REPRESENTATION BY A CANDIDATE TO THE SUPERVISORY BOARD OF ORLEN S.A. (the "Company")

I hereby represent that:

I. I agree to stand as a candidate to the Supervisory Board of ORLEN S.A.

II. No statutory impediments exist, particularly under 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.

III. I do not perform any public function or hold any public office as referred to in the Act of 21 August 1997 on Restrictions on the Conduct of Business Activities by Persons Performing Public Functions.

IV. As regards the independence criteria for Supervisory Board Members as defined in Art. 8.5 of the Company's Articles of Association:[i]

- ☐ I meet the independence criteria for Supervisory Board Members as defined in Art. 8.5 of the Company's Articles of Association.
- ☐ I do not meet the independence criteria for Supervisory Board Members as defined in Art. 8.5 of the Company's Articles of Association.

V. As regards the independence criteria for Supervisory Board Members as defined in Best Practice for GPW Listed Companies 2021:

- ☐ I have no links with any holders of Company shares representing 5% or more of total voting rights at the Company's General Meeting.
- ☐ I have the following links with holders of Company shares representing 5% or more of total voting rights at the Company's General Meeting.

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VI. As regards the independence criteria under the Act of 11 May 2017 on Statutory Auditors, Audit Firms, and Public Oversight:[ii]

- ☐ I meet the independence criteria for Supervisory Board Members under the Act of 11 May 2017 on Statutory Auditors, Audit Firms, and Public Oversight.
- ☐ I do not meet the independence criteria for Supervisory Board Members under the Act of 11 May 2017 on Statutory Auditors, Audit Firms, and Public Oversight.

VII. I hereby represent that:

As regards the requirement to disclose any business activities conducted outside ORLEN S.A.:

- ☐ I do not conduct any other business activity outside ORLEN S.A., and I am not a partner in any partnership or member of a governing body of any company, corporation or other legal entity;

- ☐ I conduct the following other business activity outside the Company:
……...……...

……...
……...
which IS /IS NOT * in competition with ORLEN S.A.;

☐ I am a partner in the following partnership/shareholder in the following company/corporation:
……...
……...
……...
which IS /IS NOT * in competition with ORLEN S.A.;

☐ I am a member of a governing body of the following legal entity:
……...
……...
……...
which IS /IS NOT * in competition with ORLEN S.A.

* Strike out as appropriate.

VIII. I further represent that:

☐ I am entered in the Register of Insolvent Debtors maintained under the Act of 20 August 1997 on the National Court Register.
☐ I am not entered in the Register of Insolvent Debtors maintained under the Act of 20 August 1997 on the National Court Register.

IX. I represent that:

☐ I meet the requirements for Members of the Audit Committee of the ORLEN S.A. Supervisory Board under Art. 129.1 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms, and Public Oversight, i.e. I have adequate expertise and 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 do not meet the requirements for Members of the Audit Committee of the ORLEN S.A. Supervisory Board under Art. 129.1 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms, and Public Oversight, i.e. I do not have adequate expertise or skills in accounting or auditing of financial statements.

X. I represent that:

☐ I meet the requirements for Members of the Audit Committee of the ORLEN S.A. Supervisory Board under Art. 129.5 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms, and Public Oversight, i.e. I have expertise and skills required to work in the industry in which ORLEN S.A. operates, as confirmed by:

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

☐ I do not meet the requirements for Members of the Audit Committee of the ORLEN S.A. Supervisory Board under Art. 129.5 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms, and Public Oversight, i.e. I do not have expertise or skills required to work in the industry in which ORLEN S.A. operates.

I further undertake to promptly notify the Company in writing of any changes in circumstances relevant to the representations set out above. If I am appointed as Member of the Company's Supervisory Board, I undertake to promptly notify the Management Board and other Members of the Supervisory Board 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. shareholders and investors, including on ORLEN S.A.'s corporate website.

