ORLEN GROUP

CONSOLIDATED QUARTERLY REPORT

FOR THE 4th QUARTER 2024

ORLEN GROUP - SELECTED DATA

	PLN million 12 MONTHS ENDED 31/12/2024	PLN million 12 MONTHS ENDED 31/12/2023 (restated data)	EUR million 12 MONTHS ENDED 31/12/2024	EUR million 12 MONTHS ENDED 31/12/2023 (restated data)
Sales revenues	296 947	372 767	68 990	82 318
Operating profit increased by depreciation and amortisation (EBITDA)	29 601	45 514	6 877	9 385
EBITDA before net impairment allowances	35 493	61 727	8 246	13 173
Profit from operations (EBIT)	15 665	31 321	3 639	6 251
Profit before tax	15 337	30 563	3 563	6 749
Net profit before net impairment allowances	13 845	37 182	3 217	8 419
Net profit	**7 953**	**20 969**	**1 848**	**4 631**
Total net comprehensive income	4 659	16 684	1 082	3 684
Net profit attributable to equity owners of the parent	7 980	20 922	1 854	4 620
Total net comprehensive income attributable to equity owners of the parent	4 690	16 639	1 090	3 674
Net cash from operating activities	36 634	41 914	8 511	9 256
Net cash (used) in investing activities	(34 051)	(36 409)	(7 911)	(8 040)
Net cash (used) in financing activities	(4 761)	(12 057)	(1 106)	(2 663)
Net (Decrease) in cash and cash equivalents	(2 178)	(6 552)	(506)	(1 447)
Net profit and diluted net profit per share attributable to equity owners of the parent (in PLN/EUR per share)	6.87	18.02	1.60	3.98
	31/12/2024	31/12/2023 (restated data)	31/12/2024	31/12/2023 (restated data)
Non-current assets	194 098	181 265	45 424	39 330
Current assets	68 644	83 198	16 065	21 494
Total assets	**262 742**	**264 463**	**61 489**	**60 824**
Share capital	1 974	1 974	462	454
Equity attributable to equity owners of the parent	152 214	152 322	35 622	35 033
Total equity	**153 262**	**153 420**	**35 868**	**35 285**
Non-current liabilities	49 208	41 551	11 516	9 556
Current liabilities	60 272	69 492	14 105	15 983
Number of shares	1 160 942 049	1 160 942 049	1 160 942 049	1 160 942 049
Carrying amount and diluted carrying amount per share attributable to equity owners of the parent (in PLN/EUR per share)	131.11	131.21	30.68	30.18

ORLEN – SELECTED DATA

	PLN million		EUR million	
	12 MONTHS ENDED 31/12/2024	12 MONTHS ENDED 31/12/2023 (restated data)	12 MONTHS ENDED 31/12/2024	12 MONTHS ENDED 31/12/2023 (restated data)
Sales revenues	201 353	250 969	46 781	55 421
Profit from operations increased by depreciation and amortisation (EBITDA)	12 844	29 861	2 984	6 594
EBITDA before net impairment allowances	15 210	44 386	3 534	9 802
Profit from operations (EBIT)	8 563	24 634	1 989	5 440
Profit before tax	9 298	26 239	2 160	5 794
Net profit before net impairment allowances	14 914	35 662	3 465	7 875
Net profit	**6 983**	**21 216**	**1 622**	**4 685**
Total net comprehensive income	4 899	19 671	1 138	4 344
Net cash from operating activities	12 895	32 258	2 996	7 123
Net cash (used) in investing activities	(8 995)	(31 088)	(2 090)	(6 865)
Net cash (used) in financing activities	(5 368)	(6 283)	(1 247)	(1 387)
Net (decrease) in cash	(1 468)	(5 113)	(341)	(1 129)
Net profit and diluted net profit per share (in PLN/EUR per share)	6.01	18.27	1.40	4.04

	31/12/2024	31/12/2023 (restated data)	31/12/2024	31/12/2023 (restated data)
Non-current assets	154 982	144 722	36 270	33 285
Current assets	46 325	59 647	10 841	13 718
Total assets	**201 307**	**204 369**	**47 111**	**47 003**
Share capital	1 974	1 974	462	454
Total equity	**140 982**	**140 899**	**32 994**	**32 405**
Non-current liabilities	19 362	16 552	4 531	3 807
Current liabilities	40 963	46 918	9 587	10 791
Number of shares	1 160 942 049	1 160 942 049	1 160 942 049	1 160 942 049
Carrying amount and diluted carrying amount per share (in PLN/EUR per share)	121.44	121.37	28.42	27.91

The above financial data for the 12-month period of 2024 and 2023 was translated into EUR using the following exchange rates:

– items in the statement of profit or loss and other comprehensive income and the statement of cash flows - by the arithmetic average of average exchange rates quoted by the National Bank of Poland as of the last day of each month during the reporting period: from 1 January to 31 December 2024 – 4.3042 EUR/PLN and from 1 January to 31 December 2023 – 4.5284 EUR/PLN;

– items of assets, equity and liabilities – by the average exchange rate published by the National Bank of Poland as at 31 December 2024 – 4.2730 EUR/PLN and as at 31 December 2023 – 4.3480 EUR/PLN.

TABLE OF CONTENTS

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE 12 AND 3-MONTH PERIOD ENDED 31 DECEMBER 2024

PREPARED IN ACCORDANCE WITH INTERNATIONAL
FINANCIAL REPORTING STANDARDS
AS ADOPTED BY THE EUROPEAN UNION

ORLEN GROUP (in PLN million)

A. INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

Consolidated statement of profit or loss and other comprehensive income

	NOTE	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited) (restated data)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Sales revenues	5.1	296 947	77 169	372 767	98 453
revenues from sales of finished goods and services		*251 069*	*64 980*	*319 748*	*86 337*
revenues from sales of merchandise and raw materials		*45 878*	*12 189*	*53 019*	*12 116*
Cost of sales	5.2	(255 132)	(62 883)	(311 754)	(81 893)
cost of finished goods and services sold		*(215 402)*	*(52 251)*	*(265 178)*	*(70 544)*
cost of merchandise and raw materials sold		*(39 730)*	*(10 632)*	*(46 576)*	*(11 349)*
Gross profit on sales		**41 815**	**14 286**	**61 013**	**16 560**
Distribution expenses		(14 001)	(3 228)	(16 051)	(4 622)
Administrative expenses		(6 123)	(1 611)	(5 635)	(1 605)
Other operating income	5.4	3 967	1 846	18 745	12 476
Other operating expenses	5.4	(9 545)	(3 235)	(26 521)	(19 671)
(Loss)/reversal of loss due to impairment of trade receivables (including interest on trade receivables)		(448)	(288)	(230)	(126)
Profit from operations		**15 665**	**7 770**	**31 321**	**3 012**
Share in profit from investments accounted for using the equity method		(140)	(68)	(1 617)	(644)
Finance income	5.5	1 476	322	3 046	865
Finance costs	5.5	(1 605)	(598)	(2 149)	(691)
Net finance income and costs		**(129)**	**(276)**	**897**	**174**
(Loss)/reversal of loss due to impairment of loans and deposits		(59)	(28)	(38)	(2)
Profit before tax		**15 337**	**7 398**	**30 563**	**2 540**
Tax expense	5.6	(7 384)	(2 753)	(9 594)	(1 617)
Net profit		**7 953**	**4 645**	**20 969**	**923**
Other comprehensive income:					
which will not be reclassified subsequently into profit or loss		**(31)**	**6**	**(167)**	**(166)**
fair value measurement of investment property as at the date of reclassification		*2*	*2*	*1*	*1*
actuarial gains and losses		*(32)*	*18*	*(214)*	*(219)*
gains and losses on investments in equity instruments at fair value through other comprehensive income		*(7)*	*(12)*	*3*	*11*
deferred tax		*6*	*(2)*	*43*	*41*
which will be reclassified into profit or loss		**(3 263)**	**(87)**	**(4 118)**	**(7 750)**
cash flow hedging instruments		*(2 388)*	*(262)*	*(2 017)*	*(6 608)*
hedging costs		*(400)*	*8*	*411*	*(273)*
exchange differences on translating foreign operations		*(1 016)*	*119*	*(2 880)*	*(2 180)*
share in other comprehensive income of investments accounted for using the equity method		*11*	*2*	*-*	*-*
deferred tax		*530*	*46*	*368*	*1 311*
		(3 294)	**(81)**	**(4 285)**	**(7 916)**
Total net comprehensive income		**4 659**	**4 564**	**16 684**	**(6 993)**
Net profit attributable to		**7 953**	**4 645**	**20 969**	**923**
equity owners of the parent		*7 980*	*4 664*	*20 922*	*972*
non-controlling interest		*(27)*	*(19)*	*47*	*(49)*
Total net comprehensive income attributable to		**4 659**	**4 564**	**16 684**	**(6 993)**
equity owners of the parent		*4 690*	*4 582*	*16 639*	*(6 942)*
non-controlling interest		*(31)*	*(18)*	*45*	*(51)*
Net profit per share attributable to equity owners of the parent (in PLN per share)					
basic		*6.87*	*4.02*	*18.02*	*0.84*
diluted		*6.87*	*4.02*	*18.02*	*0.84*

The accompanying notes disclosed on pages 10 – 54 are an integral part of these the interim condensed consolidated financial statements.

(in PLN million)

Consolidated statement of financial position

	NOTE	31/12/2024 (unaudited)	31/12/2023 (restated data)	01/01/2023 (restated data)
ASSETS				
Non-current assets				
Property, plant and equipment		149 094	135 191	136 383
Intangible assets and goodwill		11 552	13 830	11 193
Right-of-use asset		13 970	13 486	12 438
Investments accounted for using the equity method		1 969	2 170	3 390
Deferred tax assets		1 667	1 017	3 537
Obligatory inventories		11 033	10 258	12 213
Derivatives	5.8	1 489	1 682	1 572
Other assets	5.8	3 324	3 631	5 867
		194 098	**181 265**	**186 593**
Current assets				
Inventories		21 162	22 536	32 091
Trade and other receivables		31 934	39 722	37 933
Current tax assets		786	1 417	1 036
Cash		11 042	13 282	21 046
Derivatives	5.8	1 543	2 617	3 905
Assets classified as held for sale		152	242	3
Other assets	5.8	2 025	3 382	30 570
		68 644	**83 198**	**126 584**
Total assets		**262 742**	**264 463**	**313 177**
EQUITY AND LIABILITIES				
EQUITY				
Share capital		1 974	1 974	1 974
Share premium		46 405	46 405	46 405
Other components of equity		307	3 585	7 699
Retained earnings		103 528	100 358	85 992
Equity attributable to equity owners of the parent		**152 214**	**152 322**	**142 070**
Non-controlling interests		**1 048**	**1 098**	**1 040**
Total equity		**153 262**	**153 420**	**143 110**
LIABILITIES				
Non-current liabilities				
Loans, borrowings and bonds	5.7	15 091	10 671	11 973
Provisions	5.9	11 342	9 952	8 206
Deferred tax liabilities		11 511	10 485	9 822
Derivatives	5.8	225	241	4 681
Lease liabilities		9 925	9 343	8 131
Other liabilities	5.8	1 114	859	4 444
		49 208	**41 551**	**47 257**
Current liabilities				
Trade and other liabilities		41 172	41 509	40 216
Lease liabilities		1 470	1 386	1 405
Liabilities from contracts with customers		1 771	1 818	1 672
Loans, borrowings and bonds	5.7	3 055	4 496	7 252
Provisions	5.9	8 272	11 605	12 841
Current tax liabilities		2 873	2 331	14 603
Derivatives	5.8	926	1 797	13 403
Other liabilities	5.8	733	4 550	31 418
		60 272	**69 492**	**122 810**
Total liabilities		**109 480**	**111 043**	**170 067**
Total equity and liabilities		**262 742**	**264 463**	**313 177**

The accompanying notes disclosed on pages 10 – 54 are an integral part of these the interim condensed consolidated financial statements.

(in PLN million)

Consolidated statement of changes in equity

	Share capital	Share premium	Other components of equity, incl.:	own shares	hedging reserve	revaluation reserve	exchange differences on translating foreign operations	Retained earnings	Equity attributable to equity owners of the parent	Non-controlling interests	Total equity
01/01/2024	1 974	46 405	3 585	(2)	3 767	(1)	(179)	100 358	152 322	1 098	153 420
Net profit	-	-	-	-	-	-	-	7 980	7 980	(27)	7 953
Components of other comprehensive income	-	-	(3 280)	-	(2 258)	(6)	(1 016)	(10)	(3 290)	(4)	(3 294)
Total net comprehensive income	**-**	**-**	**(3 280)**	**-**	**(2 258)**	**(6)**	**(1 016)**	**7 970**	**4 690**	**(31)**	**4 659**
Sale of own shares	-	-	2	2	-	-	-	-	2	-	2
Change in share structure	-	-	-	-	-	-	-	18	18	(18)	-
Dividends	-	-	-	-	-	-	-	(4 818)	(4 818)	(1)	(4 819)
31/12/2024	**1 974**	**46 405**	**307**	**-**	**1 509**	**(7)**	**(1 195)**	**103 528**	**152 214**	**1 048**	**153 262**
(unaudited)											
01/01/2023	1 974	46 405	7 699	(2)	5 005	(5)	2 701	85 992	142 070	1 040	143 110
Net profit	-	-	-	-	-	-	-	20 922	20 922	47	20 969
Components of other comprehensive income	-	-	(4 114)	-	(1 238)	4	(2 880)	(169)	(4 283)	(2)	(4 285)
Total net comprehensive income	**-**	**-**	(4 114)	**-**	**(1 238)**	**4**	**(2 880)**	**20 753**	**16 639**	**45**	**16 684**
Acquisition of company	-	-	-	-	-	-	-	(2)	(2)	13	11
Dividends	-	-	-	-	-	-	-	(6 385)	(6 385)	-	(6 385)
31/12/2023	**1 974**	**46 405**	**3 585**	**(2)**	**3 767**	**(1)**	**(179)**	**100 358**	**152 322**	**1 098**	**153 420**
(restated data)											

The accompanying notes disclosed on pages 10 – 54 are an integral part of these the interim condensed consolidated financial statements.

