



**Resolution No. 8493/23  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna (the "Company")  
dated December 12th 2023**

*to convene an Extraordinary General Meeting of ORLEN S.A. (the "Company")*

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association in conjunction with Sections 5.5.3 and 5.5.4 of the Rules of Procedure for the Company's Management Board in conjunction with Art. 399.1 of the Commercial Companies Code and Art. 7.4.1 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Company's Management Board hereby convenes an Extraordinary General Meeting of the Company for 11:00 a.m. on February 6<sup>th</sup> 2024, to be held at Dom Technika, ul. Kazimierza Wielkiego 41, Płock, with the following agenda:

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. Closing of the General Meeting.

## Section 2

The Management Board requests that the Supervisory Board provide its opinion on the Extraordinary General Meeting agenda presented in Section 1 above.

## Section 3

This Resolution shall take effect upon adoption.

The vote was held using means of remote communication.  
All Management Board members were notified of the contents of the resolution.

11 Management Board Members participated in the vote; 11 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

**Daniel Obajtek** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Armen Artwich** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Adam Burak** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Patrycja Klarecka** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Krzysztof Nowicki** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Robert Perkowski** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Michał Róg** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Piotr Sabat** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Jan Szewczak** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Iwona Waksmundzka-Olejniczak** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Józef Węgrecki** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

I hereby confirm that the Management Board of  
ORLEN S.A. held the above vote:

.....  
Robert Perkowski  
Member of the Management Board



**Resolution No. 8494/23  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna (the "Company")  
dated December 12th 2023**

*to approve draft resolutions of the Extraordinary General Meeting*

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 of the Rules of Procedure for the Management Board in conjunction with Art. 8.11.7 of the Company's Articles of Association, the Management Board hereby resolves as follows:

**Section 1**

The Management Board of ORLEN Spółka Akcyjna hereby resolves to approve the draft resolutions of the Extraordinary General Meeting.

The draft resolutions of the Extraordinary General Meeting are attached as an appendix hereto.

**Section 2**

The Management Board requests that the Supervisory Board give a favourable opinion on the draft resolutions of the Extraordinary General Meeting as referred to in Section 1 of this Resolution and that the Extraordinary General Meeting pass the resolutions referred to in Section 1 of this Resolution.

**Section 3**

This Resolution shall be effective as of its date.

The vote was held using means of remote communication.

All Management Board members were notified of the contents of the resolution.

11 Management Board Members participated in the vote; 11 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

**Daniel Obajtek** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Armen Artwich** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Adam Burak** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Patrycja Klarecka** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Krzysztof Nowicki** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Robert Perkowski** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Michał Róg** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Piotr Sabat** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Jan Szewczak** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Iwona Waksmundzka-Olejniczak** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

**Józef Węgrecki** - vote cast IN FAVOUR of the resolution in accordance with Par. 13 of the Rules of Procedure for the Company's Management Board

I hereby confirm that the Management Board of  
PKN ORLEN S.A. held the above vote:

.....  
Robert Perkowski  
Member of the Management Board