



STATEMENT OF THE CANDIDATE FOR A MEMBER OF THE SUPERVISORY BOARD OF PKN ORLEN S.A.

I hereby declare that I agree to candidate to the Supervisory Board of PKN ORLEN S.A. ("the Company") and

- With regard to my person, no statutory prerequisites are met that would prevent me from being appointed to the position of the Supervisory Board member of PKN ORLEN S.A. and from holding such a position, and in particular prerequisites specified in Article 18 and Article 387 of the Commercial Companies Code.
- I meet / do not meet* the criteria of being independent Member of the Supervisory Board resulting from § 8 item 5 of the Company's Articles of Association:
 - 1) I am not employed by the Company or its Affiliated Party¹,
 - 2) I have not been a member of the management body of the Company or its Affiliated Party at any point during the five years preceding my appointment to the Supervisory Board,
 - 3) I am not a member of the corporate bodies of the Affiliated Party,
 - 4) I have not received at any point during the five years preceding my appointment to the Supervisory Board any additional remuneration in a significant amount, i.e. in a total amount exceeding six hundred thousand Polish zlotys, from the Company or its Affiliated Party except for the remuneration obtained as a member of the corporate bodies,
 - 5) I have not been a shareholder or employee of the current or previous certified auditor examining the financial statements of the Company or its Affiliated Party at any point during the three years preceding my appointment to the Supervisory Board,
 - 6) I am not a shareholder having 5% or more of votes at the General Meeting of Shareholders of the Company or its Affiliated Party,
 - 7) I am not a member of supervisory or management bodies nor an employee of an entity having 5% or more of votes at the General Meeting of Shareholders of the Company or its Affiliated Party,
 - 8) I am not an ascendant, descendant, spouse, sibling, parent of a spouse of any person specified in the preceding points; nor am I adopted by any person specified in the preceding points,
 - 9) I have not been a member of the Company's Supervisory Board for longer than 3 terms,
 - 10) I am not a member of the management board of the company, in which a member of the Company's Management Board holds a position on the supervisory board of such a company,

¹ "Affiliated Party" - the Parent Entity of the Company, the Company's Subsidiary or Subsidiary of Parent Entity of the Company.
"Subsidiary" - the entity towards which the another entity is a Parent Entity.

"Parent Entity" - entity which:

- a) holds majority of votes in the governing bodies of another entity (Subsidiary), including under agreements with other parties, or
- b) has the right to appoint or remove from Office the majority of members of the management bodies of another entity (Subsidiary), or
- c) more than a half of the members of the management board of the second entity (Subsidiary) are at the same time members of the management board or persons holding managerial functions in the first entity or other entity staying with the first entity in the dependence relation.



11) There are no significant relations between me and the members of the Company's Management Board resulting from shareholdings in other companies.

➤ I meet / do not meet* the specified below criteria of being independent supervisory board member, resulting from the Best Practice for GPW Listed Companies 2016:

- 1) I am not in a relationship with the Company or its Affiliated Party by an agreement similar to an employment agreement ,
- 2) I am not in a real and significant relationship with any shareholder who holds at least 5% of the total votes in the Company.

➤ I carry out no other activities outside PKN ORLEN S.A.* ,

➤ I carry out other activities outside PKN ORLEN S.A.*

.....
.....
.....
.....

(please specify the activities)

which is / is not* competitive in relation to the activities of the Company.

➤ I am not involved / am involved* in the activities of a competitive company as a partner in a civil partnership, a partner in a partnership or as a member of a corporate body in a commercial law company or in any other competitive legal person as a member of its body.

➤ I am not included / am included* in the Register of Insolvent Debtors of the National Court Register kept under the Act as of 20 August 1997 (Journal of Laws 2016, position 687, as amended).

➤ I meet / do not meet* the criterion/criteria* of Member of the Audit Committee of the Supervisory Board of PKN ORLEN S.A. as defined in article 129 item 1 of the Act on Chartered Auditors, Auditing Companies and Public Supervision of 11 May 2017, Journal of Laws of 2017, item 1089 (hereinafter "the Act"), I have/I do not have* expertise and skills in accounting* or auditing of the financial statements*, which is confirmed by:

.....
.....
.....
.....

