



**Resolution No. 4382/24**  
**of the Supervisory Board**  
**of ORLEN Spółka Akcyjna (the “Company”)**  
**dated 25 April 2024**

on assessment of the financial statements of ORLEN Spółka Akcyjna for the year ended 31 December 2023 in terms of their accuracy and consistency with accounting records and documents

Acting pursuant to Art. 382.3.1 of the Commercial Companies Code and Art. 8.11.6 of the Company's Articles of Association in conjunction with Art. 395.2.1 of the Commercial Companies Code, and considering the provisions of Art. 45 and Art. 53.1 of the Accounting Act and Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

**Section 1**

The Supervisory Board resolves to give a favourable assessment of the accuracy and consistency with the accounting records and documents of the financial statements of ORLEN Spółka Akcyjna for the year ended 31 December 2023, 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 1 January to 31 December 2023, showing a net profit of PLN 21,215,917,147.93 (twenty-one billion, two hundred and fifteen million, nine hundred and seventeen thousand, one hundred and forty-seven zloty, 93/100);
- the separate statement of financial position as at 31 December 2023, showing total assets and total equity and liabilities of PLN 204,369,151,038.13 (two hundred and four billion, three hundred and sixty-nine million, one hundred and fifty-one thousand, thirty-eight zloty, 13/100);
- the separate statement of changes in equity, showing an increase in equity as at 31 December 2023 of PLN 13,282,885,994.16 (thirteen billion, two hundred and eighty-two million, eight hundred and eighty-five thousand, nine hundred and ninety-four zloty, 16/100);
- the separate statement of cash flows, showing a net decrease in cash of PLN (5,112,923,746.05) (five billion, one hundred and twelve million, nine hundred and twenty-three thousand, seven hundred and forty-six zloty, 5/100);
- supplementary information, comprising the introduction and notes to the separate financial statements.

## Section 2

This Resolution shall take effect upon adoption.

7 persons participated in the vote; 6 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 1 ABSTENTION.

.....  
Wojciech Popiołek  
Chair of the Supervisory Board

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Michał Gajdus  
Deputy Chair of the Supervisory Board

.....  
Katarzyna Łobos  
Secretary of the Supervisory Board

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Ewa Gąsiorek  
Member of the Supervisory Board

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Mikołaj Pietrzak  
Member of the Supervisory Board

.....  
Kazimierz Mordaszewski  
Member of the Supervisory Board temporarily  
delegated  
to perform the duties of Management Board  
Member

.....  
Ireneusz Sitarski  
Member of the Supervisory Board

.....  
Tomasz Zieliński  
Member of the Supervisory Board temporarily  
delegated  
to perform the duties of Management Board  
Member

.....  
Piotr Wielowieyski  
Member of the Supervisory Board



**Resolution No. 4383/24**  
**of the Supervisory Board**  
**of ORLEN Spółka Akcyjna (the "Company")**  
**dated 25 April 2024**

on assessment of the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023 in terms of its accuracy and consistency with accounting records and documents

Acting pursuant to Art. 8.11.6 and Art. 8.11.6b of the Company's Articles of Association in conjunction with Art. 382.3.1 of the Commercial Companies Code and pursuant to Art. 49 and Art. 55.2a of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

**Section 1**

The Supervisory Board resolves to give a favourable assessment of the accuracy and consistency with the accounting records and documents of the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023, as attached to this Resolution.

**Section 2**

This Resolution shall take effect upon adoption.

7 persons participated in the vote; 6 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 1 ABSTENTION.

.....  
Wojciech Popiołek  
Chair of the Supervisory Board

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Michał Gajdus  
Deputy Chair of the Supervisory Board

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Katarzyna Łobos  
Secretary of the Supervisory Board

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Ewa Gąsiorek  
Member of the Supervisory Board

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Mikołaj Pietrzak  
Member of the Supervisory Board

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Kazimierz Mordaszewski  
Member of the Supervisory Board temporarily  
delegated  
to perform the duties of Management Board  
Member

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Ireneusz Sitarski  
Member of the Supervisory Board

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Tomasz Zieliński  
Member of the Supervisory Board temporarily  
delegated  
to perform the duties of Management Board  
Member

.....  
Piotr Wielowieyski  
Member of the Supervisory Board



**Resolution No. 4384/24**  
**of the Supervisory Board**  
**of ORLEN Spółka Akcyjna (the “Company”)**  
**dated 25 April 2024**

on assessment of the consolidated financial statements of the ORLEN Group for the year ended 31 December 2023 in terms of their accuracy and consistency with accounting records and documents

Acting pursuant to Art. 8.11.6b of the Company's Articles of Association in conjunction with Art. 382.1 of the Commercial Companies Code and pursuant to Art. 55 and Art. 63c.4 of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