ORLEN GROUP (in PLN million)

Consolidated statement of cash flows

	NOTE	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited) (restated data)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Cash flows from operating activities					
Profit before tax		**15 337**	**7 398**	**30 563**	**2 540**
Adjustments for:					
Share in profit from investments accounted for using the equity method		140	68	1 617	644
Depreciation and amortisation	5.2	13 936	3 713	14 193	3 595
Foreign exchange (profit)		(366)	(118)	(738)	(447)
Net interest and dividends		444	134	250	57
Loss on investing activities, incl.:		5 751	1 014	16 172	13 833
recognition/(reversal) of impairment allowances of property, plant and equipment, intangible assets, goodwill and other assets	5.4	*5 892*	*1 129*	*16 213*	*13 877*
Change in provisions		6 977	2 760	9 574	3 277
Change in working capital		7 855	(955)	6 523	(3 946)
inventories		*1 370*	*568*	*8 886*	*2 405*
receivables		*7 907*	*(2 158)*	*(3 201)*	*(6 938)*
liabilities		*(1 422)*	*635*	*838*	*587*
Other adjustments, incl.:		(8 317)	(1 286)	(19 642)	(12 822)
settlement of grants for property rights		*(2 669)*	*(735)*	*(4 241)*	*(1 133)*
security deposits		*(594)*	*175*	*8 611*	*1 572*
derivatives		*(2 434)*	*(263)*	*(16 359)*	*(9 518)*
obligatory inventories		*(775)*	*(152)*	*1 955*	*1 736*
change in assets and liabilities due to contracts valued at the time of settlement of business combination		*(1 818)*	*(406)*	*(8 466)*	*(2 471)*
Income tax (paid)		(5 123)	(2 299)	(16 598)	(1 601)
Net cash from operating activities		**36 634**	**10 429**	**41 914**	**5 130**
Cash flows from investing activities					
Acquisition of property, plant and equipment, intangible assets and right-of-use asset		(30 937)	(9 307)	(36 187)	(9 654)
Proceeds as to implementation of Remedies		20	-	340	-
Disposal of property, plant and equipment, intangible assets and right-of-use asset		299	108	1 118	909
(Purchase)/Disposal of bonds		-	-	(60)	878
Recapitalisation in investments in joint ventures		(2)	-	(1 147)	-
Interest received		39	14	190	41
Dividends received		69	-	119	11
(Outflows) cash from loans		(4)	-	(1 028)	(380)
(Acquisition)/Disposal of shares lowered by cash		(3 495)	(1 581)	(2 657)	(2 547)
Cash as at the date of taking control of EuRoPol GAZ		-	-	3 194	3 194
Other		(40)	(46)	(291)	(79)
Net cash (used) in investing activities		**(34 051)**	**(10 812)**	**(36 409)**	**(7 627)**
Cash flows from financing activities					
Proceeds from loans and borrowings received		12 961	7 969	7 771	5 551
Repayment of loans and borrowings		(10 516)	(2 270)	(9 272)	(2 235)
Bonds issued		-	-	2 183	-
Redemption of bonds		(105)	-	(4 023)	(24)
Interest paid from loans, borrowings and bonds		(496)	(87)	(678)	(165)
Interest paid on lease		(454)	(109)	(370)	(93)
Dividends paid		(4 819)	(4 818)	(6 385)	-
Payments of liabilities under lease agreements		(1 607)	(397)	(1 451)	(310)
Grants received		426	305	378	277
Other		(151)	(40)	(210)	(51)
Net cash from/(used in) financing activities		**(4 761)**	**553**	**(12 057)**	**2 950**
Net increase/(decrease) in cash		**(2 178)**	**170**	**(6 552)**	**453**
Effect of changes in exchange rates		(62)	43	(1 212)	(505)
Cash, beginning of the period		13 282	10 829	21 046	13 334
Cash, end of the period		**11 042**	**11 042**	**13 282**	**13 282**
including restricted cash		*1 405*	*1 405*	*1 448*	*1 448*

The accompanying notes disclosed on pages 10 – 54 are an integral part of these the interim condensed consolidated financial statements.

EXPLANATORY NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Principal activity of the ORLEN Group

The Parent Company of the ORLEN S.A. Capital Group ("Group", "ORLEN Group") is ORLEN S.A. ("ORLEN", "Company", "Parent Company") with its headquarters in Płock, 7 Chemików Street.

The ORLEN Group is a modern multi-energy concern whose activities focus primarily on:
– exploration and extraction of hydrocarbons;
– wholesale trade in crude oil and natural gas;
– refinery and petrochemical production with the growing use of renewable and recycled raw materials and wholesale trade in refinery and petrochemical products;
– generating electricity and heat, constantly developing modern and low-emission electricity production assets, investing in gas power and renewable energy sources such as wind and photovoltaic farms;
– distribution of electricity and natural gas and trade in electricity;
– retail sale of fuels, electricity and natural gas and provision of other services to retail customers and households, focusing on the development of modern retail solutions, including infrastructure for electromobility, digitalization of services and VITAY loyalty program.

ORLEN consistently strengthens its position as a leader in innovative energy transition, combining business development with environmental responsibility and stable growth in shareholder value.

2. Information on principles adopted in the preparation of the the interim condensed consolidated financial statements

2.1. Statement of compliance and general principles of preparation

These interim condensed consolidated financial statements ("consolidated financial statements") were prepared in accordance with requirements of IAS 34 "Interim financial reporting" and in the scope required by the Minister of Finance Regulation of 29 March 2018 on current and periodical information to be published by issuers of securities and conditions of consideration of information required by the law of non-member country's law as equal (Official Journal 2018, item 757) and present the ORLEN Group's financial position as at 31 December 2024 and as at 31 December 2023, financial results and cash flows for the 12 and 3-month period ended 31 December 2024 and 31 December 2023.

These interim condensed consolidated financial statements were prepared on the assumption that the Group will continue to operate as a going concern in the foreseeable future.

As part of the assessment of the Group's ability to continue as a going concern, the Management Board analysed the existing risks, both financial and operational, and in particular assessed the impact of armed conflicts in the world, including the ongoing war in Ukraine for the Group's operations and the related changes in the macroeconomic situation in Europe and around the world. Moreover, in its assessment of the correctness of adopting the going concern assumption, the Management Board included an analysis of the Group's basic financial ratios, including liquidity ratios, debt ratios, as well as profitability and turnover ratios, which confirmed the good financial condition of the Group.

As at the date of approval of these interim condensed consolidated financial statements there is no evidence indicating that the Group will not be able to continue its operations as a going concern.

The Parent Company and the entities comprising the ORLEN Group have unlimited period of operations.

These interim condensed consolidated financial statements, except for the consolidated statement of cash flows, were prepared using the accrual basis of accounting.

2.2. Accounting principles and amendments to International Financial Reporting Standards (IFRS)

2.2.1. Accounting principles

In these interim condensed consolidated financial statements, the significant accounting policies applied by the Group and significant values based on judgments and estimates were the same as described in individual explanatory notes in the Consolidated Financial Statements for 2023, except for the following presentation changes introduced in the current reporting period. The changes introduced are the result of the ongoing integration process following the mergers with Polskie Górnictwo Naftowe i Gazownictwo S.A. (PGNiG) and Grupa LOTOS S.A. (Grupa LOTOS), including efforts to develop a new, unified financial reporting standard for the merged entities, aimed primarily at maintaining by the ORLEN Group position among the leaders in financial reporting and maintaining a positive perception and effective communication with the stakeholders (including investors) of the ORLEN Group.

The Group has changed the presentation in relation to the following items:
a) consolidated statement of financial position:
- change in presentation of mandatory inventories - separation of the mandatory inventories from "Inventories" (presented in the current assets) and transferring them to non-current assets as a separate item;

b) consolidated statement of profit or loss and other comprehensive income:

- change in presentation of interest on trade receivables – transferring from „Finance income" to „Other operating income";
- change in presentation of recognised impairment allowances for expected credit losses related to interest on trade receivables - transferred from "(Loss)/reversal of loss due to impairment of loans and deposits" to "(Loss)/reversal of loss due to impairment of trade receivables (including interest on trade receivables)" presented within operating activities
- change in presentation of exchange differences on trade receivables and payables – transferred from "Net finance income and costs" to "Other operating income" or "Other operating expenses" respectively;
- change in presentation of share in financial results of entities accounted for under equity method - presentation outside the result from operating activity.

Due to the retrospective application of the above changes, which resulted in the need to restate comparative data, the Group presented their impact on individual items of the consolidated statement of financial position as at 31 December 2023 and on the statement of profit or loss and other comprehensive income for 2023 in Note 2.2.2. Moreover, in accordance with the requirements of IAS 1, the Group presents the third statement of financial position as at 1 January 2023. In the Group's opinion, the changes in accounting principles introduced in relation to the events indicated above will enable to provide more useful and reliable data and information allowing for a better reflection of the Group's operating results and the effects of its activities. These changes were introduced by the Group primarily to increase the usefulness of the Group's financial statements and the transparency, readability and comparability of information presented and, in the Group's opinion, they meet the needs of investors and are consistent with the observed market practices of other global multi-energy concerns.

2.2.2. Restatement of comparative data

The following events had an impact on the comparative data presented in the Consolidated Financial Statements for 2023 and in the Consolidated Quarterly Report for the 4th quarter 2023:

- in the Consolidated Half-Year Report for 1st half of 2024 the Group presented the final settlement of the acquisition transaction of the Ujazd, Dobrzyca and Dominowo wind farms and acquisition of wind farms in Wielkopolska and Western Pomerania.
  As a result of determining the final fair values of the acquired assets and assumed liabilities as at the acquisition date, which resulted in the adjustment of the provisional values previously recognised, the Group verified the comparative information as at 31 December 2023;
- in consolidated report for 3rd quarter of 2024, the Group presented the final settlement of the transaction of taking control over System Gazociągów Tranzytowych EuRoPol GAZ S.A. ("EuRoPol Gaz"). As a result of determining the final fair values of the acquired assets and assumed liabilities as at the acquisition date, which resulted in the adjustment of the provisional values previously recognized, the Group verified the comparative information as at 31 December 2023.

As a result of the above processes, certain assets and liabilities as at 31 December 2023, as well as revenues and expenses for the 12 and 3-month period ended 31 December 2023, changed, which required the restatement of this data. Additional information on the final settlement of the above transactions is presented in note 3.3.2.

In addition, the Group restated comparative data in connection with the presentation changes described in note 2.2.1.

Detailed information is presented in the tables below.

(in PLN million)

	31/12/2023 (published data in the annual report)	Adjustments to comparative data due to completion acquisition settlement:		Presentation changes	31/12/2023 (restated data)
		Wind farms	EuRoPol Gaz		
ASSETS					
Non-current assets					
Property, plant and equipment	134 685	498	8	-	135 191
Intangible assets and goodwill	14 150	(349)	29	-	13 830
Right-of-use asset	13 486	-	-	-	13 486
Investments accounted for using the equity method	2 170	-	-	-	2 170
Deferred tax assets	991	(4)	30	-	1 017
Obligatory inventories	-			10 258	10 258
Derivatives	1 682	-	-	-	1 682
Other assets	3 631	-	-	-	3 631
	170 795	**145**	**67**	**10 258**	**181 265**
Current assets					
Inventories	32 794	-		(10 258)	22 536
Trade and other receivables	39 722	-	-	-	39 722
Current tax assets	1 417	-	-	-	1 417
Cash	13 282	-	-	-	13 282
Derivatives	2 617	-	-	-	2 617
Assets classified as held for sale	242	-	-	-	242
Other assets	3 309	73	-	-	3 382
	93 383	**73**	**-**	**(10 258)**	**83 198**
Total assets	**264 178**	**218**	**67**	**-**	**264 463**
EQUITY AND LIABILITIES					
Equity					
Share capital	1 974	-	-	-	1 974
Share premium	46 405	-	-	-	46 405
Other components of equity	3 585	-	-	-	3 585
Retained earnings	100 118	-	240	-	100 358
Equity attributable to equity owners of the parent	**152 082**	**-**	**240**	**-**	**152 322**
Non-controlling interests	**1 098**	**-**	-	-	**1 098**
Total equity	**153 180**	**-**	**240**	**-**	**153 420**
Non-current liabilities					
Loans, borrowings and bonds	10 671	-	-	-	10 671
Provisions	10 165	-	(213)	-	9 952
Deferred tax liabilities	10 337	137	11	-	10 485
Derivatives	241	-	-	-	241
Lease liabilities	9 343	-	-	-	9 343
Other liabilities	859	-	-	-	859
	41 616	**137**	**(202)**	**-**	**41 551**
Current liabilities					
Trade and other liabilities	41 509	-	-	-	41 509
Lease liabilities	1 386	-	-	-	1 386
Liabilities from contracts with customers	1 818	-	-	-	1 818
Loans, borrowings and bonds	4 496	-	-	-	4 496
Provisions	11 467	81	57	-	11 605
Current tax liabilities	2 331	-	-	-	2 331
Derivatives	1 797	-	-	-	1 797
Other liabilities	4 578	-	(28)	-	4 550
	69 382	**81**	**29**	**-**	**69 492**
Total equity and liabilities	**264 178**	**218**	**67**	**-**	**264 463**

ORLEN GROUP (in PLN million)

	12 MONTHS ENDED 31/12/2023 (published data)	Adjustments to comparative data due to completion of accounting settlement of merger Wind farms and EuRoPol Gaz with the ORLEN Group	Presentation changes	12 MONTHS ENDED 31/12/2023 (restated data)
Sales revenues	372 767	-	-	372 767
Cost of sales	(311 847)	93	-	(311 754)
Gross profit on sales	**60 920**	**93**	**-**	**61 013**
Distribution expenses	(16 119)	68	-	(16 051)
Administrative expenses	(5 635)	-	-	(5 635)
Other operating income	17 248	86	1 411	18 745
Other operating expenses	(26 523)	2	-	(26 521)
(Loss)/reversal of loss due to impairment of trade receivables (including interest on trade receivables)	(218)	-	(12)	(230)
Share in profit from investments accounted for under equity method	(1 617)	-	1 617	-
Profit from operations	**28 056**	**249**	**3 016**	**31 321**
Share in profit from investments accounted for under equity method	-	-	(1 617)	(1 617)
Finance income	4 457	-	(1 411)	3 046
Finance costs	(2 149)	-	-	(2 149)
Net finance income and costs	**2 308**	**-**	**(1 411)**	**897**
(Loss)/reversal of loss due to impairment of loans and deposits	(50)	-	12	(38)
Profit before tax	**30 314**	**249**	**-**	**30 563**
Income tax	(9 587)	(7)	-	(9 594)
Net profit	**20 727**	**242**	**-**	**20 969**
Net profit attributable to	**20 727**	**242**	**-**	**20 969**
equity owners of the parent	*20 680*	*242*	-	*20 922*
non-controlling interest	*47*	-	-	*47*
Total net comprehensive income attributable to	**16 442**	**242**	**-**	**16 684**
equity owners of the parent	*16 397*	*242*	-	*16 639*
non-controlling interest	*45*	-	-	*45*
Net profit and diluted net profit per share attributable to equity owners of the parent (in PLN per share)	*17.81*	*0.21*	-	*18.02*

	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)	Adjustments to comparative data due to completion of accounting settlement of merger Wind farms and EuRoPol Gaz with the ORLEN Group	Presentation changes	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Sales revenues	98 453	-	-	98 453
Cost of sales	(81 986)	93	-	(81 893)
Gross profit on sales	**16 467**	**93**	**-**	**16 560**
Distribution expenses	(4 690)	68	-	(4 622)
Administrative expenses	(1 605)	-	-	(1 605)
Other operating income	11 391	86	999	12 476
Other operating expenses	(19 673)	2	-	(19 671)
(Loss)/reversal of loss due to impairment of trade receivables (including interest on trade receivables)	(124)	-	(2)	(126)
Share in profit from investments accounted for under equity method	(644)	-	644	-
Profit from operations	**1 122**	**249**	**1 641**	**3 012**
Share in profit from investments accounted for under equity method	-	-	(644)	(644)
Finance income	1 864	-	(999)	865
Finance costs	(691)	-	-	(691)
Net finance income and costs	**1 173**	**-**	**(999)**	**174**
(Loss)/reversal of loss due to impairment of loans and deposits	(4)	-	2	(2)
Profit before tax	**2 291**	**249**	**-**	**2 540**
Income tax	(1 610)	(7)	-	(1 617)
Net profit	**681**	**242**	**-**	**923**
Net profit attributable to	**681**	**242**	**-**	**923**
equity owners of the parent	730	*242*	-	*972*
non-controlling interest	(49)	-	-	*(49)*
Total net comprehensive income attributable to	**(7 235)**	**242**	**-**	**(6 993)**
equity owners of the parent	(7 184)	*242*	-	*(6 942)*
non-controlling interest	*(51)*	-	-	*(51)*
Net profit and diluted net profit per share attributable to equity owners of the parent (in PLN per share)	*0.63*	*0.21*	-	*0.84*