(you may specify completed education, completed courses, trainings and held certificates)

➤ I meet / do not meet* the criterion/criteria* of Member of the Audit Committee of the Supervisory Board of PKN ORLEN S.A. as defined in article 129 item 5 of the Act on Chartered Auditors, Auditing Companies and Public Supervision of 11 May 2017, Journal of Laws of 2017, item 1089 (hereinafter "the Act"), I have/I do not have* expertise and skills in accounting* or auditing of the financial statements*, which is confirmed by:



.....

(you may specify completed education, completed courses, trainings and held certificates)

➤ I meet / do not meet* the criteria of being independent Member of the Audit Committee of the Supervisory Board of PKN ORLEN S.A. as defined in article 129 item 3 of the Act, that is:

- 1) In the period of the last 5 years from the appointment date I have not been a member of the senior management, and I am not and have not been a member of the Management Board or another managing body of PKN ORLEN S.A. or its Affiliated Party;
- 2) I am not and I have not been an employee of PKN ORLEN S.A. or its Affiliated Party for the last 3 years from the date of appointment;
- 3) I do not exercise control, within meaning of article 3 item 1 point 37 letters a–e of the Accountancy Act of 29 September 1994 and I do not represent entities that exercise control over PKN ORLEN S.A.;
- 4) I have not received any additional remuneration in a significant amount from PKN ORLEN S.A. or its Affiliated Party except for the remuneration obtained as a member of the Company's Supervisory Board, including the Audit Committee²;
- 5) I do not maintain and for the last year before my appointed I have not maintained any significant economic relationships with PKN ORLEN S.A. or an Affiliated Party, directly or an as owner, partner, shareholder, member of the supervisory board or another supervisory of controlling body, or a member of senior management, including a member of management board or another corporate body of an entity that maintains such relationships;
- 6) I am not and I have not been for the last two years from the date of appointment:
 - a) An owner, partner (including general partner) or shareholder of the current or previous auditing company that have audited the financial statements of PKN ORLEN S.A. or an Affiliated Party, or
 - b) A member of the supervisory board or another corporate body of the current or previous auditing company that have audited the financial statements of PKN ORLEN S.A. or an Affiliated Party, or
 - c) An employee or a member of senior management, including a member of the management board or another managing body of the current or previous auditing company that have audited the financial statements of PKN ORLEN S.A. or an Affiliated Party, or
 - d) Another person, whose services have been used by the current or previous auditing company or a chartered auditor acting on its behalf;
- 7) I am not a member of the management board or another managing body of an entity, in which a member of the Management Board of PKN ORLEN S.A. holds a position on the supervisory board or another corporate body;

² The additional remuneration referred to in clause 44:

1) includes participation in share option programme or another programme of bonuses for achieved results ;

2) does not include fixed amounts received in under a pension plan, including deferred remuneration for pervious work in a given entity of public interest, if continuation of employment in a given entity of public interest is not a condition of payment of such remuneration .



- 8) I have not been a Member of the Supervisory Board of PKN ORLEN S.A. for a longer period than 12 years;
- 9) I am not a spouse, I am not in cohabitating relationship, straight line relative or relative by affinity, or relative or relative by affinity in collateral line up to the fourth degree – of a Member of the Management Board of PKN ORLEN S.A. or a person referred to in clauses 1–8;
- 10) I have not been adopted, I am not under care or custody of a Member of the Management Board of PKN ORLEN S.A. or a person referred to in clauses 1–8.

I also agree to notify the Company immediately in writing on all and any changes in the circumstances concerning the above mentioned statements.

- I agree/ I do not agree* on processing of my personal data and presentation of my image and professional career to the shareholders and investors of PKN ORLEN S.A. PKN ORLEN S.A.'s website.

**delete whichever is unnecessary*

.....
(name and surname)

.....
(place, date)

.....
(signature)

Addressees:

- members of the Company's Supervisory Board
- the Company's Management Board