**Section 1**

The Supervisory Board resolves to give a favourable assessment of the accuracy and consistency with the accounting records and documents of the audited consolidated financial statements of the ORLEN Group for the year ended 31 December 2023, as attached to this Resolution, comprising:

- the consolidated statement of profit or loss (included in the consolidated statement of profit or loss and other comprehensive income) for the period from 1 January to 31 December 2023, showing a net profit of PLN 20,727,406,080.12 (twenty billion, seven hundred and twenty-seven million, four hundred and six thousand, eighty złoty, 12/100),
- the consolidated statement of financial position as at 31 December 2023, showing total assets and total equity and liabilities of PLN 264,177,043,832.11 (two hundred and sixty-four billion, one hundred and seventy-seven million, forty-three thousand, eight hundred and thirty-two złoty, 11/100);
- the consolidated statement of changes in equity, showing an increase in equity as at 31 December 2023 of PLN 10,070,355,604.09 (ten billion, seventy million, three hundred and fifty-five thousand, six hundred and four złoty, 9/100);
- the consolidated statement of cash flows showing a net decrease in cash and cash equivalents of PLN (6,552,818,603.80) (six billion, five hundred and fifty-two million, eight hundred and eighteen thousand, six hundred and three złoty, 80/100);
- supplementary information, comprising the introduction and notes to the consolidated financial statements.

## Section 2

This Resolution shall take effect upon adoption.

7 persons participated in the vote; 6 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 1 ABSTENTION.

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Wojciech Popiołek  
Chair of the Supervisory Board

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Michał Gajdus  
Deputy Chair of the Supervisory Board

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Katarzyna Łobos  
Secretary of the Supervisory Board

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Ewa Gąsiorek  
Member of the Supervisory Board

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Mikołaj Pietrzak  
Member of the Supervisory Board

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Kazimierz Mordaszewski  
Member of the Supervisory Board temporarily  
delegated  
to perform the duties of Management Board  
Member

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Ireneusz Sitarski  
Member of the Supervisory Board

.....  
Tomasz Zieliński  
Member of the Supervisory Board temporarily  
delegated  
to perform the duties of Management Board  
Member

.....  
Piotr Wielowieyski  
Member of the Supervisory Board



**Resolution No. 4387/24**  
**of the Supervisory Board**  
**of ORLEN Spółka Akcyjna (the "Company")**  
**dated 25 April 2024**

on assessment of the Management Board's recommendation on the allocation of net profit for the financial year 2023

Acting pursuant to Art. 382.3.2 of the Commercial Companies Code and Art. 8.11.6 of the Company's Articles of Association, in conjunction with Art. 395.2.2 and Art. 348.1 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

**Section 1**

The Supervisory Board resolves to endorse the Management Board's recommendation to allocate the net profit for the financial year 2023, of PLN 21,215,917,147.93 (twenty-one billion, two hundred and fifteen million, nine hundred and seventeen thousand, one hundred and forty-seven zloty, 93/100), in the following manner:

- 1) PLN 4,817,909,503.35 (four billion, eight hundred and seventeen million, nine hundred and nine thousand, five hundred and three zloty, 35/100) to be allocated to dividend payment (PLN 4.15 per share);
- 2) the balance of PLN 16,398,007,644.58 (sixteen billion, three hundred and ninety-eight million, seven thousand, six hundred and forty-four zloty, 58/100) to be allocated to the Company's statutory reserve funds.

The Supervisory Board is of the opinion that the Management Board's recommendation on the amount of dividend to be paid in 2024 is consistent with the Company's strategy and objectives.

**Section 2**

The Supervisory Board resolves to endorse the Management Board's recommendation to set 20 September 2024 as the dividend record date and 20 December 2024 as the dividend payment date.

**Section 3**

The Supervisory Board resolves to endorse the Management Board's recommendation to allocate retained earnings of PLN 12,466,697,131.73 (twelve billion, four hundred and sixty-six million, six hundred and ninety-seven thousand, one hundred and thirty-one zloty, 73/100) to the Company's statutory reserve funds.

#### Section 4

This Resolution shall take effect upon adoption.

7 persons participated in the vote; 6 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 1 ABSTENTION.

