

## **Change to the agenda of the ORLEN Extraordinary General Meeting to be held on 6 February 2024 Regulatory announcement no 1/2024 dated 11 January 2024**

ORLEN S.A. ("ORLEN", "Company") informs about a change in the agenda of the ORLEN Extraordinary General Meeting to be held on 6 February 2024 ("EGM"), initiated at the request of the Company's Shareholder, the State Treasury on January 9, 2024. The amendment to the agenda of the EGM involves the introduction of a new item: "Consideration of and voting on the resolutions regarding changes in the composition of the Company's Supervisory Board". The change has been made according to Article 401 par. 1 of the Code of Commercial Companies and par. 7 item 4 point 3 of the Company's Articles of Association.

Additionally, according to par. 14 item 2 of the Company's Rules of procedure for the General Shareholders Meeting, the Company's Management Board has included in the EGM agenda an item: "Consideration of and voting on a resolution on determination of the number of Supervisory Board members."

The EGM agenda is as follows:

1. Opening of the General Meeting.
2. Appointment of the Chair of the General Meeting.
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass binding resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of and voting on a resolution to approve the disposal of 100% of shares in Gas Storage Poland Sp. z o.o. of Dębogórze.
7. Consideration of and voting on a resolution to approve the disposal by the Company of properties situated in the Stara Biała Municipality and in Płock, together with their component parts, through their contribution in kind as payment for shares in the increased share capital of ORLEN Olefiny Spółka z ograniczoną odpowiedzialnością of Płock (KRS No. 0000906575) in connection with the continued construction of the Olefins III Complex by ORLEN Olefiny and the process of raising financing for the Project in the form of project finance.
8. Consideration of and voting on a resolution to approve the disposal of an organised part of the Company's business to PGNiG Upstream Polska Spółka z ograniczoną odpowiedzialnością of Warsaw (Number in the National Court Register: KRS 0000919530), to be effected by contributing the organised part of business as a contribution in kind and subscribing, in exchange, for all new shares in the increased share capital of PGNiG Upstream Polska Spółka z ograniczoną odpowiedzialnością.
9. Consideration of and voting on a resolution to approve the subscription for shares in the increased share capital of Polska Spółka Gazownictwa sp. z o.o. of Tarnów (Number in the National Court Register: KRS 0000374001) in exchange for a contribution in kind in the form of property, plant and equipment comprising transmission infrastructure, i.e., gas pipelines and related gas network assets, land and perpetual usufruct of land.
10. Consideration of and voting on a resolution on determination of the number of Supervisory Board members.
11. Consideration of and voting on the resolutions regarding changes in the composition of the Company's Supervisory Board.
12. Closing of the General Meeting.

The shareholder's motion together with justification and draft resolutions as well as all EGM draft resolutions updated according to the shareholder's motion, and resolution of the Company's Management Board on the change in the EGM agenda with resolution of the Company's Supervisory Board on its opinion regarding the change are attached hereto regulatory announcement.

Taking into consideration the rule 4.9 of the Best Practice the Company's Management Board requests the shareholders to nominate candidates for ORLEN S.A. Supervisory Board with a notice no later than 3 days before the General Meeting. At the same time the Company's Management Board requests to provide the Company with statements of Supervisory Board candidate along with submission of candidature by the shareholder. Draft of the statement for Supervisory Board candidate is available at the Company's website at <https://www.orklen.pl/en/investor-relations/shares-and-bonds/general-meeting>.

All information regarding the Extraordinary General Meeting is available at the Company's website: <https://www.orklen.pl/en/investor-relations/archived-records/extraordinary-general-meeting-06-02-2024>.

See also: regulatory announcement no 47 and no 48 as of 12 December 2023.