



**Resolution No. 7640/22**  
**of the Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna**  
**dated August 25th 2022**

*to convene an Extraordinary General Meeting of PKN 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, and considering the provisions of 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 convenes an Extraordinary General Meeting of the Company for 11 a.m. on **September 28th 2022**, to be held at Dom Technika, ul. Kazimierza Wielkiego 41, Płock, Poland, with the following agenda:

1. Opening of the Extraordinary General Meeting
2. Appointment of the Chair of the Extraordinary General Meeting
3. Confirmation that the Extraordinary General Meeting has been properly convened and has the capacity to adopt resolutions
4. Adoption of the agenda
5. Appointment of the Ballot Committee
6. Adoption of a resolution on the merger of the Company and Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw (National Court Register Entry No. KRS 0000059492), increase of the Company's share capital and amendment of the Company's Articles of Association
7. Adoption of a resolution to amend and restate the consolidated text of the Company's Articles of Association.
8. Adoption of a resolution to establish an extraction facility decommissioning fund
9. Closing of the Extraordinary General Meeting

Section 2

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

Section 3

This Resolution shall come into force upon its adoption.

The vote was held using means of remote communication.

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

8 Management Board Members participated in the vote; 8 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 Section 13 of the Rules of Procedure for the Company's Management Board

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

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

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

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

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

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

**Józef Węgrecki** – vote cast IN FAVOUR of the resolution in accordance with Section 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:

.....

Jan Szewczak

Member of the Management Board



**Resolution No. 7641/22  
of the Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated August 25th 2022**

*on draft resolutions of the Extraordinary General Meeting of the Company*

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 Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to approve the draft resolutions of the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. convened for September 28th 2022.

The draft resolutions of the Extraordinary General Meeting are attached as an appendix to this Resolution.

**Section 2**

The Management Board requests that the Supervisory Board's Corporate Governance Committee provide its opinion on the proposed amendments to the Company's Articles of Association, that the Supervisory Board provide a positive opinion the draft resolutions of the Extraordinary General Meeting referred to in Section 1 of this Resolution, and that the Extraordinary General Meeting adopt the resolutions referred to in Section 1 of this Resolution.

**Section 3**

This Resolution shall come into force upon its adoption.

The vote was held using means of remote communication.

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

8 Management Board Members participated in the vote; 8 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 Section 13 of the Rules of Procedure for the Company's Management Board

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

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

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

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

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

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

**Józef Węgrecki** – vote cast IN FAVOUR of the resolution in accordance with Section 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:

.....  
Jan Szewczak  
Member of the Management Board