



**ORLEN**

**Polski Koncern Naftowy ORLEN**  
Spółka Akcyjna

**Proposal of the Company's Management Board for the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A.**

**concerning:**

distribution of net profit for the financial year 2022,  
including payment of dividend in 2023

Submitted on behalf of  
the Management Board by:

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## Recommendation

Pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, the Management Board of Polski Koncern Naftowy ORLEN S.A. ("**PKN ORLEN**" or the "**Company**") proposes that the Company Shareholders pass a resolution to:

distribute the net profit for the financial year 2022, of PLN 27,261,937,353.96 (twenty-seven billion, two hundred sixty-one million nine hundred thirty-seven thousand three hundred fifty-three zlotys 96/100), in the following manner:

- PLN 6,385,181,269.50 (six billion, three hundred eighty-five million one hundred eighty-one thousand two hundred sixty-nine zlotys 50/100) is recommended to be distributed as dividend (of PLN 5.50 per share);
- the balance, i.e. PLN 20,876,756,084.46 (twenty billion, eight hundred seventy-six million seven hundred fifty-six thousand eighty-four zlotys 46/100), is recommended to be allocated to the Company's statutory reserve funds.

The Management Board recommends that August 10th 2023 be set as the dividend record date and August 31th 2023 - as the dividend payment date.

The update of the PKN ORLEN Strategy until 2030 announced on February 28, 2023 introduced a new dividend policy.

- Total dividend depending on the Company's performance:
  - to be determined annually
  - at 40% of adjusted free cash flow  
(operating cash flows minus investing cash flows)
  - no less than the base dividend (guaranteed):
- Base dividend (guaranteed):
  - at PLN 4.00 per share in 2022
  - to be increased by PLN 0.15 per share annually, starting from 2023

Taking into account the Company's results for 2022 and the Company's stable liquidity and financial situation, the Company's Management Board recommends paying dividends from the profit earned in 2022 in the amount of PLN 5.50 per share.