	12 MONTHS ENDED 31/12/2023 (published data)	Adjustments to comparative data due to completion of accounting settlement of merger Wind farms and EuRoPol Gaz with the ORLEN Group	Presentation changes	12 MONTHS ENDED 31/12/2023 (restated data)
Cash flows from operating activities				
Profit before tax	**30 314**	**249**	**-**	**30 563**
Adjustments for:				
Depreciation and amortisation	14 200	(7)	-	14 193
Loss on investing activities	16 260	(88)	-	16 172
Change in provisions	9 667	(93)	-	9 574
Change in working capital	8 540	(62)	(1 955)	6 523
inventories	*10 841*	*-*	*(1 955)*	*8 886*
receivables	*(3 140)*	*(61)*	*-*	*(3 201)*
liabilities	*839*	*(1)*	*-*	*838*
Other adjustments	(21 598)	1	1 955	(19 642)
Net cash from operating activities	**41 914**	**-**	**-**	**41 914**
Net cash (used in) investing activities	**(36 409)**	**-**	**-**	**(36 409)**
Net cash (used in) financing activities	**(12 057)**	**-**	**-**	**(12 057)**
Net (decrease) in cash	**(6 552)**	**-**	**-**	**(6 552)**
Effect of changes in exchange rates	(1 212)	-	-	(1 212)
Cash, beginning of the period	21 046	-	-	21 046
Cash, end of the period	**13 282**	**-**	**-**	**13 282**

	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)	Adjustments to comparative data due to completion of accounting settlement of merger Wind farms and EuRoPol Gaz with the ORLEN Group	Presentation changes	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Cash flows from operating activities				
Profit before tax	**2 291**	**249**	**-**	**2 540**
Adjustments for:			-	
Depreciation and amortisation	3 602	(7)	-	3 595
Loss on investing activities	13 921	(88)	-	13 833
Change in provisions	3 370	(93)	-	3 277
Change in working capital	(3 665)	(62)	(219)	(3 946)
inventories	*2 624*	*-*	*(219)*	*2 405*
receivables	*(6 877)*	*(61)*	*-*	*(6 938)*
liabilities	*588*	*(1)*	*-*	*587*
Other adjustments	(13 042)	1	219	(12 822)
Net cash from operating activities	**5 130**	**-**	**-**	**5 130**
Net cash (used) in investing activities	**(7 627)**	**-**	**-**	**(7 627)**
Net cash from financing activities	**2 950**	**-**	**-**	**2 950**
Net increase in cash	**453**	**-**	**-**	**453**
Effect of changes in exchange rates	(505)	-	-	(505)
Cash, beginning of the period	13 334	-	-	13 334
Cash, end of the period	**13 282**	**-**	**-**	**13 282**

Furthermore, in the current reporting period the Group unified the recognition of selected transactions presented in the explanatory notes concerning costs by type (note 5.2) and sales revenues according to product type (note 5.1.1), and therefore also restated the comparative data accordingly.

2.3. Functional currency and presentation currency of financial statements and methods applied to translation of financial statements of foreign entities

2.3.1. Functional currency and presentation currency

The functional currency of the Parent Company and presentation currency of these interim condensed consolidated financial statements is Polish Zloty (PLN). Possible differences in the amount of PLN 1 million when summing up the items presented in the explanatory notes result from the adopted rounding's. The data in interim consolidated financial statements is presented in PLN million, unless otherwise stated.

ORLEN GROUP (in PLN million)

2.3.2. Methods applied to translation of financial data

Translation into PLN of financial statements of foreign entities, for consolidation purposes is performed for:
- particular assets and liabilities – at spot exchange rate as at the end of the reporting period,
- items of the statement of profit or loss and other comprehensive income and the statement of cash flows - at the average exchange rate for the reporting period (arithmetic average of daily average exchange rates published by the National Bank of Poland ("NBP") in a given period).

Foreign exchange differences resulting from the above recalculations are recognised in equity in the line exchange differences on translating foreign operations. Upon disposal of foreign entity, foreign exchange differences accumulated in equity, relating to a given foreign entity, are recognised in the statement of profit and loss as the result on disposal.

CURRENCY	Average exchange rate for the reporting period				Exchange rate as at the end of the reporting period	
	12 MONTHS ENDED 31/12/2024	3 MONTHS ENDED 31/12/2024	12 MONTHS ENDED 31/12/2023	3 MONTHS ENDED 31/12/2023	31/12/2024	31/12/2023
EUR/PLN	4.3064	4.3074	4.5428	4.4150	4.2730	4.3480
USD/PLN	3.9815	4.0397	4.2010	4.1044	4.1012	3.9350
CAD/PLN	2.9072	2.8884	3.1134	3.0138	2.8543	2.9698
CHF/PLN	4.5230	4.6031	4.6748	4.6267	4.5371	4.6828
CZK/PLN	0.1715	0.1706	0.1893	0.1801	0.1699	0.1759
NOK/PLN	0.3705	0.3665	0.3983	0.3791	0.3624	0.3867

2.4. Information concerning the seasonal or cyclical character of the ORLEN Group's operations in the presented period

Sales and distribution of natural gas and production, sales and distribution electricity and heat during the year are subject to seasonal fluctuations. The volume of natural gas and energy sold and distributed, and consequently sales revenues, increases in the winter months and decreases in the summer months. This depends on the ambient temperature and day length. The range of these fluctuations is determined by low temperatures and shorter days in winter and higher temperatures and longer days in summer. The seasonal nature of this part of revenues applies to a much greater degree to individual customers than to the production/industrial sector clients.

In the other segments of the ORLEN Group is no significant seasonality or cyclicality of operations.

3. Financial situation and the organization of the ORLEN Group

3.1. Group achievements and factors that have a significant impact on the interim condensed consolidated financial statements

Profit or loss for the 12 months of 2024

Sales revenues of the ORLEN Group for the 12 months of 2024 amounted to PLN 296,947 million and decreased by PLN (75,820) million (y/y).
The decrease in sales revenues in the Refining segment amounted to PLN (16,893) million (y/y) and resulted mainly from decrease in sales volume by (5)% (y/y) to 31,410 thousand tons and market quotations of the segment's main products, including gasoline by (9)% (y/y), diesel oil by (10)% (y/y), jet fuel by (10)% (y/y) and light fuel oil by (9)% (y/y).

Sales revenues in the Energy segment also decreased by PLN (10,039) million (y/y), affected by lower by (12)% (y/y) sales volumes, which reached 28.5 TWh, and a lower price of electricity listed on TGE by (19)% (y/y).

The increase in sales revenues in the Petrochemical segment by PLN 760 million (y/y) resulted from an increase in sales volume by 9% (y/y) to 4,788 thousand tons, as well as from an increase in quotations of key products in the segment, i.e. ethylene and propylene by 1% (y/y), benzene by 11% (y/y), polyethylene by 5% (y/y), polypropylene by 3% (y/y). On the other hand, paraxylene quotations decreased by (10)% (y/y).

In the Retail segment, sales revenues increased by PLN 4,650 million (y/y) as a result of an increase in fuel sales volumes by 11% (y/y) to 11,308 thousand tons.

Sales revenues in the Upstream segment were higher by PLN 882 million (y/y), as a result of a 23% (y/y) increase in sales volumes to 25.8 million boe. The increase was mainly due to higher production and sales of hydrocarbons as a result of the consolidation of volumes of the new upstream company KUFPEC Norway AS.

In the Gas segment, sales revenues decreased by PLN (54,967) million (y/y) despite higher sales volumes by 2% (y/y), which amounted to 303.0 TWh. Lower realized natural gas sales prices (y/y) mainly contributed to the decrease in revenues.

The Refining, Petrochemicals and Upstream segment's revenues were also significantly affected by the strengthening of the PLN exchange rate against foreign currencies, i.e. the PLN/USD and PLN/EUR exchange rates decreased by (5)% (y/y) to 3.98 PLN/USD and 4.31 PLN/EUR.

Total operating expenses decreased by PLN 58,184 million (y/y) to PLN (275,256) million, mainly as a result of a decrease in natural gas quotations by (16)% (y/y), electricity by (19)% and crude oil prices by (2)%.

The result on other operating activities amounted to PLN (5,578) million and was higher by PLN 2,198 million (y/y). The change was mainly influenced by net impairment allowances on fixed assets recognized in 2023 in the amount of PLN 16,213 million, while the process of verifying the impairment of assets at the end of December 2024 has not yet been completed and at the time of publication of these interim condensed consolidated financial statement, net impairment losses on fixed assets amounted to PLN (5,892) million. In addition, the change was influenced by the recognition in the previous year of a one-off reclassification to profit or loss due to non-realisation of hedged item (discontinuation of hedge accounting) in the amount of PLN (7,165) million and a negative impact (y/y) of the effect of settlement and valuation of derivative financial instruments related to operational exposure in the total amount of PLN (1,615) million.

As a result, profit from operations amounted to PLN 15,665 million and was lower by PLN (15,656) million (y/y). An additional comment regarding the main reasons of the change in profit from operations increased by depreciation and amortisation (so-called EBITDA) is presented in point B1.

Net finance cost in the described period amounted to PLN (129) million and included mainly net foreign exchange gain in the amount of PLN 234 million and net interest cost in the amount of PLN (304) million.

After the deduction of tax charges in the amount of PLN (7,384) million, the net profit of the ORLEN Group for the 12 months of 2024 amounted to PLN 7,953 million and was lower by PLN (13,016) million (y/y).

Profit or loss for the 4th quarter of 2024

The ORLEN Group's sales revenues for 4th quarter 2024 amounted to PLN 77,169 million and were lower by PLN (21,284) million (y/y).

In the Refining segment, revenues decreased by PLN (6,286) million (y/y) due to a decrease in sales volume by (9)% to 7,904 thousand tons and a decrease in quotations of the main refinery products, i.e. gasoline by (13)%, diesel by (20)%, jet fuel by (22)%, light fuel oil by (20)%.

The decrease in sales revenues in the Energy segment amounted to PLN (1,782) million (y/y) and resulted mainly from a decrease in the energy sales volume by (16.3)% (y/y) to 7.3 TWh. The decrease was limited by an increase in electricity prices by 18% (y/y).

Petrochemical segment sales revenues increased by PLN 620 million (y/y) as a result of an increase in sales volumes by 19% (y/y) to 1,165 thousand tons with lower ethylene prices by (2)% (y/y), propylene by (1)% (y/y), benzene by (11)% (y/y) and paraxylene by (20)% (y/y) and higher prices of polyethylene by 7% (y/y) and polypropylene by 4% (y/y).

In the Retail segment, sales revenues decreased by PLN (583) million (y/y) as a result of a decrease in diesel sales volumes by (4)% and LPG by (3)%, with a 7% increase in gasoline sales.

The increase in sales revenues in the Upstream segment amounted to PLN 272 million (y/y) and resulted mainly from an increase in hydrocarbon sales volumes by 21.8% (y/y) to 5.1 million boe.

In the Gas segment, sales revenues decreased by PLN (13,401) million (y/y) despite a 4.5% (y/y) increase in sales volumes to 90.1 TWh. The decrease in sales revenues resulted from the execution of futures contracts on TGE at lower prices compared to the 4th quarter of 2023.

Refining, Petrochemicals and Upstream segment revenues were also affected by the strengthening of the PLN exchange rate against foreign currencies, i.e. the PLN/USD and PLN/EUR exchange rates decreased by (2)% (y/y) to 4.04 PLN/USD and 4.31 PLN/EUR.

Operating expenses decreased by PLN 20,398 million (y/y) to PLN (67,722) million, mainly as a result of the (11)% (y/y) decrease in crude oil quotations and PLN (3,843) million (y/y) lower write-downs to Price Difference Payment Fund.

The result on other operating activities amounted to PLN (1,389) million and was higher by PLN 5,806 million (y/y). The change was mainly influenced by net impairment allowances on fixed assets recognized in 2023 in the amount of PLN 13,877 million, while the process of verifying the impairment of assets at the end of December 2024 has not yet been completed and at the time of publication of these interim condensed consolidated financial statement, net impairment losses on fixed assets amounted to PLN (1,129) million. In addition, the change was influenced by the recognition in the previous year of a one-off reclassification to profit or loss due to non-realisation of hedged item (discontinuation of hedge accounting) in the amount of PLN (7,165) million.

As a result, profit from operations amounted to PLN 7,770 million and was higher by PLN 4,758 million (y/y). An additional comment regarding the main reasons of the change in profit from operations increased by depreciation and amortisation (so-called EBITDA) is presented in point B1.

Net finance costs in the described period amounted to PLN (276) million and included mainly net foreign exchange gain in the amount of PLN 41 million, net interest cost in the amount of PLN (308) million.

After the deduction of tax charges in the amount of PLN (2,753) million, the net result of the ORLEN Group amounted to PLN 4,645 million and was higher by PLN 3,722 million (y/y).

Statement of financial position

As at 31 December 2024, the total assets of the ORLEN Group amounted to PLN 262,742 million and was lower by PLN (1,721) million in comparison with 31 December 2023.

The change in the value of assets was influenced by an increase in the value of fixed assets by 7.1% and a decrease in the value of current assets by (17.5)%.

As at 31 December 2024, the value of non-current assets amounted to PLN 194,098 million and was higher by PLN 12,833 million in comparison with the end of the previous year, mainly due to increase in property, plant and equipment by PLN 13,903 million, deferred tax asset by PLN 650 million with a decrease in the intangible assets and goodwill by PLN (2,278) million.

Development projects implemented by the Group as part of the adopted investment plan had a key impact on the increase in the value of non-current assets. These investments covered a wide range of activities in various business segments, including in particular:
- Refining: construction of technologically advanced installations such as the Visbreaking and HVO (Hydrotreated Vegetable Oil) Installation in Płock and hydrocracking in Lithuania, Bioetanol 2nd generation installation in Jedlicze and construction of the marine terminal for transhipment in Gdańsk,
- Petrochemical development of production capacities in Włocławek in the field of fertilizers and in Płock through the construction of an olefin production plant currently being implemented as part of the New Chemistry project
- Energy: investments in the modernization and expansion of electricity distribution networks and the development of energy infrastructure through the construction of gas and steam units (CCGT) in Ostrołęka and Grudziądz, as well as the implementation of renewable energy projects as part of photovoltaic farm construction projects,
- Retail: modernization, rebranding and the expansion of the network petrol stations along with the development of the non-fuel sales segment and the alternative fuel network
- Upstream: development of fields on the Norwegian Continental Shelf (Tommeliten Alpha, Fenris, Yggdrasil) and development of domestic extraction.
- Gas: modernization of the gas network and connection of new customers.

In the 12-month period ended 31 December 2024, the total investment expenditures of the ORLEN Group reached the value of PLN 30,417 million.
In 2024, the Group implemented also strategic acquisition processes in Poland and abroad (additional information in note 3.3.1), which contributed to increase in goodwill by PLN 2,341 million and the recognition of additional non-current assets in the amount of PLN 3,346 million.
The impact of the above changes was offset by the depreciation recognised in the period in the amount of PLN (12,378) million and the net impairment losses on non-current assets in the amount of PLN (5,892) million, mainly in the Petrochemical, Refining and Upstream segments.
Moreover, as part of the Group's active management of settlements under the EU ETS (greenhouse gas emission allowance trading system) as well as national regulations, including i.a. those concerning energy efficiency, in 2024 CO_2 emission allowances and energy certificates were purchased and redeemed in the amount of PLN 2,269 million and PLN (9,624) million, respectively.
In addition, the Group received free property rights with value PLN 2,644 million.
In the 12-month period ended 31 December 2024, the effect of recalculating the balances of foreign companies in the amount of (1,477) million had a decreasing impact on the value of non-current assets.