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Wojciech Popiołek  
Chair of the Supervisory Board

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Michał Gajdus  
Deputy Chair of the Supervisory Board

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Katarzyna Łobos  
Secretary of the Supervisory Board

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Ewa Gąsiorek  
Member of the Supervisory Board

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Mikołaj Pietrzak  
Member of the Supervisory Board

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Kazimierz Mordaszewski  
Member of the Supervisory Board temporarily  
delegated  
to perform the duties of Management Board  
Member

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Ireneusz Sitarski  
Member of the Supervisory Board

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Tomasz Zieliński  
Member of the Supervisory Board temporarily  
delegated  
to perform the duties of Management Board  
Member

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Piotr Wielowieyski  
Member of the Supervisory Board



**Resolution No. 4430/24  
of the Supervisory Board  
of ORLEN Spółka Akcyjna  
dated 27 May 2024**

to authorise the Supervisory Board's report on its activities for the financial year 2023

On the basis of: Art. 382.3 and Art. 382.3.1 of the Commercial Companies Code, Art. 8.11.6, Art. 8.11.6a and Art. 8.11.6b of the Company's Articles of Association in conjunction with Section 3a.2 of the Rules of Procedure for the Supervisory Board and principle 2.11 of the Best Practice for GPW Listed Companies 2021, as well as the Guidelines for State-Run Companies Preparing Financial Statements for 2023.

**Section 1**

The Supervisory Board hereby resolves to authorise the Supervisory Board's report on its activities for the financial year 2023 ("The Supervisory Board's Report for 2023"), including in particular:

- conclusions of the assessment of the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2023 in terms of its accuracy and consistency with accounting records and documents;
- conclusions of the assessment of the financial statements of ORLEN S.A. for the year ended 31 December 2023 in terms of their accuracy and consistency with accounting records and documents;
- conclusions of the assessment of the consolidated financial statements of the ORLEN Group for the year ended 31 December 2023 in terms of their accuracy and consistency with accounting records and documents;
- conclusions of the assessment of the Management Board's proposal on distribution of the net profit for 2023, including the recommendation on the amount of dividend to be paid in 2024;
- an assessment of the performance by the Management Board of its obligations under Article 380<sup>1</sup> of the Commercial Companies Code and an assessment of the Management Board's practices with respect to the preparation and provision to the Supervisory Board of information, documents, reports and clarifications requested pursuant to Art. 382.4 of the Commercial Companies Code;
- information on the composition of the Supervisory Board and its committees, specifying which members of the Supervisory Board meet the independence criteria, and which of them do not have any actual and material links to any Shareholder holding 5% or more of total voting rights in the Company;
- a summary of the activities of the Supervisory Board and its committees;
- an assessment of the Company's standing on a consolidated basis, including an assessment of the adequacy and effectiveness of its internal control, risk management and compliance systems and internal audit function, along with information on the steps taken by the Supervisory Board to perform the assessment; the assessment covers all material controls, including those related to reporting and operating activities;
- assessment of the Company's compliance with corporate governance standards and the manner in which the Company complies with its disclosure requirements set out in the WSE Rules and legal provisions governing current and periodic information published by issuers of securities, along with information on the steps taken by the Supervisory Board to perform the assessment;
- an assessment of the appropriateness of the Company's and the Group's sponsorship and donation spending, including the amount spent on these purposes;
- an assessment of the activities of the Group companies in the assessment of the Group's consolidated financial statements;



- an assessment of the use of non-current assets, in particular real property, by the Company.

The Supervisory Board's report on its activities for 2023 is attached as an appendix to this Resolution.

## Section 2

This Resolution shall take effect upon adoption.

7 persons participated in the vote; 7 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Piotr Wielowieyski

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Tomasz Zieliński



**Resolution No. 4431/24  
of the Supervisory Board of ORLEN Spółka Akcyjna  
dated May 27th 2024**

to authorise the Report of the Supervisory Board of ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2023

Acting pursuant to Section 3a.2.g of the Rules of Procedure for the Supervisory Board of ORLEN S.A. and Art. 90g.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, the Supervisory Board hereby resolves as follows:

**Section 1**

The Supervisory Board of ORLEN Spółka Akcyjna resolves to authorise the Report of the Supervisory Board of ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2023, as attached to this Resolution, containing in particular:

- the total remuneration split out by components as referred to in Art. 90d.3.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, and the relative proportion of these components;
- an explanation of how the total remuneration complies with the adopted remuneration policy, including how it contributes to the long-term performance of the Company;
- information on how the performance criteria were applied;
- the annual change of remuneration, of the performance of the Company, and of average remuneration of employees of the Company other than Management or Supervisory Board members over at least the five most recent financial years, presented together in a manner which permits comparison;
- any remuneration from any entity belonging to the same group as defined in the Accounting Act of September 29th 1994;
- the number of financial instruments granted or offered, and the main conditions for the exercise of the rights attached thereto, including the exercise price and date and any change thereof;
- information on the use of the possibility to reclaim variable remuneration;
- information on any deviations from the procedure for the implementation of the remuneration policy and on any derogations applied in accordance with Art. 90f of the aforementioned Act, including the explanation of the reasons for and the manner of such derogations and the indication of the specific elements derogated from.

The Report of the Supervisory Board of ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2023 is attached as an appendix to this Resolution.