** Strike out as appropriate.*

…… ……
(first name and surname) *(place, date)*

……
(signature)

CC:
- Members of the Company's Supervisory Board
- The Company's Management Board

[i] Art. 8.5 of the Company's Articles of Association provides that:
At least two Supervisory Board members shall each meet all of the following criteria (independent Supervisory Board members):

1) They are not employed by the Company or any of its Related Parties;
2) They were not members of a management body of the Company or any of its Related Parties in the last five years before being appointed to the Supervisory Board;
3) They are not members of any supervisory or management body of a Related Party of the Company;
4) They do not receive, nor did they receive in the last five years before being appointed to the Supervisory Board, any significant additional remuneration, i.e. remuneration totalling more than six hundred thousand złoty, from the Company or any of its Related Parties, other than remuneration for serving on supervisory bodies;
5) They are not, nor were they in the last three years before being appointed to the Supervisory Board, a shareholder in or employee of the present or former external auditor of the Company or any of its Related Parties;
6) They are not a shareholder holding 5% or more of total voting rights at the General Meeting of the Company or any of its Related Parties;

7) They are not a member of a supervisory or management body, or an employee of, an entity holding 5% or more of total voting rights at the General Meeting of the Company or any of its Related Parties;

8) They are 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 items;

9) They have not been a member of the Company's Supervisory Board for more than three terms of office;

10) They are not a member of the management board of a company in which a member of the Company's Management Board is a supervisory board member;

11) They do not have any significant links to members of the Company's Management Board through involvement in other companies.

[ii]Art. 129.3 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms, and Public Oversight provides that:

Most of the Audit Committee members, including its Chair, shall be independent of the given public-interest entity. A member of the Audit Committee shall be deemed to be independent of the public-interest entity if they meet the following criteria:
1) They are not, nor were in the five years preceding the date of their appointment, a member of the senior management, including the management board or any other governing body, of the public-interest entity or any of its related parties;
2) They are not, nor were in the three years preceding the date of their appointment, an employee of the public-interest entity or any of its related parties, save where the member of the audit committee is an employee other than a member of the senior management, who has been elected to the supervisory board or other supervisory or controlling body of the public-interest entity as a employee representative;
3) They do not exercise control over the public-interest entity as defined in Art. 3.1.37.a–e of the Accounting Act of 29 September 1994, nor do they represent any person or entity exercising such control;
4) They do not receive, nor have received, any significant additional remuneration from the public-interest entity or any of its related parties, other than remuneration for serving on its supervisory board or other supervisory or controlling body, including the audit committee;
5) They do not maintain, nor maintained in the year preceding the date of their appointment, any material business relations with the public-interest entity or any of its related parties, whether directly or as an owner, partner, shareholder, supervisory board member or member of any other supervisory or controlling body, member of the senior management, including the management board or any other management body, of or in an entity maintaining such relations;
6) They are not, nor were in the two years prior preceding the date of their appointment:
a) an owner, partner (including a general partner) or shareholder of the audit firm currently or formerly engaged to audit the financial statements or provide assurance of the sustainability reporting of the public-interest entity or any of its related parties; or
b) a member of the supervisory board or any other supervisory or controlling body of the audit firm currently or formerly engaged to audit the financial statements or provide assurance of the sustainability reporting of the public-interest entity; or
c) an employee or a member of the senior management, including the management board or any other management body, of the audit firm currently or formerly engaged to audit the financial statements or provide assurance of the sustainability reporting of the public-interest entity or any of its related parties; or
d) any other individual engaged to provide services to or supervised by the current or former audit firm or by a qualified independent auditor acting on its behalf;
7) They are not a member of the management board or other management body of an entity where a member of the management board of other management body of the public-interest entity serves on the supervisory board or other supervisory or controlling body;
8) They have not been a member of the supervisory board or any other supervisory or controlling body of the public-interest entity for more than 12 years;
9) They are not married to, do not cohabit with, and are not a direct-line or up to the fourth degree collateral-line relative or affine of a member of the management board or other management body of the public-interest entity or such person as is referred to in items 1–8 above;
10) They are not related through adoption, custody, or guardianship to a member of the management board or other management body of the public-interest entity or such person as is referred to in items 1-8 above.

ORLEN