The value of current assets as at 31 December 2024 decreased by PLN (14,554) million in comparison with the end of the previous year. Key factors influencing this change included:
- decrease in trade and other receivables by PLN (7,788) million which was mainly due to the drop in product prices of refinery, petrochemical and gas products on the European market. An additional factor was the lower sales volume in the Refining, Petrochemicals, Retail and Energy segments.
- decrease in balance of cash by PLN (2,240) million,
- decrease in the valuation of derivative financial instruments by PLN (1,074) million, mainly due to the effect of settlement of purchase and sale transactions of natural gas. These changes included transactions on commodity swaps, as well as futures and forward contracts,
- decrease in the inventory balance by PLN (1 374) million, which was mainly the result of a decrease in the volume and average price of gas in inventory;
- decrease in other assets by PLN (1,357) million, including a decrease in assets from contracts valued at the time of settlement of the business combination by PLN (1,800) million. This decrease was partially offset by an increase in security deposits by PLN 586 million, resulting mainly from CO_2 commodity futures purchase transactions concluded on the ICE exchange.

As at 31 December 2024, total equity amounted to PLN 153,262 million and was lower by PLN (158) million in comparison with the end of 2023, mainly due to dividend payments from the profits of the previous years to ORLEN's shareholders in the amount of PLN (4,818) million, lower other components of equity by PLN (3,278) million mainly due to impact of the change in hedging reserve in the amount of PLN (2,258) million, impact of exchange differences on translating foreign operations in the amount of PLN (1,016) million and recognition of net profit for the 12 months of 2024 in the amount of PLN 7,953 million.

Value of provisions as at 31 December 2024 amounted to PLN 19,614 million and was lower by PLN (1,943) million in comparison to the end of 2023. The change resulted mainly from a decrease in the net provisions for estimated CO_2 emissions and energy certificates in the amount of PLN (2,542) million due to the recognition of the net provision in the amount of PLN 7,665 million based on the weighted average price of allowances and certificates held and their use due to redemption of property rights for 2023 in the amount of PLN (9,624) million, In 2024, the ORLEN Group incurred significant capital expenditures and paid a dividend to its shareholders. As a result of these activities, the negative net cash flows from the Group's investment activities and the dividend paid exceeded the generated cash flows from operating activities. In connection with the above, the Group financed the gap with financial activities, as a result of which the ORLEN Group's net financial debt as at 31 December 2024 amounted to PLN 7,024 million and was higher by PLN 5,217 million compared to the end of 2023.

Statement of cash flows for the 12 months of 2024

As at 31 December 2024, the Group's cash balance amounted to PLN 11,042 million and after taking into consideration revaluation of cash due to exchange differences was lower by PLN (2,240) million compared to 31 December 2023. The decrease in cash is mainly due to the net cash outflow used in investing activities in the amount of PLN (34,051) million, including capital expenditures incurred, among others, for the construction of installations, modernization of assets, construction of photovoltaic farms and expenditures related to transactions of taking control over subsidiaries in the amount of PLN (3,495) million, mainly concerning the acquisition of shares in companies described in more detail in note 3.3.1. Net cash flows from operating activities in the 12-month period ended 31 December 2024 amounted to PLN 36,634 million and decreased by PLN (5,280) million compared to the comparable period of 2023, mainly due to lower financial results of the Group caused primarily by the negative impact of macroeconomic parameters on the Group's operations, including lower margins mainly in the Refining, Petrochemical and Gas segments and lower sales volumes in the Energy segment, with a positive impact of changes in working capital in the amount of PLN 7,855 million. Income tax paid in the 12-month period ended 31 December 2024 amounted to (5,123) million. Net cash flows from financing activities for the 12-month period ended 31 December 2024 amounted to PLN (4,761) million and mainly comprised dividends paid in the amount of PLN (4,819) million, net inflows from loans and borrowings in the amount of PLN 2,445 million, interest payments in the amount of PLN (950) million and payments of liabilities under lease agreements in the amount of PLN (1,607) million.

Statement of cash flows for the 4th quarter of 2024

The increase in cash in the 4th quarter of 2024 was mainly due to the generated net cash from operating activities in the amount of PLN 10 429 million and from financial activities in the amount of PLN 553 million, compensated by the outflow of cash used in investing activities in the amount of PLN (10,812) million concerning expenses incurred for, among others, the construction of installations, modernization of assets and the construction of photovoltaic farms in the amount of PLN (9,307) million and completed acquisitions, mainly photovoltaic and wind farms in the amount of PLN (1,581) million (note 3.3.1.)

Net cash flow from operating activities in the 3-month period ended December 31, 2024 increased by PLN 5,299 million, compared to the comparable period of 2023, mainly due to the higher financial result of the Group (q/q) with a lower negative impact of the change in net working capital and a higher negative outflow of income tax payments. Net cash flows from financing activities for the 3-month period ended 31 December 2024 comprised mainly net inflows from loans and borrowings in the amount of PLN 5,699 million, including in particular the payment of an investment loan to ORLEN and drawings on syndicated loans as well as ORLEN's current account loans, dividend paid in the amount of PLN (4,818) million, interest payments in the amount of PLN (196) million and payments of liabilities under lease agreements in the amount of PLN (397) million.

Factors and events which may influence future results

The key factors that will affect future financial results of the ORLEN Group include:

Politics and geopolitics:

- administrative interventions on international and domestic oil, fuel markets and electricity (OPEC decisions+, USA sanctions on Iran, price caps, taxation of windfall profits, tariff policy of the President of the Energy Regulatory Office);
- shape of international alliances and internal reforms after elections in Europe (in Poland, Germany, Belarus, the Czech Republic, Norway and Moldova),
- the shape of the new US administration's policies, particularly on international relations, tariffs and duties, and climate protection;
- scenarios for ending the Russian aggression against Ukraine;

Economy and market:

- structural slowdown in China's economy and a program to stimulate domestic consumer demand,
- the pace of putting new refinery capacity into operation in Africa, South America, the Middle East and Asia,
- development of infrastructure in the USA for LNG exports,
- paths of inflation and central bank interest rates,
- prices of property rights and CO_2 emission allowances

Investments and infrastructure:

- implementation schedules for the ORLEN Group's development investments,
- progress in realizing synergies resulting from the Grupa LOTOS and PGNiG acquisition,
- availability of infrastructure for LPG import, enabling diversification of supply sources.

Climate regulations:

- changes in applicable legal regulations,
- European Commission decisions on the list of goods covered by the CO_2 border price adjustment mechanism (CBAM),
- European Union policy and national solutions for the implementation of the REDIII Directive,

3.2. Description of the organization of the ORLEN Group

As at 31 December 2024 the ORLEN Group includes ORLEN as the Parent Company and entities located in Poland, Germany, the Czech Republic, Lithuania, Norway, Austria, Canada, Slovakia, Hungary, Malta, Sweden, Cyprus, Estonia, Switzerland, the United Kingdom, the Netherlands, Ukraine, Latvia, and China.

ORLEN as the Parent Company is a multi-segment entity, appropriately allocated to all operating segments and corporate functions.

ORLEN GROUP - CONSOLIDATION SCHEME AS AT 31 12 2024
(% of share in share capital)

REFINING SEGMENT

- ORLEN Lietuva Group 100%
- ORLEN Asfalt Group 100 %
- ORLEN Południe Group 100%
- ORLEN UNIPETROL Group 100%
- ORLEN Oil Sp. z o.o. 100%
- Inowrocławskie Kopalnie Soli "Solino" S.A 100%
- ORLEN Paliwa Sp. z o.o. 100%
- ORLEN Aviation Sp. z o.o. 100%
- ORLEN Transport Sp. z o.o. 100%
- ORLEN International Trading (SUZHOU) Co., Ltd. 100%
- ORLEN Serwis Group 100%
- ORLEN Eko Group 100%
- LOTOS SPV 6 Sp. z o.o. 100%
- ORLEN Trading Switzerland GmbH 100%
- ORLEN Kolej Sp. z o.o. 100%
- LOTOS SPV 3 Sp. z o.o. 100%
- LOTOS SPV 4 Sp. z o.o. 100%

ENERGY SEGMENT

- ENERGA Group 90.92%*
- ORLEN Południe Group 100%
- ANWIL S.A. 100%
- ORLEN Lietuva Group 100%
- ORLEN UNIPETROL Group 100%
- ORLEN Neptun Group 100%
- ORLEN Wind 3 Group 100%
- ORLEN Energia Sp. z o.o. 100%
- LOTOS Green H2 Sp. z o.o. 100%
- PGNiG TERMIKA Group 100%
- SOLGEN Sp. z o.o. 100% (not consolidated using the full method)
- PGNiG BioEvolution Group 100%

UPSTREAM SEGMENT

- ORLEN Upstream Group 100%
- LOTOS Upstream Group 100%
- ORLEN Petrobaltic Group 99,99%
- Exalo Drilling Group 100%
- GEOFIZYKA Toruń S.A. 100%
- ORLEN Technologie S.A. 100%
- PGNiG Upstream North Africa B.V. 100%
- ORLEN Upstream Norway AS 100%
- LLC "Karpatgazvydobuvannya" 100% (not consolidated using the full method)
- PGNiG Upstream Polska Sp. z o.o. 100%

RETAIL SEGMENT

- ORLEN UNIPETROL Group 100%
- ORLEN Deutschland Group 100%
- ORLEN Centrum Serwisowe Sp. z o.o. 100%
- ORLEN Budonaft Sp. z o.o. 100%
- AB ORLEN Baltics Retail 100%
- RUCH Group 65%
- ORLEN Austria Group 100%

PETROCHEMICAL SEGMENT

- ORLEN UNIPETROL Group 100%
- ORLEN Lietuva Group 100%
- ANWIL S.A. 100%
- ORLEN Olefiny Sp. z o.o. 100%

GAS SEGMENT

- Polska Spółka Gazownictwa Group 100%
- PGNiG GAZOPROJEKT S.A. 95.17%**
- PGNiG Supply&Trading GmbH Group 100%
- PGNiG Obrót Detaliczny Sp. z o.o. 100%
- PGNiG SPV 6 Sp. z o.o. 100%
- System Gazociągów Tranzytowych EuRoPol GAZ S.A. 100%
- PGNiG SPV 10 Sp. z o.o. 100% (not consolidated using the full method)
- GAS -TRADING Group 79.58%

CORPORATE FUNCTIONS

- ORLEN Laboratorium S.A. 100%
- ORLEN Centrum Usług Korporacyjnych sp. z o.o. 100%
- ORLEN UNIPETROL Group 100%
- ORLEN Holding Malta Group 100%
- ORLEN Capital AB 100%
- ORLEN Usługi Finansowe Sp. z o.o. 100%
- Sigma BIS S.A. 66%
- ORLEN Lietuva Group 100%
- ORLEN Administracja Sp. z o.o. 100%
- Polska Press Group 100%
- ORLEN Projekt Group 100%
- LOTOS Straż Sp. z o.o. 100%
- ORLEN Nieruchomości Sp. z o.o. 100%
- LOTOS Lab Sp. z o.o. 100%
- ORLEN Ochrona Group 100%
- PGNiG Serwis Group 100%
- ORLEN VC sp. z o.o 100%

* 93,28 % in number of votes
** 96.37% in number of votes

(hatched) companies not consolidated using the full method due to their immateriality

ORLEN GROUP (in PLN million)

The list of entities included in the lower-level Capital Groups presented in the consolidation diagram

Name of the Capital Group/Companies	The Group's ownership interest	Segment
ORLEN Lietuva Group		
AB ORLEN Lietuva	100%	Refinery, Petrochemical, Energy, Corporate Functions
ORLEN Eesti OÜ	100%	Refinery
ORLEN Latvija SIA	100%	Refinery
UAB ORLEN Mockavos terminalas	100%	Refinery
ORLEN Asfalt Group		
ORLEN Asfalt Sp. z o.o.	100%	Refinery
ORLEN Asfalt Ceska Republika s.r.o.	100%	Refinery
ORLEN Południe Group		
ORLEN Południe S.A.	100%	Refinery, Energy
Energomedia Sp. z o.o.	100%	Energy
Konsorcjum Olejów Przepracowanych - Organizacja Odzysku Opakowań i Olejów S.A.	90%	Refinery
ORLEN UNIPETROL Group		
ORLEN Unipetrol a.s.	100%	Corporate Functions
ORLEN UniCRE a.s.	100%	Corporate Functions
ORLEN UNIPETROL RPA s.r.o.	100%	Refinery, Petrochemical, Energy, Retail, Corporate Functions
ORLEN UNIPETROL Hungary Kft.	100%	Refinery
ORLEN UNIPETROL Deutschland GmbH	100%	Petrochemical
ORLEN UNIPETROL Doprava s.r.o.	100%	Refinery
ORLEN UNIPETROL Slovakia s.r.o.	100%	Refinery
PETROTRANS s.r.o.	100%	Refinery
Spolana s.r.o.	100%	Petrochemical
ORLEN HUNGARY Kft.	100%	Retail
REMAQ, s.r.o.	100%	Petrochemical
HC Verva Litvinov a.s.	70.95%	Corporate Functions
Paramo a.s.	100%	Refinery
ORLEN Serwis Group		
ORLEN Serwis S.A.	100%	Refinery
ORLEN Service Česká Republika s.r.o.	100%	Refinery
UAB ORLEN Service Lietuva	100%	Refinery
ORLEN Eko Group		
ORLEN Eko Sp. z o.o.	100%	Refinery
ORLEN EkoUtylizacja Sp. z o.o.	100%	Refinery
ENERGA Group		
Energa S.A.	90.92%	Energy
CCGT Gdańsk Sp. z o.o.	100%	Energy
CCGT Grudziądz Sp. z o.o.	100%	Energy
CCGT Ostrołęka Sp. z o.o.	100%	Energy
Centrum Badawczo-Rozwojowe im. M. Faradaya Sp. z o.o.	100%	Energy
Energa Finance AB	100%	Energy
Energa Green Development Sp. z o.o.	100%	Energy
Farma Wiatrowa Szybowice Sp. z o.o.	100%	Energy
Helios Polska Energia Sp. z o.o.	100%	Energy
Energa Informatyka i Technologie Sp. z o.o.	100%	Energy
Energa Logistyka Sp. z o.o.	100%	Energy
Energa Prowis Sp. z o.o.	100%	Energy
Energa Oświetlenie Sp. z o.o.	100%	Energy
Energa-Obrót S.A.	100%	Energy
Enspirion Sp. z o.o.	100%	Energy
Energa Kogeneracja Sp. z o.o.	64.59%	Energy
Energa Cieplo Kaliskie Sp. z o.o.	91.24%	Energy
Energa Ciepło Ostrołęka Sp. z o.o.	100%	Energy
Energa-Operator S.A.	100%	Energy
Energa Operator Wykonawstwo Elektroenergetyczne Sp. z o.o.	100%	Energy
Energa Wytwarzanie S.A.	100%	Energy
Energa Elektrownie Ostrołęka S.A.	89.64%	Energy
ECARB Sp. z o.o.	100%	Energy
Energa Serwis Sp. z o.o.	100%	Energy
ENERGA MFW 1 Sp. z o.o.	100%	Energy

ORLEN GROUP (in PLN million)