**Section 2**

The Supervisory Board of ORLEN S.A. authorises Mr Wojciech Popiołek, Chairperson of the Supervisory Board, and Mr Michał Gajdus, Vice - Chairperson of the Supervisory Board, to sign the Report of the Supervisory Board of ORLEN S.A. on remuneration of members of the Management Board and the Supervisory Board for 2023, containing the information referred to in Section 1 of this Resolution.

**Section 3**

This Resolution shall be effective as of its date.

7 persons participated in the vote; 7 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Piotr Wielowieyski

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Tomasz Zieliński



**Resolution No. 4432/24**  
**of the Supervisory Board**  
**of ORLEN Spółka Akcyjna (the "Company")**  
**dated 27 May 2024**

to endorse the revised Remuneration Policy for Members of the Management Board and the Supervisory Board of ORLEN S.A.

Pursuant to Art. 8.11.7 of the Company's Articles of Association, in conjunction with Art. 90d.1 and Art. 90e.4 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005, the Supervisory Board hereby resolves as follows:

**Section 1**

The Supervisory Board hereby endorses the revised Remuneration Policy for Members of the Management Board and the Supervisory Board of ORLEN S.A., as attached to this Resolution.

**Section 2**

This Resolution shall take effect upon adoption.

7 persons participated in the vote; 7 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS: 0

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Piotr Wielowieyski

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Tomasz Zieliński



**Resolution No. 4433/24  
of the Supervisory Board  
of ORLEN Spółka Akcyjna  
dated 27 May 2024**

on: the report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2023.

Acting pursuant to Art. 8.11.15 of the Company's Articles of Association in conjunction with Section V.1.8.b of the Guidelines for State-Run Companies Preparing Financial Statements for 2023, the Supervisory Board hereby resolves as follows:

**Section 1**

The Supervisory Board of ORLEN S.A. resolves to approve the report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2023, as prepared by the Management Board, and to adopt the Supervisory Board's Assessment thereof, attached as Appendix 1 to this Resolution.

The report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2023 is attached as Appendix 2 to this Resolution.

**Section 2**

This Resolution shall be effective as of its date.

7 persons participated in the vote; 7 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Kazimierz Mordaszewski

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Mikołaj Pietrzak

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Piotr Wielowieyski

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Tomasz Zieliński

**ORLEN S.A. SUPERVISORY BOARD'S ASSESSMENT OF THE REPORT ON ENTERTAINMENT EXPENSES, LEGAL EXPENSES, MARKETING EXPENSES, PUBLIC RELATIONS AND SOCIAL COMMUNICATION EXPENSES, AND MANAGEMENT CONSULTANCY FEES FOR THE YEAR ENDED 31 DECEMBER 2023, AS PREPARED BY THE MANAGEMENT BOARD**

**I. ASSESSED REPORT**

This assessment concerns:

1. The report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2023 prepared by the ORLEN S.A. Management Board.

**II. ASSESSMENT OF THE REPORT ON ENTERTAINMENT EXPENSES, LEGAL EXPENSES, MARKETING EXPENSES, PUBLIC RELATIONS AND SOCIAL COMMUNICATION EXPENSES, AND MANAGEMENT CONSULTANCY FEES IN 2023, AS PREPARED BY THE MANAGEMENT BOARD**

2. The Supervisory Board of ORLEN S.A., having reviewed the report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2023 prepared by the ORLEN S.A. Management Board, as well as information and materials received from the Management Board and other representatives of the Company, is satisfied that the Report:

- complies with the guidelines on preparing the report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in place at ORLEN S.A. and is consistent with the accounting records for 2023.

Therefore, the Supervisory Board of ORLEN S.A. approves the report on entertainment expenses, legal expenses, marketing expenses, public relations and communication expenses, and management consultancy fees in 2023, as prepared by the ORLEN S.A. Management Board.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Kazimierz Mordaszewski

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Piotr Wielowieyski

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Mikołaj Pietrzak

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Tomasz Zieliński



**Resolution No. 4457/24  
of the Supervisory Board  
of ORLEN Spółka Akcyjna (the "Company")  
dated 28 May 2024**

to provide an opinion on draft resolutions of the Annual General Meeting

Acting pursuant to Art. 8.11.7 of the Company's Articles of Association, the Supervisory Board hereby resolves as follows:

**Section 1**

The Supervisory Board of ORLEN Spółka Akcyjna resolves to give a positive opinion on the draft resolutions of the Annual General Meeting of ORLEN S.A., attached as an appendix hereto.

**Section 2**

This Resolution shall take effect upon adoption.

8 persons participated in the vote; 8 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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Wojciech Popiołek

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Michał Gajdus

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Katarzyna Łobos

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Ewa Gąsiorek

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Kazimierz Mordaszewski

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Piotr Wielowieyski

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Mikołaj Pietrzak

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Tomasz Zieliński