



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

I agree to stand as a candidate to the Supervisory Board of 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 ORLEN S.A.
- I meet / do not meet\* the independence criteria for Supervisory Board Members under Art. 8.5 of the Company's Articles of Association, i.e.:
  - 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.
- I meet / do not meet\* the independence criteria for Supervisory Board Members under the Best Practice for WSE Listed Companies 2021, i.e.:
  - 1) I have / do not have any actual and/or significant links with any shareholder holding 5% or more of total voting rights in the Company.
  - 2) I meet / do not meet the independence criteria under the Act on Statutory Auditors, Audit Firms, and Public Oversight of May 11th 2017, i.e.:
    - 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 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 ORLEN S.A. or any of its related entities.

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<sup>1</sup>For the purposes hereof, 'Related Entity' shall mean a related entity of the Company within the meaning of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005.



- 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 ORLEN S.A.
- 4) I do not receive or did not receive any additional remuneration of a significant amount from 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 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 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 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 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 ORLEN S.A.
- 8) I have not been a Member of the Supervisory Board of 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 ORLEN S.A. or a person referred to in subparagraphs 1–8 above.
- 10) I am not related through adoption, custody or guardianship to a Member of the Management Board of ORLEN S.A. or a person referred to in subparagraphs 1–8 above.

➤ I am / am not engaged in any business activities outside 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 or shareholder in any competing partnership or company, 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.

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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).



➤ I meet / do not meet\* the requirements for Members of the Audit Committee of the ORLEN S.A. Supervisory Board under Art. 129.1 of the Polish Act on Statutory Auditors, Audit Firms, and Public Oversight of May 11th 2017, i.e. I have / do not have\* knowledge and/or 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 ORLEN S.A. Supervisory Board under Art. 129.5 of the Polish Act on Statutory Auditors, Audit Firms, and Public Oversight of May 11th 2017, i.e. I have / do not have\* knowledge and/or skills required in the industry in which ORLEN S.A. operates, as confirmed by:

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

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

I hereby give my consent to my image and curriculum vitae being presented to ORLEN S.A.'s shareholders and investors, including on ORLEN S.A.'s website.

*\* Delete as appropriate.*

.....  
*(first name and surname)*

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*(place, date)*

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*(signature)*

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