ENERGA MFW 2 Sp. z o.o.	100%	Energy
Energa Wind Service Sp. z o.o.	100%	Energy
WENA PROJEKT 2 sp. z o.o.	100%	Energy
PVE 28 Sp. z o.o.	100%	Energy
VRS 14 Sp. z o.o.	100%	Energy
E&G sp. z o.o.	100%	Energy
Aktywa Ostrołęka sp. z o.o.	100%	Energy
ORLEN Neptun Group		
ORLEN Neptun Sp. z o.o.	100%	Energy
ORLEN Neptun II Sp. z o.o.	100%	Energy
ORLEN Neptun III Sp. z o.o.	100%	Energy
ORLEN Neptun IV Sp. z o.o.	100%	Energy
ORLEN Neptun V Sp. z o.o.	100%	Energy
ORLEN Neptun VI Sp. z o.o.	100%	Energy
ORLEN Neptun VII Sp. z o.o.	100%	Energy
ORLEN Neptun VIII Sp. z o.o.	100%	Energy
ORLEN Neptun IX Sp. z o.o.	100%	Energy
ORLEN Neptun X Sp. z o.o.	100%	Energy
ORLEN Neptun XI Sp. z o.o.	100%	Energy
ORLEN Neptūnas, UAB	100%	Energy
ORLEN Wind 3 Group		
ORLEN Wind 3 Sp. z o.o.	100%	Energy
Livingstone Sp. z o.o.	100%	Energy
Nowotna Farma Wiatrowa sp. z o.o.	100%	Energy
Forthewind sp. z o.o.	100%	Energy
Copernicus Windpark sp. z o.o.	100%	Energy
Ujazd Sp. z o.o.	100%	Energy
EW Dobrzyca Sp. z o.o.	100%	Energy
Wind Field Wielkopolska Sp. z .o.o.	100%	Energy
PV WAŁCZ 01 Sp. z o.o.	100%	Energy
Neo Solar Chotków sp. z o.o	100%	Energy
Neo Solar Farms sp. z o.o.	100%	Energy
„FW WARTA” sp. z o.o	100%	Energy
PGNiG TERMIKA Group		
PGNiG TERMIKA S.A.	100%	Energy
PGNiG TERMIKA Energetyka Przemysłowa S.A.	100%	Energy
PGNiG TERMIKA Energetyka Przemysłowa - Technika Sp. z o.o.*	100%	Energy
PGNiG TERMIKA Energetyka Przemyśl sp. z o.o.	100%	Energy
PGNiG TERMIKA Energetyka Rozproszona sp. z o.o.	100%	Energy
ORLEN Upstream Group		
ORLEN Upstream Polska Sp. z o.o.	100%	Upstream
ORLEN Upstream Canada Ltd.	100%	Upstream
KCK Atlantic Holdings Ltd.	100%	Upstream
LOTOS Upstream Group		
LOTOS Upstream Sp. z o.o.	100%	Upstream
AB LOTOS Geonafta	100%	Upstream
UAB Genciu Nafta	100%	Upstream
UAB Manifoldas	100%	Upstream
LOTOS Exploration and Production Norge AS	100%	Upstream
ORLEN Petrobaltic Group		
ORLEN Petrobaltic S.A.	99.99%	Upstream
B8 Sp. z o.o.	100%	Upstream
B8 Sp. z o.o. BALTIC S.K.A.	100%	Upstream
Energobaltic Sp. z o.o.	100%	Upstream
Miliana Shipholding Company Ltd.	100%	Upstream
Bazalt Navigation Company Ltd.	100%	Upstream
Granit Navigation Company Ltd.	100%	Upstream
Kambr Navigation Company Ltd.	100%	Upstream
Miliana Shipmanagement Ltd.	100%	Upstream
Petro Aphrodite Company Ltd.	100%	Upstream
Petro Icarus Company Ltd.	100%	Upstream
St. Barbara Navigation Company Ltd.	100%	Upstream
Technical Ship Management Sp. z o.o.	100%	Upstream
SPV Baltic Sp. z o.o.	100%	Upstream
SPV Petro Sp. z o.o.	100%	Upstream
Exalo Drilling Group		
Exalo Drilling S.A.	100%	Upstream
Exalo Diament Sp. z o.o.	100%	Upstream
EXALO DRILLING UKRAINE LLC	100%	Upstream
Zakład Gospodarki Mieszkaniowej sp. z o.o. w Pile	100%	Upstream
ORLEN Deutschland Group		
ORLEN Deutschland GmbH	100%	Retail

ORLEN GROUP (in PLN million)

ORLEN Deutschland Betriebsgesellschaft GmbH	100%	Retail
ORLEN Deutschland Süd Betriebsgesellschaft mbH	100%	Retail
RUCH Group		
RUCH S.A.	65%	Retail
Fincores Business Solutions Sp. z o.o.	100%	Retail
ORLEN Paczka sp. z o.o. w organizacji	100%	Retail
ORLEN Holding Malta Group		
ORLEN Holding Malta Ltd.	100%	Corporate Functions
Orlen Insurance Ltd.	100%	Corporate Functions
Polska Spółka Gazownictwa Group		
Polska Spółka Gazownictwa Sp. z o.o.	100%	Gas
Gaz Sp. z o.o.	100%	Gas
PSG Inwestycje Sp. z o.o.	100%	Gas
PGNiG Supply & Trading Group		
PGNiG Supply & Trading GmbH	100%	Gas
PGNiG Supply&Trading Polska Sp. z o.o.*	100%	Gas
ORLEN LNG SHIPPING LIMITED	100%	Gas
ORLEN LNG TRADING LIMITED	100%	Gas
GAS - TRADING Group		
GAS - TRADING S.A.	79.58%	Gas
Gas-Trading Podkarpacie sp. z o.o.	99.04%	Gas
Polska Press Group		
Polska Press Sp. z o.o.	100%	Corporate Functions
Pro Media Sp. z o.o.	53%	Corporate Functions
ORLEN Ochrona Group		
ORLEN Ochrona Sp. z o.o.	100%	Corporate Functions
UAB ORLEN Apsauga	100%	Corporate Functions
PGNiG Serwis Group		
PGNiG Serwis Sp. z o.o.	100%	Corporate Functions
Polskie Centrum Brokerskie sp. z o.o.*	100%	Corporate Functions
ORLEN Projekt Group		
ORLEN Projekt S.A.	100%	Corporate Functions
ORLEN Projekt Česká republika s.r.o.	59.91%	Corporate Functions
ENERGOP Sp. z o.o.	74.11%	Corporate Functions
PGNiG Bioevolution Group		
PGNiG Bioevolution sp. z o.o.	100%	Energy
Bioenergy Project Sp. z o.o.	100%	Energy
CHP Energia Sp. z o.o.	100%	Energy
Bioutil Sp. z o.o.	100%	Energy
ORLEN Austria Group		
ORLEN Austria GmbH	100%	Retail
Austrocard GmbH	100%	Retail
Turmöl Badener Tankstellenbetriebs GmbH	100%	Retail
Or+Tu Strom GmbH	100%	Retail
Turmöl Kärntner Tankstellenbetriebs GmbH	100%	Retail
Turmöl Klagenfurter Tankstellenbetriebs GmbH	100%	Retail
Turmöl Korneuburger Handels GmbH	100%	Retail
Favoritner Tankstellenbetriebs GmbH	100%	Retail
FIDO GmbH	100%	Retail
Gmundner Tankstellenbetriebs GmbH	100%	Retail
Halleiner Tankstellenbetriebs GmbH	100%	Retail
Innviertler Tankstellenbetriebs GmbH	100%	Retail
Linzer Tankstellenbetriebs GmbH	100%	Retail
Mühlviertler Tankstellenbetriebs GmbH	100%	Retail
Puchenauer Tankstellenbetriebs GmbH	100%	Retail
Salzburger Tankstellenbetriebs GmbH	100%	Retail
Salzkammergut Tankstellenbetriebs GmbH	100%	Retail
Sattledter Tankstellenbetriebs GmbH	100%	Retail
Trauner Tankstellenbetriebs GmbH	100%	Retail
Tulpen Tankstellenbetriebs GmbH	100%	Retail
Waldviertler Tankstellenbetriebs GmbH	100%	Retail
Welser Tankstellenbetriebs GmbH	100%	Retail
Wiener Tankstellenbetriebs GmbH	100%	Retail
Wr.Neustädter Tankstellenbetriebs GmbH	100%	Retail

* companies excluded from consolidation using the full method due to immateriality

Changes in the structure of the ORLEN Group from 1 January 2024 up to the date of preparation of this report

- on 2 January 2024, ORLEN finalized the transaction of purchasing 100% of shares in Doppler Energie GmbH from the Doppler Group. On 9 July 2024, Doppler Energie GmbH changed its name to ORLEN Austria GmbH Additional information in note 3.3.1.1.;
- on 3 January 2024, ENERGA Invest Sp. z o.o. (the company being acquired) and ORLEN Projekt S.A. (the acquiring company) merged. The merger took place pursuant to Article 492 § 1 item 1 of the Commercial Companies Code, i.e. by transferring all assets of the company being acquired to the acquiring company.

- on 5 January 2024, PGNiG Upstream Norway AS (PUN) acquired 100% of shares in KUFPEC Norway AS and changed its name to ORLEN Upstream Norway 2 AS. Additional information in note 3.3.1.2.;
- on 25 January 2024, the legal title to 100% of the shares in the share capital of Polski Gaz Towarzystwo Ubezpieczeń Wzajemnych was transferred to Powszechny Zakład Ubezpieczeń S.A. For this reason, the Group recognised in other operating income the result on the sale of the company in the amount of PLN 11 million;
- on 8 March 2024 ENERGA Green Development Sp. z o.o. finalized the purchase of Farma Wiatrowa Szybowice Sp. z o.o. from Onde and Goalscreen Holdings Limited. The acquired company has a wind farm project with a capacity of 37.4 MW in the stage of readiness for construction. The order to start work has been issued on 20 March 2024. The planned wind farm is located in the Prudnik commune in Opole Voivodeship. The planned costs of the company's implementation of the Szybowice Wind Farm project, estimated on the basis of separate contracts concluded (i.e. contract for the supply of 17 turbines, general and comprehensive contracting contract and project management contract during construction) are approximately PLN 350 million. The construction of the installation is to be completed by the end 2025. The Group has assessed that the assets and related liabilities taken over by the Group as part of this transaction do not constitute a business as defined in IFRS 3 and it has recognized this transaction as the acquisition of a group of assets. The fair value of the payment transferred so far amounted to PLN 58 million and included the purchase of shares as well as the repayment of loans granted to the company by former shareholders, which was a necessary condition for taking control of the company,
- on 4 April 2024 Energa S.A. finalised a purchase of 50% shares in company Elektrownia Ostrołęka Sp. z o.o. (EO) from Enea S.A. Currently, Energa S.A. has 100% of shares in EO. The acquired entity was initially established to implement the project of a new coal-fired power plant in Ostrołęka, however, due to the change in the project regarding the fuel used from coal to gas, the project is continued in another special purpose vehicle. Currently, EO has assets in a form of, among others, land, including land leased by CCGT Ostrołęka Sp. z o.o. and railway siding used by the company Energa Elektrownie Ostrołęka S.A. Purchase price of 50% of shares in EO amounted to PLN 42 million. The purpose of the transaction was to take full control over EO in order to use its potential and resources, including, among others, real estate for the implementation of the ORLEN Group's strategic investment projects. The Group has assessed that the assets and related liabilities taken over by the Group as part of this transaction do not constitute a business as defined in IFRS 3 and it has recognized this transaction as the acquisition of a group of assets.
- on 12 April 2024 Energa Wytwarzanie S.A. purchased from Lightsource bp 100% of shares in special purpose vehicle Wena Projekt 2 Sp. z o.o. with its seat in Warsaw, having the rights to the design of a photovoltaic installation with a total capacity of approx. 130 MW. Also on 12 April 2024, orders were issued to the general contractor to start work. The photovoltaic installation is to be built in the Kotla commune in Głogów County, Lower Silesian Voivodeship. The photovoltaic installation is expected to be commissioned before the end of 2025. The fair value of the consideration transferred amounted to PLN 118 million and included the purchase of shares as well as the repayment of a loan granted to the special purpose vehicle by former shareholders, which was a necessary condition for taking control of the company. The Group has assessed that the assets and related liabilities taken over by the Group as part of this transaction do not constitute a business as defined in IFRS 3 and it has recognized this transaction as the acquisition of a group of assets. The company mainly has assets in the form of fixed assets and right of use assets under construction relating to the expenditure incurred so far for the implementation of the investment.
- on 14 May 2024, ORLEN S.A. acquired 15% of shares in LLC "KARPATGAZVYDOBUVANNYA" and currently holds 100% of shares in this company,
- on 18 June 2024, ORLEN Upstream Norway 2 AS was deleted from the Norwegian Register of Businesses as a result of the completion of the merger with PGNiG Upstream Norway AS. This operation was carried out in connection with the regulatory requirements of the Norwegian authorities regarding the Group's petroleum operations in Norway through a single entity;
- on 20 June 2024, ORLEN sold 100% of shares in Gas Storage Poland Sp. z o.o., the operator of the gas fuel storage system, to Operator Gazociągów Przesyłowych Gaz-system S.A., thus meeting the condition required by the President of the Office of Competition and Consumer Protection in connection with the merger of ORLEN with PGNIG S.A. As a result of this transaction, a result on sale of PLN 9 million was recognized, presented as part of other operating income;
- on 9 July 2024, ORLEN Wind 3 finalized the purchase of 100% of shares in the PV Wałcz 01 Sp. z o.o. photovoltaic farm from Forum IV Fundusz Inwestycyjny Zamknięty and Prime PV Assets. The photovoltaic power plant with a total installed capacity of approximately 10 MW is located in the West Pomeranian Voivodeship, near the town of Wałcz;
- on 31 July 2024, indirect subsidiaries based in London, with 100% capital participation of PGNiG Supply & Trading GmbH changed their company names:
  - ✓ PST LNG Trading Limited to ORLEN LNG Trading Limited;
  - ✓ PST LNG Shipping Limited to ORLEN LNG Shipping Limited;
- on 29 August 2024, Energa Wytwarzanie S.A. acquired 100% of shares in two special purpose vehicles, PVE28 Sp. z o.o. and VRS14 Sp. z o.o., from the Greenvolt Group. The transaction included the purchase of the Opalenica photovoltaic farms, located in the Wielkopolska Province, with a total capacity of 22.2 MW (including 20.2 MW built and 2 MW under construction). Both acquired companies have concluded agreements for technical and commercial management and service agreements. The only scope of the companies' activities is the production of electricity from photovoltaic sources. The provisional fair value of the payment transferred as part of the transaction of acquisition of shares in PVE28 Sp. z o.o. and VRS14 Sp. z o.o. amounted to PLN 60 million and included the purchase of shares, as well as the repayment of loans granted to the companies by the former owner, which was a necessary condition for taking control over the companies. The fair value of the consideration transferred may change in subsequent periods as a result of the process of determining the final purchase price,

