



**Resolution No. 7118/21
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated March 23rd 2021**

to authorise the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2020.

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. 8.11.15 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

1. The Management Board resolves to authorise the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2020 ("report on expenses"), as attached to this Resolution.
2. The Management Board resolves to request that the Supervisory Board approve the report on expenses.

Section 2

This Resolution shall come into force upon its adoption.

7 members of the Management Board participated in the vote, with 7 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Zbigniew Leszczyński
Member of the Management Board

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Michał Róg
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 7129/21
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 6th 2021**

on the coverage of net loss for the financial year 2020

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. 395.2.2 of the Commercial Companies Code as well as Art. 7.7.3 of the Company's Articles of Association, and in consideration of Art. 8.11.6 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board resolves to approve the proposal regarding the coverage of PKN ORLEN S.A.'s net loss for 2020 and to recommend that the Annual General Meeting resolve to cover the net loss for 2020 of PLN 2,355,671,374.21 (two billion, three hundred and fifty-five million, six hundred and seventy-one thousand, three hundred and seventy-four zloty, 21/100) from statutory reserve funds.

Section 2

The Management Board resolves to request that the Supervisory Board's Audit Committee and then the Supervisory Board assess the recommendation specified in Section 1 of this Resolution.

Section 3

This Resolution shall come into force upon its adoption.

7 members of the Management Board participated in the vote, with 7 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Zbigniew Leszczyński
Member of the Management Board

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Michał Róg
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 7130/21
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 6th 2021**

on the amount of dividend to be paid in 2021

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. 395.2.2 and Art 348.4 of the Commercial Companies Code as well as Art. 7.7.3 of the Company's Articles of Association, and in consideration of Art. 8.11.6 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board resolves to approve the proposal regarding the amount of dividend to be paid by PKN ORLEN S.A. and to recommend that the Annual General Meeting resolve to allocate PLN 1,496,981,713.50 (one billion, four hundred and ninety-six million, nine hundred and eighty-one thousand, seven hundred and thirteen zloty, 50/100) to dividend payment (PLN 3.50 per share). The dividend referred to in the preceding sentence shall be paid from the Company's statutory reserve funds created from retained earnings.

Section 2

The Management Board recommends that July 22nd 2021 be set as the dividend record date and August 5th 2021 – as the dividend payment date.

Section 3

The Management Board resolves to request that the Supervisory Board's Audit Committee and then the Supervisory Board assess the recommendations specified in Section 1 and Section 2 of this Resolution.

Section 4

The implementation of this Resolution shall rest with: Executive Director for Finance Management.

Section 5

This Resolution shall come into force upon its adoption.

7 members of the Management Board participated in the vote, with 7 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Zbigniew Leszczyński
Member of the Management Board

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Michał Róg
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No.7138/21
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 14th 2021**

to authorise the financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended December 31st 2020

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association and Sections 5.5.3 and 5.5.11 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.1 of the Commercial Companies Code, Art. 45 and Art. 53.1 of the Accounting Act, as well as in conjunction with Art. 7.7.1 and Art. 8.11.6 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board resolves to authorise the audited financial statements of PKN ORLEN S.A. for the year ended December 31st 2020, as attached to this Resolution, comprising:

- the separate statement of profit or loss (presented in the statement of profit or loss and other comprehensive income) for the period from January 1st 2020 to December 31st 2020, showing a net loss of PLN 2,355,671,374.21 (two billion, three hundred and fifty-five million, six hundred and seventy-one thousand, three hundred and seventy-four zloty, 21/100);
- the separate statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 54,456,723,624.25 (fifty-four billion, four hundred and fifty-six million, seven hundred and twenty-three thousand, six hundred and twenty-four zloty, 25/100);
- the separate statement of changes in equity, showing a decrease in equity as at December 31st 2020 of PLN 3,055,528,362.41 (three billion, fifty-five million, five hundred and twenty-eight thousand, three hundred and sixty-two zloty, 41/100);
- the separate statement of cash flows, showing a net decrease in cash of PLN 4,478,108,243.19 (four billion, four hundred and seventy-eight million, one hundred and eight thousand, two hundred and forty-three zloty, 19/100);
- supplementary information, comprising the introduction and notes to the separate financial statements.

Section 2

The Management Board requests that the Supervisory Board assess the financial statements of PKN ORLEN S.A. for the year ended December 31st 2020, as referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and approve the financial statements of PKN ORLEN S.A. for the year ended December 31st 2020, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall come into force upon its adoption.

8 members of the Management Board participated in the vote, with 8 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Zbigniew Leszczyński
Member of the Management Board

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Michał Róg
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No.7139/21
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 14th 2021**

to authorise the consolidated financial statements of the ORLEN Group for the year ended December 31st 2020

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association and Sections 5.5.3 and 5.5.11 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.5 of the Commercial Companies Code, Art. 55 and Art. 63c.4 of the Accounting Act, as well as in conjunction with Art. 7.7.1 and Art. 8.11.6a of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board resolves to authorise the audited consolidated financial statements of the ORLEN Group for the year ended December 31st 2020, as attached to this Resolution, comprising:

