committee of the PKN ORLEN S.A. Supervisory Board stipulated in Art. 129.3 of the Act, that is:
- 1) I am not, and was not in the last five years prior to the appointment date, a member of senior management, and in particular I am not and was not a member of the management board or another management body of PKN ORLEN S.A. or any of its related entities.
  - 2) I am not, and was not in the last three years prior to the appointment date, an employee of PKN ORLEN S.A. or any of its related entities.
  - 3) I do not exercise control within the meaning of Art. 3.1.37.a–e of the Accounting Act of September 29th 1994, nor do I represent any person or entity exercising control over PKN ORLEN S.A.
  - 4) I do not receive or did not receive any additional remuneration of a significant amount from PKN ORLEN S.A. or any of its related entities, except for remuneration which I have received as a current Member of the Company's Supervisory Board, including the Audit Committee<sup>2</sup>.
  - 5) I do not maintain, and did not maintain in the last year prior to the appointment date, any material business relations with PKN ORLEN S.A. or any of its related entities, whether directly or as an owner, partner, shareholder, supervisory board member or a member of any other supervisory or control body, a member of senior management, including the management board or any other management body of an entity maintaining such relations.
  - 6) I am not, and was not in the last two years prior to the appointment date:
    - a) an owner, partner (including general partner) or shareholder of the audit firm currently or formerly engaged to audit the financial statements of PKN ORLEN S.A. or any of its related entities; or
    - b) a member of the supervisory board or any other supervisory or control body of the audit firm currently or formerly engaged to audit the financial statements of PKN ORLEN S.A.; or
    - c) an employee or a member of senior management, including the management board or any other management body of the audit firm currently or formerly engaged to audit the financial statements of PKN ORLEN S.A. or any of its related entities; or
    - d) any other individual engaged to provide services to or supervised by the present or former audit firm or by a qualified auditor acting on behalf of that firm.
  - 7) I am not a member of the management board or any other management body of an entity whose supervisory board or any other supervisory or control body includes a Member of the Management Board of PKN ORLEN S.A.
  - 8) I have not been a Member of the Supervisory Board of PKN ORLEN S.A. for over 12 years.
  - 9) I am not married to, do not cohabit with, and am not related by blood or affinity in the direct line or in the collateral line up to the fourth degree to a Member of the Management Board or PKN ORLEN S.A. or a person referred to in subparagraphs 1–8 above.

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<sup>2</sup>The additional remuneration referred to in subparagraph 4 above:

1) includes participation in a stock option scheme or another performance-based remuneration scheme;

2) does not include receipt of fixed payments under a retirement plan (including deferred remuneration) for prior service with the public interest entity (provided that such remuneration is not contingent in any way on continued service).



- 10) I am not related through adoption, custody or guardianship to a Member of the Management Board of PKN ORLEN S.A. or a person referred to in subparagraphs 1–8 above.

I further undertake to promptly notify the Company in writing of any changes in circumstances relevant to the representations set out above.

- I hereby acknowledge that my image and curriculum vitae will be presented to PKN ORLEN S.A.'s shareholders and investors on PKN ORLEN S.A.'s website.

*\* Delete as appropriate.*

.....  
(first name and surname)

.....  
(place, date)

.....  
(signature)

Cc:  
- Members of the Company's Supervisory Board  
- the Company's Management Board