- on 30 August 2024, ORLEN acquired 125 shares in Solgen Sp. z o.o. (3rd tranche - in accordance with the share purchase agreement). As a result of this transaction, since 30 August 2024, ORLEN holds 100% of the share capital of Solgen Sp. z o.o.;
- on 4 September 2024, Elektrownia Ostrołęka Sp. z o.o. changed its name to Aktywa Ostrołęka Sp. z o.o.;
- on 14 October 2024, the change of the name of LOTOS Kolej Sp. z o.o. was registered in the National Court Register to ORLEN Kolej Spółka z ograniczoną odpowiedzialnością,
- on 23 October 2024, ORLEN Wind 3 Sp. z o.o. acquired 3 companies: Neo Solar Chotków Sp. z o.o., Neo Solar Farms Sp. z o.o., FW WARTA Sp. z o.o. Additional information in note 3.3.1.3,
- on 5 November 2024 Energa Green Development Sp. z o.o. acquired from EGN Polska T.Bąkowski W.Kalisz B.Królikowski sp. k. 100% shares in Helios Polska Energia Sp. z o.o. with its seat in Konin, developing a PV Łosienice photovoltaic farm project with installed capacity of 39.9 MW, located in the commune Kościerzyna. At the same time, an order was issued on the same day to start construction work (NTP) general contractor. The Group expects the occupancy permit for the completed farm to be issued by the end of the 2025. The purchase price for 100% of the shares amounted to approx. PLN 26 million;
- on 15 November 2024 the names of the companies changed to:
  - ✓ Doppler Kärntner Tankstellenbetriebs GmbH to Turmöl Kärntner Tankstellenbetriebs GmbH
  - ✓ Doppler Badener Tankstellenbetriebs GmbH to Turmöl Badener Tankstellenbetriebs GmbH
  - ✓ Doppler Klagenfurter Tankstellenbetriebs GmbH to Turmöl Klagenfurter Tankstellenbetriebs GmbH
  - ✓ Doppler Korneuburger Handels GmbH to Turmöl Korneuburger Handels GmbH
- on 16 November 2024 the company's name has changed Doppler Strom GmbH to Or+Tu Strom GmbH;
- on 19 November 2024, the District Court, XII Commercial Division of the National Court Register, made an entry regarding the company's name change ORLEN Upstream Sp. z o.o. to ORLEN Upstream Polska Sp. z o.o.;
- on 22 November 2024, ORLEN Paczka Sp. z o.o. was established in an organization that was registered in the National Court Register on 2 January 2025 as part of the division of RUCH S.A. made on the same day. The division was made by transferring part of the assets of RUCH S.A. in the form of the logistics and courier business segment and the sale of "ORLEN Paczka" services to the newly established company ORLEN Paczka Sp. z o.o. (division by separation).;
- on 5 December 2024, Energa Wytwarzanie S.A. acquired 100% of shares in the special purpose vehicle E&G sp. z.o.o. Additional information in note 3.3.1.4;
- on 6 December 2024 company LOTOS Petrobaltic S.A. changed name to ORLEN Petrobaltic S.A.;
- on 16 December 2024 by virtue of the decision of the District Court in Rzeszów, XII Commercial Division of the National Court Register company PGNiG Technologie S.A. changed its name to ORLEN Technologie S.A.;
- on 30 December 2024, Extraordinary Meeting of Shareholders of the Company Kopalnia Soli Lubień Sp. z o.o. based in Warsaw, acting pursuant to Art. 270 point 2 of the Commercial Companies Code, adopted a resolution on the dissolution of the Company Kopalnia Soli Lubień Sp. z o.o. and opening its liquidation;
- on 30 December 2024, the National Court Register entered the merger of the companies Polska Press Sp. z o.o. and PL24 Sp. z o.o., consequently Polska Press Sp. z o.o. acquired company PL24 Sp. z o.o., and company PL24 Sp. z o.o. was deleted from the register of entrepreneurs of the National Court Register;
- on 13 January 2025 District Court for the Capital City of Warsaw in Warsaw, IV Commercial Division of the National Court Register, entered the change in the PGNiG TERMIKA S.A. company's Articles of Association made on 23 December 2024, consisting of, among others: on changing the name of the Company to ORLEN TERMIKA S.A.;
- on 16 January 2025 a change to the founding act of PGNiG Upstream Polska Sp. z o.o. was registered changing the company's name to: ORLEN SPV 1 Sp. z o.o.;
- on 24 January 2025, the Extraordinary General Meeting of Shareholders of LOTOS Upstream Sp. z o.o. based in Gdańsk approved the acquisition by the company of shares in the share capital of Baltic Gas Sp. z o.o. with its registered office in Gdańsk and all rights and obligations held by "CalEnergy Resources Poland" Sp. z o.o. in Baltic Gas sp. z o.o. and partners sp.k. based in Gdańsk. The effect of the transaction finalized on 28 January 2025 is the acquisition of full control over the development of the B4/B6 gas fields in the Baltic Sea. Additional information in note 5.18.
- on 30 January 2025, an Extraordinary General Meeting of Shareholders of PGNiG Supply&Trading Polska Sp. z o.o. was held, which adopted a resolution to dissolve the Company and put it into liquidation;
- on 31 January 2025, the Extraordinary Shareholders' Meetings of LOTOS SPV 3 Sp. z o.o., LOTOS SPV 4 Sp. z o.o., LOTOS SPV 6 Sp. z o.o., acting under Article 270 item 2 and Article 274 § 1 of the Commercial Companies Code, adopted a resolution on the dissolution of the Companies and opening their liquidation.

Changes in the Group structure are an element of the ORLEN Group strategy, assuming a focus on core activities and allocating capital for the development of the Group in the most prospective areas.

(in PLN million)

3.3. Settlement of acquisition of shares in accordance with IFRS 3 Business Combinations

3.3.1. Settlement of business combinations that took place in the current reporting period

3.3.1.1. Finalization of acquisition of service stations in Austria

On 2 January 2024, ORLEN finalized the transaction of purchasing 100% of shares in Doppler Energie (currently ORLEN Austria) from the Doppler Group. Doppler Energie manages 267 gas stations in Austria under the Turmöl brand, being one of the top three players in the Austrian fuel market, boasting a retail market share of approximately 10%.
As a result of the transaction the ORLEN network additionally expanded by 110 electric car charging points in Austria (across 34 locations), operating under the Turmstrom brand.
Almost half of the acquired service stations are self-service facilities, aligning with the preferences of Austrian consumers who appreciate the ease of purchasing and paying for fuel directly at the pump. Additionally, 40 locations are equipped with solar PV panels.
The transaction also included the acquisition of Austrocard, a fuel card provider serving both private and business customers, accepted at over 500 locations throughout Austria.
At the same time, ORLEN took over part of the wholesale fuel market, which will allow to optimize logistics and guarantee the stability of supplies to the stations.
The transaction is the result of the ORLEN Group's strategy to expand the gas station network on the markets of Central and Eastern Europe, which also assumes increasing the share of foreign stations in the entire network. On 9 July 2024, the acquired company Doppler Energie GmbH changed its name to ORLEN Austria GmbH.

Full settlement of the transaction

The acquisition of shares in Doppler Energie is settled applying the acquisition method in accordance with IFRS 3 Business Combinations.
As at the date of preparation of these interim condensed consolidated financial statement, the accounting settlement of the merger has been completed, and the process of measuring the acquired net assets to fair value, in which the Group engaged external experts, has been completed.

The fair value of identifiable assets acquired and liabilities assumed recognised as at the acquisition date are as follows:

		02/01/2024
Acquired assets	**A**	**1 281**
Non-current assets		**613**
Property, plant and equipment		200
Intangible assets		192
Right-of-use asset		219
Deferred tax assets		2
Current assets		**668**
Inventories		72
Trade and other receivables		486
Cash		110
Acquired liabilities	**B**	**1 098**
Non-current liabilities		**232**
Deferred tax liabilities		36
Provision		4
Lease liabilities		192
Current liabilities		**866**
Trade and other liabilities		839
Lease liabilities		27
Total net assets	**C = A - B**	**183**
Acquired net assets attributable to the equity owners of the parent	D	183
% share in the share capital	E	100
Value of shares measured as a proportionate share in the net assets	F = D*E	183
Fair value of the consideration transferred	G	654
Goodwill	**I = G-F**	**471**

The final value of net assets amounted to PLN 183 million, which means a increase of PLN 113 million compared to the provisional settlement of the transaction presented in the Consolidated Financial Statements for the 1st quarter of 2024. The change resulted mainly from:

- valuation of intangible assets, the fair value of which as part of the final settlement amounted to PLN 192 million (provisional value was PLN 47 million), which means an increase of PLN 145 million, mainly as a result of the identification and recognition of the Turmöl trademark
- recognition of an additional deferred tax liability as a result of the above change in the amount of PLN 36 million (provisional value was PLN 4 million), which means an increase of PLN 32 million.

There were no significant changes in relation to other net asset items.

ORLEN GROUP (in PLN million)

The net cash outflow related to the acquisition of shares in Doppler, being the difference between the net cash acquired in the amount of PLN 110 million (recognised as cash flows from investing activities) and the paid cash transferred as consideration in the amount of PLN (654) million, amounted to PLN (544) million.
The goodwill recognised as a result of the merger settlement represents the expected benefits and synergies in the Group resulting from the development of the fuel network in foreign markets and the optimisation of logistics costs due to the presence and ownership of production assets in a number of markets in the region, including the proximity to the ORLEN Group's Czech refineries.
Doppler Energie Group's (currently: ORLEN Austria Group) share in the revenues and the result generated by the ORLEN Group for the 2024 amounted to PLN 6,770 million and PLN (14) million, respectively.

3.3.1.2. KUFPEC Norway AS company acquisition transaction

On 5 January 2024 PGNiG Upstream Norway (currently ORLEN Upstream Norway AS) from the ORLEN Group finalised acquisition transaction of KUFPEC Norway AS mining company and took control of its operations.
The acquired business includes, among others: shares in five deposits, in which the ORLEN Group already operates, as well as Eirin gas field, which is planned to be developed using the existing production infrastructure. All producing deposits and, in the future, also Eirin, have a connection to the infrastructure for pumping the extracted gas through the Baltic Pipe pipeline to Poland. As a result of the transaction and the company's investments, the ORLEN Group's natural gas production in Norway increased by 55% and exceeded 4.6 billion cubic meters annually in 2024.
Purchase of shares in KUFPEC Norway AS was financed from funds generated by PGNiG Upstream Norway from operational activities on the Norwegian Continental Shelf. In 2024, the company achieved an operating EBITDA of NOK 22.8 billion and ended the year debt-free.
The acquisition of KUFPEC Norway AS will translate into an increase in controlled extractable resources of PGNiG Upstream Norway up to over 400 million barrels of oil equivalent (boe). Over 80 % of the acquired resources are natural gas. Additionally, as a result of the acquisition of shares in KUFPEC Norway AS, the production of PGNIG Upstream Norway will increase to over 100 thousand boe per day.
The transaction is the result of the Group's strategy to increasing and diversifying gas production to supply the Polish market and other countries in the region.

Full settlement of transaction

The acquisition of KUFPEC Norway AS is accounted for using the acquisition method in accordance with IFRS 3 Business Combinations.
As at the date of preparation of these interim condensed consolidated financial statements, the accounting settlement of the merger was completed and the process of fair value measurement of the acquired net assets, for which the Group engaged external advisors, was completed.

The fair value of identifiable assets acquired and liabilities assumed recognised as at the acquisition date are as follows:

		05/01/2024
Acquired assets	**A**	**2 327**
Non-current assets		**1 212**
Property, plant and equipment		1 212
Current assets		**1 115**
Trade and other receivables		240
Inventories		36
Cash		839
Acquired liabilities	**B**	**1 599**
Non-current and current liabilities		**1 599**
Trade and other liabilities		126
Current tax liabilities		362
Deferred tax liabilities		295
Provisions		815
Other liabilities		1
Total net assets	**C = A - B**	**728**
Acquired net assets attributable to the equity owners of the parent	D	728
% share in the share capital	E	100
Value of shares measured as a proportionate share in the net assets	F= D*E	728
Fair value of the consideration transferred	G	1 868
Goodwill	**I = G-F**	**1 140**

There were no significant changes to data presented in the provisional settlement of the merger presented in the Half-Year Report for the 1st half of 2024.
Net cash outflow related to the acquisition of KUFPEC Norway AS (recognised as cash flow from investing activities) being the difference between the cash acquired and the cash transferred as payment, taking into account exchange rate differences on translation, amounted to PLN (1,024) million.
As a result of the provisional settlement of the transaction, the Group recognised goodwill in the amount of PLN 1,140 million. Part of the goodwill in the amount of PLN 873 million is reflected in the value of the deferred tax liability recognised as at the acquisition date relating to the difference between the fair value of the acquired property, plant and equipment and their value

ORLEN GROUP (in PLN million)

recognised for tax purposes. The remaining part of the goodwill in the amount of PLN 267 million represents the value of the expected benefits and synergies in the Group as part of the implemented strategy including strengthening the development potential in Norway by integrating acquired assets, optimizing operating costs and increasing the scale of operations.

3.3.1.3. The acquisition of the solar PV farms: Neo Solar Chotków, Neo Solar Farms and „FW WARTA" wind farm.

On 23 October 2024 the ORLEN Group completed a transaction to acquire from EDP Renewables Polska solar farms and wind farm by acquiring 100% of shares in Neo Solar Chotków Sp. z o.o., Neo Solar Farms Sp. z o.o. and „FW WARTA" Sp. z o.o.
The assets acquired from EDP Renewables Polska are among the most advanced of their kind and are expected to deliver approximately 350 GWh of electricity annually.
Solar PV farm, with a capacity of 40 MWp, located in Chotków in the Province of Zielona Góra, received the concession in January 2024. Solar PV farm, situated in the Przykona municipality in the Province of Poznań, has a capacity of 200 MWp and is currently undergoing expansion by another 40 MWp. As part of the transaction, the ORLEN Group also acquired the "Warta" wind farm in the Łódź region which received the concession in May 2023. The 26 MW investment is located in a high-wind area, ensuring optimum utilisation of the installed capacity.
The fair value of the consideration transferred amounted to PLN 1,173 million and included the purchase price of the shares, as well as the repayment of loans granted to the wind farms by the former shareholder, which was a necessary condition for taking control of the farms.
As a result of the transaction, the ORLEN Group has expanded its renewable energy capacity by nearly one-fifth, increasing the installed capacity in onshore wind farms to approximately 590 MW and to approximately 380 MW in photovoltaics at the beginning of the 4th quarter of 2024.

Provisional settlement of transaction

The acquisition of Neo Solar Chotków Sp. z o.o., Neo Solar Farms Sp. z o.o. and „FW WARTA" sp. z o.o
is accounted for using the acquisition method in accordance with IFRS 3 Business Combinations.
As at the date of preparation of these interim condensed consolidated financial statements, the Group has presented provisional values of identifiable assets and liabilities, that correspond to their book values at the acquisition date. The Group plans to make a final settlement of the acquisition in the period of 12 months from the acquisition date.

The provisional value of identifiable assets acquired and liabilities assumed recognised as at the acquisition date are as follows:

		23/10/2024
Acquired assets	**A**	**1 136**
Non-current assets		**1 022**
Property, plant and equipment		962
Right-of-use asset		50
Deferred tax assets		10
Current assets		**114**
Trade and other receivables		14
Current tax assets		1
Cash		99
Acquired liabilities	**B**	**117**
Non-current and current liabilities		**117**
Trade and other liabilities		103
Deferred tax liabilities		2
Provision		12
Provisional total net assets	**C = A - B**	**1 019**
Acquired net assets attributable to the equity owners of the parent	**D**	1 019
% share in the share capital	**E**	100
Value of shares measured as a proportionate share in the net assets	**F=D*E**	1 019
Fair value of the consideration transferred	**G**	1 173
Provisional goodwill	**I = G - F**	**154**

Net cash outflow related to the acquisition of Neo Solar Chotków Sp. z o.o., Neo Solar Farms Sp. z o.o. and „FW WARTA" sp. z o.o (recognised as cash flow from investing activities) being the difference between the cash acquired and the cash transferred as payment, amounted to PLN 1,074 million.
If the acquisition of the farms had taken place at the beginning of the period, the Group's sales revenue and net profit for the 12-month period ended 31 December 2024 would have amounted to PLN 297,043 million and PLN 7,929 million, respectively.
The share of wind farms in the revenue and result generated by the ORLEN Group for 2024 was immaterial.

3.3.1.4. Kleczew photovoltaic installation and wind farm acquisition transaction

On 5 December 2024 ENERGA Group completed a photovoltaic installation and wind farm acquisition transaction from Lewandpol Holding Sp. z o.o. by acquiring 100% of shares in E & G Sp. z o.o. The preliminary purchase agreement for the installation was concluded on 13 October 2023.
The transaction included the purchase of photovoltaic farm located in the Wielkopolska region, near Kleczew with a total capacity of 225 MW and a wind farm with a capacity of 11.7 MW. The photovoltaic farm can be additionally expanded with installations with a total capacity of 25.43 MW. Energa Wytwarzanie S.A from ENERGA Group became the direct owner of the farms.