- the consolidated statement of profit or loss (presented in the consolidated statement of profit or loss and other comprehensive income) for the period from January 1st 2020 to December 31st 2020, showing a net profit of PLN 2,825,328,087.71 (two billion, eight hundred and twenty-five million, three hundred and twenty-eight thousand, eighty-seven zloty, 71/100);
- the consolidated statement of financial position as at December 31st 2020, showing total assets and total equity and liabilities of PLN 83,827,374,208.72 (eighty-three billion, eight hundred and twenty-seven million, three hundred and seventy-four thousand, two hundred and eight zloty, 72/100);
- the consolidated statement of changes in equity, showing an increase in equity as at December 31st 2020 of PLN 3,770,628,919.05 (three billion, seven hundred and seventy million, six hundred and twenty-eight thousand, nine hundred and nineteen zloty, 5/100);
- the consolidated statement of cash flows showing a net decrease in cash and cash equivalents of PLN 4,958,423,602.79 (four billion, nine hundred and fifty-eight million, four hundred and twenty-three thousand, six hundred and two zloty, 79/100);
- supplementary information, comprising the introduction and notes to the consolidated financial statements.

Section 2

The Management Board requests that the Supervisory Board assess the consolidated financial statements of the ORLEN Group for the year ended December 31st 2020, as referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and approve the consolidated financial statements of the ORLEN Group for the year ended December 31st 2020, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall come into force upon its adoption.

8 members of the Management Board participated in the vote, with 8 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Zbigniew Leszczyński
Member of the Management Board

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Michał Róg
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No.7140/21
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 14th 2021**

to authorise the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2020

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association and Sections 5.5.3 and 5.5.11 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code, Art. 49 and Art. 55.2a of the Accounting Act, as well as in conjunction with Art. 7.7.1 and Art. 8.11.6 and Art. 8.11.6a of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board resolves to authorise the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2020, as attached to this Resolution.

Section 2

The Management Board requests that the Supervisory Board assess the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2020, as referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and approve the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2020, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall come into force upon its adoption.

8 members of the Management Board participated in the vote, with 8 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Zbigniew Leszczyński
Member of the Management Board

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Michał Róg
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board



**Resolution No. 7158/21
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 29th 2021**

to convene the Annual General Meeting

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 and 5.5.4 of the Rules of Procedure for the Management Board, and considering the provisions of Art. 399.1 in conjunction with Art. 395.1, 395.2 and 395.5 of the Commercial Companies Code, as well as Art. 7.3 of the Company's Articles of Association, and 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 convene the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., to be held at Dom Technika at ul. Kazimierza Wielkiego 41, Płock, Poland, on May 27th 2021 at 11.00 am, with the following agenda:

1. Opening of the General Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2020.
7. Consideration of the financial statements of PKN ORLEN S.A. for the year ended December 31st 2020, as well as the Management Board's proposal regarding the coverage of net loss for the financial year 2020.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2020.
9. Consideration of the report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2020.
10. Presentation of the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2020.
11. Voting on a resolution to approve the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2020.
12. Voting on a resolution to approve the financial statements of PKN ORLEN S.A. for the year ended December 31st 2020.
13. Voting on a resolution to approve the consolidated financial statements of the ORLEN Group for the year ended December 31st 2020.
14. Voting on a resolution to cover net loss for the financial year 2020.
15. Voting on a resolution to determine the amount of the dividend to be paid in 2021, the dividend record date and the dividend payment date.
16. Voting on resolutions to grant discharge to members of the Management Board of PKN ORLEN S.A. for performance of their duties in 2020.
17. Voting on resolutions to grant discharge to members of the Supervisory Board of PKN ORLEN S.A. for performance of their duties in 2020.
18. Consideration of and voting on resolutions to amend the Company's Articles of Association and to approve the consolidated text of the Articles of Association.
19. Consideration of and voting on a resolution to endorse the Report of the Supervisory Board of PKN ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2019–2020.
20. Closing of the General Meeting.

Section 2

The Management Board requests that the Supervisory Board provides its opinion on the agenda for the Annual General Meeting of PKN ORLEN S.A. as presented in Section 1 of this Resolution.

Section 3

This Resolution shall come into force upon its adoption.

7 members of the Management Board participated in the vote, with 7 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

Signatures of the Management Board members present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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Zbigniew Leszczyński
Member of the Management Board

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Michał Róg
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board

CC:

1 x Members of the Management Board
1 x Supervisory Board
1 x PKK



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 7159/21
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated April 29th 2021**

to approve draft resolutions of the Annual 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 Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to approve the draft resolutions of the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. The draft resolutions of the Annual General Meeting are attached as an appendix to this Resolution.

Section 2

The Management Board requests that the Supervisory Board's Corporate Governance Committee endorse the proposed amendments to the Company's Articles of Association; that the Supervisory Board endorse the draft resolutions of the Annual General Meeting as referred to in Section 1 of this Resolution; and that the Annual General Meeting pass the resolutions referred to in Section 1 of this Resolution.

Section 3

This Resolution shall come into force upon its adoption.

7 members of the Management Board participated in the vote, with 7 votes cast in favour of the Resolution, 0 votes cast against it and 0 abstentions.

Signatures of the Management Board members present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Adam Burak
Member of the Management Board

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Patrycja Klarecka
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Zbigniew Leszczyński
Member of the Management Board

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Michał Róg
Member of the Management Board

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Jan Szewczak
Member of the Management Board

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Józef Węgrecki
Member of the Management Board

Cc:
1 x Members of the Management Board
1 x Supervisory Board
1 x PKK