ORLEN GROUP (in PLN million)

The provisionally estimated fair value of the consideration transferred amounted to PLN 798 million and included the purchase price of the shares, including an estimate of the fair value of the contingent consideration included in the share purchase agreement, as well as the repayment of loans and guarantees granted to E & G Sp. z o.o. by the former shareholder, which was a necessary condition for taking control of the farms. The fair value of the consideration transferred may change due to the fair value valuation process conducted by independent appraisers.
As a result of the transaction, the Group enhanced generation capacity by increasing the capacity installed in onshore wind farms and photovoltaic farms.

Provisional settlement of transaction
The acquisition of farms is accounted for using the acquisition method in accordance with IFRS 3 Business Combinations.
As at the date of preparation of these interim condensed consolidated financial statements, the accounting settlement of the merger has not been completed, and the process of measuring the acquired net assets to fair value, in which the Group engaged external experts is in the early stages.
The Group has presented provisional values of identifiable assets and liabilities that correspond to the preliminary estimate of their fair value at the date of the combination. The Group plans to make a final settlement of the acquisition in the period of 12 months from the acquisition date.

The provisional fair value of identifiable assets acquired and liabilities assumed recognised as at the acquisition date are as follows:

		05/12/2024
Acquired assets	**A**	**926**
Non-current assets		**879**
Property, plant and equipment		780
Right-of-use asset		98
Deferred tax assets		1
Current assets		**46**
Inventories		1
Trade and other receivables		14
Cash		26
Other assets		5
Acquired liabilities	**B**	**814**
Non-current and current liabilities		**104**
Provision		2
Lease liabilities		102
Current liabilities		**710**
Trade and other liabilities		16
Loans and borrowings		693
Provisional total net assets	**C = A - B**	**111**
Acquired net assets attributable to the equity owners of the parent	**D**	111
% share in the share capital	**E**	100
Value of shares measured as a proportionate share in the net assets	**F = D*E**	111
Fair value of the consideration transferred	**G**	798
Provisional goodwill	**K = G - F**	**687**

Net cash outflow related to the Kleczew photovoltaic installation and wind farm acquisition, being the difference between the cash acquired (recognised as cash flow from investing activities) and the cash transferred as payment amounted to PLN 646 million. The Group expects that, as a result of the purchase price settlement process, provisionally determined goodwill of PLN 687 million may change as a result of partial allocation to other assets, in connection with the fair value measurement process of assets conducted by external experts.
If the acquisition of E & G Sp. z o.o. occurred at the beginning of the period, the Group's sales revenue and net profit for the 12-month period ended 31 December 2024 would have been respectively PLN 297,062 million and PLN 7,977 million. Share of E & G Sp. z o.o. in the ORLEN Group's revenue and result for 2024 was negligible.

3.3.2. Settlement of business combinations that took place in the previous financial year

3.3.2.1. The acquisition of the Ujazd, Dobrzyca and Dominowo wind farms
On 12 October 2023 ORLEN Group completed a transaction to acquire EDP Renewables Polska wind farms by acquiring 100% of shares in: Ujazd Sp. z o.o., EW Dobrzyca Sp. z o.o. and Wind Field Wielkopolska Sp. z o.o.
The transaction included the purchase of three wind farms located in the Wielkopolska region, near Dobrzyca (49.9 MW), Ujazd (30 MW), and Dominowo (62.4 MW). The purchased wind farms, whose total capacity is 142 MW, can be additionally expanded with photovoltaic installations with a total capacity of approximately 160 MW, using the existing network connection (cable pooling). ORLEN Wind 3 became the direct owner of the farms.
The fair value of the consideration transferred was PLN 2,231 million and included the purchase price of the shares, as well as the repayment of loans granted to the wind farms by the former shareholder, which was a necessary condition for taking control of the farms.

ORLEN GROUP (in PLN million)

As a result of the acquisition of the wind farms, the Group enhanced generation capacity of the concern by increasing the capacity installed in onshore wind farms. The transaction is the result of the implementation of the Group's strategy aimed at providing low-emission and attractively priced energy and strengthens the Group's position as one of the leading contributor to energy transition.

Full settlement of transaction

The acquisition of wind farms is accounted for using the acquisition method in accordance with IFRS 3 Business Combinations. In the consolidated half-year report for the 1st half of 2024, the Group presented the results of work carried out by independent experts in the process of identifying and measuring at fair value individual acquired assets and assumed liabilities, including potential contingent liabilities and made the final settlement of the Ujazd, Dobrzyca and Dominowo wind farm acquisition transaction.

The fair value of identifiable main assets and liabilities acquired as at the acquisition date are as follows:

		12/10/2023
Acquired assets	**A**	**1 351**
Non-current assets		**1 244**
Property, plant and equipment		1 152
Right-of-use asset		30
Deferred tax assets		62
Current assets		**107**
Trade and other receivables		14
Cash		16
Other assets		77
Acquired liabilities	**B**	**241**
Non-current and current liabilities		**241**
Lease liabilities		3
Trade and other liabilities		15
Deferred tax liabilities		110
Provisions		85
Other liabilities		28
Total net assets	**C = A - B**	**1 110**
Acquired net assets attributable to the equity owners of the parent	**D**	1 110
% share in the share capital	**E**	100
The fair value of the payment	**g**	2 231
Value of shares measured as a proportionate share in the net assets	**F = D*E**	1 110
The value of pre-existing connections	**H**	(14)
Goodwill	**I = G + H - F**	**1 107**

The final net asset value amounted to PLN 1,110 million, which means an increase of PLN 211 million relative to the provisional settlement of the transaction presented in the Consolidated Financial Statements for 2023. The change was mainly due to:

- valuation of property, plant and equipment, the fair value of which in the final settlement amounted to PLN 1,152 million (the provisional value amounted to PLN 807 million), which means an increase of PLN 344 million,
- recognition of additional provisions whose fair value was determined at PLN 85 million (the provisional value amounted to at PLN 5 million), which means an increase of PLN 80 million,
- an increase in the position of other assets as a result of recognizing an asset for compensation resulting from securing potential regulatory, legal, environmental and other risks at an estimated fair value of PLN 73 million,
- recognition of an additional liability related to deferred tax as a result of the above changes in the amount of PLN 110 million (the provisional value amounted to PLN 0 million), which means an increase of PLN 110 million.

There were no significant changes with respect to other net asset items.

The goodwill determined in the final settlement amounted to PLN 1,107 million and has decreased by PLN 225 million relative to the provisional settlement of the transaction presented in the Consolidated Report for 2023.

The goodwill remaining in the final settlement relates primarily to the expected benefits and synergies throughout the Group as part of the implemented strategy to expand the renewable energy sources portfolio.

Net cash outflow related to the acquisition of wind farms, which is the difference between the net cash acquired (recognised as cash flows from investing activities) and the cash transferred as consideration, amounted to PLN 2,215 million.

If the takeover of the wind farms had taken place at the beginning of the period, the Group's sales revenues and net profit for the 12-month period ended 31 December 2023 would have amounted to PLN 373,015 million and PLN 21,099 million.

The share of wind farms in the revenues and result generated by the ORLEN Group for 2023 was irrelevant.

3.3.2.2. Purchase transaction of wind farms in Wielkopolska and Western Pomerania

On 12 December 2023 ORLEN Wind 3, the company belonging to the ORLEN Group, signed an agreement to acquire wind farms from a UK company Octopus Renewables Infrastructure Trust PLC, through acquisition of 100% of shares in Forthewind Sp. z o.o. and Copernicus Windpark Sp. z o.o. The transaction encompassed installations in Kuślin near Nowy Tomyśl in Wielkopolska and in Krzęcin, near Choszczno in Western Pomerania, with a total capacity of approximately 60 MW.

The fair value of the consideration transferred amounted to PLN 442 million and included the purchase of the shares, as well as, the repayment of the loan granted to wind farms by the former shareholders, a necessary condition for taking control of farms.

ORLEN GROUP (in PLN million)

Full settlement of the transaction

The acquisition of wind farms is settled applying the acquisition method in accordance with IFRS 3 Business Combinations.
In the Consolidated Half-Year Report for the first half of 2024, the Group presented the results of work carried out by external experts in the process of identifying and fair value measurement of acquired assets and assumed liabilities, including potential contingent liabilities and made the final settlement of the acquisition transaction of wind farms in Wielkopolska and Western Pomerania.

The fair value of identifiable main assets and liabilities acquired as at the acquisition date are as follows:

		12/12/2023
Acquired assets	**A**	**626**
Non-current assets		**574**
Property, plant and equipment		574
Current assets		**52**
Trade and other receivables		8
Cash		44
Acquired liabilities	**B**	**33**
Non-current and current liabilities		**33**
Trade and other liabilities		6
Deferred tax liabilities		27
Total net assets	**C = A - B**	**593**
Acquired net assets attributable to the equity owners of the parent	**D**	593
% share in the share capital	**E**	100
Value of shares measured as a proportionate share in the net assets	**F=D*E**	593
Fair value of the consideration transferred	**G**	442
The value of pre-existing connections	**H**	314
Goodwill	**I = G + H - F**	**163**

The final net assets value amounted to PLN 593 million, which means an increase by PLN 128 million in relation to the provisional settlement of the transaction presented in the Consolidated Financial Statements for 2023. The change resulted mainly from the valuation of property, plant and equipment, the fair value of which in the final settlement amounted to PLN 574 million (the provisional value amounted to PLN 420 million), which means an increase by PLN 154 million, as well as the related recognition of an additional deferred tax liability in the amount of PLN 27 million (the provisional value amounted to PLN 6 million).
The other net asset items have not changed significantly.
Moreover, as part of the final settlement of the merger, the Group recognised the value of loans granted to wind farms by the former shareholder, repaid on the transaction date, in the amount of PLN 98 million, as an element of the purchase price. As part of the provisional settlement of the transaction, the value of these loans was recognised as a settlement of pre-existing relationships.
The remaining value of the settlement of pre-existing relationships relates to loans granted by the Group to the acquired companies prior to the transaction date.
As a result of above changes the goodwill recognised as part of the final merger settlement amounted to PLN 163 million and decreased by PLN 129 million in relation to the provisional settlement of the transaction presented in the Consolidated Report for 2023. The remaining goodwill in the final settlement relates mainly to the expected benefits and synergies across the Group as part of the implemented strategy to expand the renewable energy sources portfolio.
The net cash outflow related to the acquisition of wind farms, being the difference between the net cash acquired (recognised as cash flows from investing activities) and the cash transferred as consideration, amounted to PLN 398 million.
If the acquisition of wind farms took place at the beginning of the period, the sales revenue and net profit of the Group for the 12-month period ended 31 December 2023 would amount to PLN 372,854 million and PLN 20,948 million, respectively.
The share of wind farms in the ORLEN Group's revenues and result for 2023 was immaterial.

3.3.2.3. Transaction of taking control over the company System Gazociągów Tranzytowych EuRoPol Gaz

On 10 October 2023 the Minister of Economic Development and Technology (“Minister”) issued a decision on taking over 100% the shares entitled to PAO Gazprom in company Transit Gas Pipeline System EuRoPol Gaz S.A. with its seat in Warsaw (“EuRoPol Gaz”), (“Decision”) under Art. 6b section 5 of the Act of 13 April 2022 on special solutions for counteracting support for aggression against Ukraine and for protecting national security ("Decision"; "Sanctions Act").
As part of the decision the Minister determined the amount of compensation for the takeover of 100% of shares of PAO Gazprom in the amount of PLN 787 million, corresponding to the market value of these shares determined based on a valuation prepared by an independent external entity.
By Resolution on 13 October 2023, the Minister made the decision immediately enforceable (“Resolution”).
On 1 November 2023, there was a delivery to PAO Gazprom of (i) decision of the Minister and (ii) resolution of the Minister of Economic Development and Technology from 13 October 2023, the Minister made the decision immediately enforceable.
Therefore, as of 1 November 2023 ORLEN took exclusive control over EuRoPol Gaz.

ORLEN GROUP (in PLN million)

The capital structure before the date of taking control was as follows: PAO Gazprom 48% of shares, ORLEN S.A. 48% of shares, GAS TRADING S.A. 4% of shares. Capital structure of EuRoPol Gaz as at the date of taking control looked as follows: EuRoPol Gaz S.A. 48% of shares (own shares, non-voting), ORLEN S.A. 48% of shares, GAS-TRADING S.A. 4% of shares.

Full settlement of the transaction

The transaction of taking control over EuRoPol Gaz is subject to settlement applying the acquisition method in accordance with IFRS 3 Business Combinations.

In the Quarterly Report for the 3rd quarter of 2024, the Group presented the results of work carried out by independent experts in the process of identifying and measuring at fair value individual acquired assets and assumed liabilities, including the estimation of the fair value of the provision for the onerous contract regarding the entrustment agreement concluded between the company and Gaz System described below, and made the final settlement of the transaction.

The fair value of identifiable major items of acquired assets and liabilities as at the acquisition date is as follows:

		01/11/2023
Assets acquired	**A**	**3 464**
Non-current assets		**28**
Intangible assets		28
Current assets		**3 436**
Inventories		44
Trade and other receivables		39
Deferred tax liabilities		159
Cash		3 194
Assumed liabilities	**B**	**2 527**
Non-current liabilities		**1 539**
Provision		1 539
Current liabilities		**988**
Provision		163
Trade and other liabilities		825
Total net assets	**C = A - B**	**937**
Acquired net assets attributable to the equity owners of the parent	**D**	937
% share in the share capital	**E**	100
Value of shares measured as a proportionate share in the net assets	**F = D*E**	937
Fair value of the consideration transferred (Cash paid)	**G**	852
Bargain purchase gain	**I = F - G**	**85**

** Taking control of EuRoPol Gaz took place without the transfer of payment (as a result of the assumption by the EuRoPol Gaz of shares of PAO Gazprom) and thus, in accordance with the principles of IFRS 3, to account for the merger, the Group replaced the fair value of the consideration transferred with the fair value of the Group's holdings in EuRoPol Gaz as of the acquisition date.*
In the 3rd quarter of 2023, the Group recognised an write-down on its investment in EuRoPol Gaz to the fair value corresponding to the shares in this company held by ORLEN Group. The determined fair value was PLN 852 million.
In the Group's opinion, this value also reflected the fair value of the shares held by the Group in EuRoPol Gaz as at the acquisition date, therefore the Group did not recognise any additional result on revaluation to fair value before the business combination.

EuRoPol Gaz is an owner of Polish part of gas pipeline Yamal-Europe, which is about 684 km long – gas infrastructure element, 5 gas compressor stations and connection points with the National Transmission System, i.e. physical entry points in Włocławek, Lwówek and Mallnow.
In April 2022, Gazprom halted gas supplies under the Yamal contract. Moreover, in May 2022, Gazprom announced that due to sanctions, it would not use the pipeline to export gas to European customers in the future. As a result of the above actions, the Yamal gas pipeline does not transmit gas in the primary direction and does not use any of the five gas compressor stations. Gas is transmitted in reverse from Germany to Poland via the Mallnow point.
On 29 August 2022, the President of the Energy Regulatory Office, in accordance with the Energy Law, issued a decision establishing the contents of the next agreement between EuRoPol Gaz and Gaz-System S.A., as the transmission system operator on SGT section, to entrust the duties of the operator on the Polish section of the Yamal-Western Europe Transit Gas Pipeline System ("SGT") for a period from 1 January 2023 to 6 December 2068 (Entrustment Agreement).
As a result, under the Entrustment Agreement, SGT's infrastructure was separated from the assets of EuRoPol Gaz and included in the scope of entrustment, which includes the gas pipeline, the physical entry point Mallnow and the physical exit points Mallnow (transit), Lwówek and Włocławek (to the Polish transmission system) ("SGT's Assets"). The remaining assets not covered by the entrustment agreement, including in particular the 5 gas compressor stations, are currently not used.
Based on the Energy Law, EuRoPol Gaz is obliged to cover the costs incurred by Gaz-System in connection with the performance of operator duties using the SGT's Assets, to the extent that they were not covered by revenues from the services provided by Gaz-System using the SGT's Assets.

In relation to the data presented in the interim settlement of the merger with the EuRoPol Gaz in the 2023 Consolidated Financial Statements, the following net asset items changed as a result of the final completion of the identification and fair value measurement of the individual assets acquired and liabilities assumed at the merger date:

1) intangible assets whose value in the final settlement amounted to PLN 28 million (the provisional value was zero), as a result of the valuation to fair value of the company's CO_2 property rights;

2) trade and other receivables, the fair value of which at final settlement amounted to PLN 39 million (the provisional value was PLN 102 million PLN), mainly due to the remeasurement to fair value of trade receivables;
3) income tax receivables, the value of which in the final settlement amounted to PLN 159 million (the provisional value was PLN 133 million), in connection with the adjustment of current income tax settlements;
4) deferred revenue whose fair value in the final settlement was zero (provisional value was PLN 28 million) due to an adjustment to the value of the grant, which does not meet the definition of an assumed liability at the date of the merger;
5) provisions the fair value of which, as part of the final settlement, has fallen by PLN 65 million, as a result of updating the estimate of the fair value of the provision for the onerous contract. In addition, the Group made a presentation adjustment regarding the split of the provision into short-term and long-term parts. At the date of the merger, the Group estimated that the current entrustment agreement is the binding contract, due to the obligation to EuRoPol Gaz to cover the costs incurred by Gaz System in connection with the performance of the operator's duties using the Assets SGT, to the extent that they were not covered by revenue from the services provided by the Gaz-System services using the Assets of SGT. The reserve estimate was prepared based on financial projections of EuRoPol Gaz in force at the date of the merger with ORLEN.
   The period from the date of takeover to the end of the entrustment agreement, i.e. the end of the 2068. Due to the method of settlement with the operator specified in the entrustment agreement, the estimate of the provision is subject to a high degree of uncertainty as to the amount and timing of future cash outflows. Consequently, there is a significant risk that the value of the provision, may change significantly in subsequent reporting periods. This is due to the unpredictability of the further use of the SGT Assets and the method of billing the operator.

The Group did not recognise a deferred tax asset (analogous to the temporary settlement of transactions), due to the asset not being realisable in future periods. With regard to other net assets, there were no significant changes.

As a result of changes in the fair value of net assets EuRoPol Gaz described above, as part of the final settlement of the transaction, the Group recognised a bargain purchase gain in the amount of PLN 85 million.

Taking into account the specific requirements of IFRS 3 Business Combinations regarding the possibility of recognising a possible bargain purchase gain, the Group reviewed the identification and measurement procedures performed for all items affecting the calculation of the result on the transaction before recognising the final settlement of the transaction and considered the recognition of a bargain purchase gain to be justified.

The bargain purchase gain was recognised in the consolidated statement of profit or loss and other comprehensive income within other operating income.

Included in the measurement of the fair value of the shares held at the acquisition date were assumed negative cash flows relating to the maintenance costs of the gas compressor stations, which are not currently in use and therefore do not generate revenue, and which will have a negative impact on the Group's future financial performance. In accordance with IFRS guidelines, no provisions are made for future operating losses. Consequently, at the date of acquisition, the Group could not reflect the impact of these negative flows by recognising an additional liability for them.

Thus, the positive difference between the fair value of the shares held at the date of acquisition and the fair value of the net assets, recognised as a bargain purchase gain in accordance with IFRS 3 guidance, represents the Group's estimate of the negative cash flows relating to the maintenance of the gas compressor stations, which were included in the fair value of the shares held at the acquisition date but could not be included by the Group in the value of the net assets acquired.

If the acquisition of shares of EuRoPol Gaz occurred at the beginning of the period, the Group's sales revenue and net profit for the 12-month period ended 31 December 2023 would have been respectively PLN 372,923 million and PLN 21,053 million.

Share of EuRoPol Gaz in the ORLEN Group's revenue and result for 2023 was negligible.

On 29 December 2023, the General Meeting of EuRoPol GAZ adopted resolutions, among others, consenting to the sale of GAS-TRADING S.A. shares, purchasing of GAS–TRADING S.A. shares for the purpose of redemption, as well as consent to the redemption of a total of 416,000 own shares (i.e. 384,000 of PAO Gazprom shares and 32,000 of GAS–TRADING S.A. shares) and the reductions related to the above the company's share capital by amending the Company's Articles of Association.

GAS-TRADING S.A. remained shareholder of EuRoPol Gaz until deletion from the register of shareholders, i.e. by 16 January 2024.

The above decisions of the General Meeting from 29 December 2023, were registered with the National Court Register on 5 March 2024.

4. Segment's data

As at 31 December 2024 the operations of the ORLEN Group were conducted in:

- the Refining segment, which includes refinery products processing and wholesale, oil production and sale as well as supporting production,
- the Petrochemical segment, which includes the production and wholesale of petrochemicals, production and sale of chemicals and supporting production,
- the Energy segment, which includes production, distribution and sale of electricity and heat and trading in electricity,
- the Retail segment, which includes mainly activity carried out at petrol stations,
- the Upstream segment, which includes activity related to exploration and extraction of hydrocarbons,
- the Gas segment, which includes the sale of imported natural gas, extracted from deposits and purchased on gas exchanges, distribution of natural gas through the distribution network to individual, industrial and wholesale customers as well as operation, repairs and expansion of the distribution network;

ORLEN GROUP (in PLN million)

- and Corporate Functions, which include activities related to management, administration and remaining activities not allocated to separate operating segments i.e. reconciling items.

The allocation of the ORLEN Group's companies to operating segments and Corporate Functions was presented in note 3.2.

Revenues, costs, financial results, increases in non-current assets

for the 12-month period ended 31 December 2024

	NOTE	Refining Segment (unaudited)	Petrochemical Segment (unaudited)	Energy Segment (unaudited)	Retail Segment (unaudited)	Upstream Segment (unaudited)	Gas Segment (unaudited)	Corporate Functions (unaudited)	Adjustments (unaudited)	Total (unaudited)
External revenues	5.1	94 498	15 423	30 899	61 619	7 196	86 609	703	-	296 947
Inter-segment revenues		41 505	4 144	6 891	186	13 395	16 029	1 022	(83 172)	-
Sales revenues		136 003	19 567	37 790	61 805	20 591	102 638	1 725	(83 172)	296 947
Total operating expenses		(131 590)	(20 671)	(32 428)	(59 743)	(25 687)	(84 416)	(3 911)	83 190	(275 256)
Other operating income	5.4	1 592	199	422	137	381	1 088	148	-	3 967
Other operating expenses	5.4	(3 194)	(3 039)	(321)	(348)	(1 197)	(1 159)	(287)	-	(9 545)
recognition of impairment allowances of property, plant and equipment and intangible assets	5.4	*(2 492)*	*(2 045)*	*(79)*	*(141)*	*(1 104)*	*(123)*	*(44)*	-	*(6 028)*
(Loss)/reversal of loss due to impairment of trade receivables (incl. interests from receivables)		(37)	(18)	(127)	(12)	(7)	(234)	(13)	-	(448)
Profit/(Loss) from operations		**2 774**	**(3 962)**	**5 336**	**1 839**	**(5 919)**	**17 917**	**(2 338)**	**18**	**15 665**
Share in profit from investments accounted for using the equity method										(140)
Net finance income and costs	5.5									(129)
Reversal of loss due to impairment of financial assets other than trade receivables										(59)
Profit before tax										**15 337**
Tax expense										(7 384)
Net profit										**7 953**
Depreciation and amortisation	5.2	**1 695**	**821**	**2 512**	**1 193**	**5 170**	**2 149**	**396**	**-**	**13 936**
EBITDA		**4 469**	**(3 141)**	**7 848**	**3 032**	**(749)**	**20 066**	**(1 942)**	**18**	**29 601**
LIFO		**(263)**	**(8)**	**-**	**-**	**-**	**-**	**-**	**-**	**(271)**
EBITDA LIFO		**4 732**	**(3 133)**	**7 848**	**3 032**	**(749)**	**20 066**	**(1 942)**	**18**	**29 872**
Increases in non-current assets		**6 391**	**5 685**	**6 878**	**2 091**	**7 437**	**3 135**	**747**	**-**	**32 364**

for the 12-month period ended 31 December 2023

	NOTE	Refining Segment (unaudited) (restated data)	Petrochemical Segment (unaudited) (restated data)	Energy Segment (unaudited) (restated data)	Retail Segment (unaudited) (restated data)	Upstream Segment (unaudited) (restated data)	Gas Segment (unaudited) (restated data)	Corporate Functions (unaudited) (restated data)	Adjustments (unaudited) (restated data)	Total (unaudited) (restated data)
External revenues	5.1	111 391	14 663	40 938	56 969	6 314	141 576	916	-	372 767
Inter-segment revenues		44 709	4 194	7 622	188	13 649	17 348	1 042	(88 752)	-
Sales revenues		156 100	18 857	48 560	57 157	19 963	158 924	1 958	(88 752)	372 767
Total operating expenses		(148 169)	(20 894)	(46 367)	(56 094)	(23 212)	(123 642)	(3 810)	88 748	(333 440)
Other operating income	5.4	1 825	711	907	246	785	14 104	169	(2)	18 745
Other operating expenses	5.4	(2 833)	(10 460)	(428)	(131)	(6 486)	(5 879)	(306)	2	(26 521)
recognition of impairment allowances of property, plant and equipment and intangible assets	5.4	*(169)*	*(10 126)*	*(23)*	*(44)*	*(6 187)*	*(38)*	*(13)*	-	*(16 600)*
(Loss)/reversal of loss due to impairment of trade receivables (incl. interests from receivables)		(3)	(6)	(146)	(3)	(127)	61	(6)	-	(230)
Profit/(Loss) from operations		**6 920**	**(11 792)**	**2 526**	**1 175**	**(9 077)**	**43 568**	**(1 995)**	**(4)**	**31 321**
Share in profit from investments accounted for using the equity method										(1 617)
Net finance income and costs	5.5									897
Reversal of loss due to impairment of financial assets other than trade receivables										(38)
Profit before tax										**30 563**
Tax expense										(9 594)
Net profit										**20 969**
Depreciation and amortisation	5.2	**1 493**	**1 156**	**2 346**	**1 011**	**5 602**	**2 215**	**370**	**-**	**14 193**
EBITDA		**8 413**	**(10 636)**	**4 872**	**2 186**	**(3 475)**	**45 783**	**(1 625)**	**(4)**	**45 514**
LIFO		**(855)**	**(44)**	**-**	**-**	**-**	**-**	**-**	**-**	**(899)**
EBITDA LIFO		**9 268**	**(10 592)**	**4 872**	**2 186**	**(3 475)**	**45 783**	**(1 625)**	**(4)**	**46 413**
Increases in non-current asset		**7 493**	**5 860**	**6 099**	**1 991**	**5 532**	**5 204**	**435**	**-**	**32 614**

ORLEN GROUP (in PLN million)

for the 3-month period ended 31 December 2024

	NOTE	Refining Segment (unaudited)	Petrochemical Segment (unaudited)	Energy Segment (unaudited)	Retail Segment (unaudited)	Upstream Segment (unaudited)	Gas Segment (unaudited)	Corporate Functions (unaudited)	Adjustments (unaudited)	Total (unaudited)
External revenues	*5.1*	22 440	3 640	8 559	14 468	1 698	26 133	231	-	77 169
Inter-segment revenues		7 325	956	1 811	48	4 614	4 736	267	(19 757)	-
Sales revenues		29 765	4 596	10 370	14 516	6 312	30 869	498	(19 757)	77 169
Total operating expenses		(28 925)	(5 099)	(8 788)	(14 102)	(2 854)	(26 632)	(1 079)	19 757	(67 722)
Other operating income	*5.4*	717	38	164	90	221	502	114	-	1 846
Other operating expenses	*5.4*	(525)	(515)	(103)	(281)	(907)	(856)	(48)	-	(3 235)
recognition of impairment allowances of property, plant and equipment and intangible assets	*5.4*	*(95)*	*4*	*(35)*	*(138)*	*(838)*	*(86)*	*(11)*	*-*	*(1 199)*
(Loss)/reversal of loss due to impairment of trade receivables (incl. interests from receivables)		(8)	(17)	(94)	(11)	(25)	(116)	(17)	-	(288)
Profit/(Loss) from operations		**1 024**	**(997)**	**1 549**	**212**	**2 747**	**3 767**	**(532)**	**-**	**7 770**
Share in profit from investments accounted for using the equity method										(68)
Net finance income and costs	*5.5*									(276)
Reversal of loss due to impairment of financial assets other than trade receivables										(28)
Profit before tax										**7 398**
Tax expense										(2 753)
Net profit										**4 645**
Depreciation and amortisation	*5.2*	**445**	**211**	**682**	**342**	**1 370**	**561**	**102**	**-**	**3 713**
EBITDA		**1 469**	**(786)**	**2 231**	**554**	**4 117**	**4 328**	**(430)**	**-**	**11 483**
LIFO		**(2)**	**(42)**	**-**	**-**	**-**	**-**	**-**	**-**	**(44)**
EBITDA LIFO		**1 471**	**(744)**	**2 231**	**554**	**4 117**	**4 328**	**(430)**	**-**	**11 527**
Increases in non-current assets		**2 035**	**1 929**	**2 915**	**517**	**2 420**	**1 300**	**484**	**-**	**11 600**

for the 3-month period ended 31 December 2023

	NOTE	Refining Segment (unaudited) (restated data)	Petrochemical Segment (unaudited) (restated data)	Energy Segment (unaudited) (restated data)	Retail Segment (unaudited) (restated data)	Upstream Segment (unaudited) (restated data)	Gas Segment (unaudited) (restated data)	Corporate Functions (unaudited) (restated data)	Adjustments (unaudited) (restated data)	Total (unaudited) (restated data)
External revenues	*5.1*	28 726	3 020	10 341	15 051	1 426	39 534	355	-	98 453
Inter-segment revenues		10 779	740	1 539	49	3 469	5 136	290	(22 002)	-
Sales revenues		39 505	3 760	11 880	15 100	4 895	44 670	645	(22 002)	98 453
Total operating expenses		(39 758)	(4 321)	(12 465)	(14 759)	(6 040)	(31 687)	(1 102)	22 012	(88 120)
Other operating income	*5.4*	752	150	340	167	276	10 694	98	(1)	12 476
Other operating expenses	*5.4*	(2 041)	(10 341)	(277)	(69)	(3 942)	(2 869)	(133)	1	(19 671)
recognition of impairment allowances of property, plant and equipment and intangible assets	*5.4*	*(152)*	*(10 123)*	*(14)*	*(38)*	*(3 842)*	*(16)*	*(13)*	*-*	*(14 198)*
(Loss)/reversal of loss due to impairment of trade receivables (incl. interests from receivables)		(2)	(1)	(74)	(2)	(45)	(12)	10	-	(126)
Profit/(Loss) from operations		**(1 544)**	**(10 753)**	**(596)**	**437**	**(4 856)**	**20 796**	**(482)**	**10**	**3 012**
Share in profit from investments accounted for using the equity method										(644)
Net finance income and costs	*5.5*									174
Reversal of loss due to impairment of financial assets other than trade receivables										(2)
Profit before tax										**2 540**
Tax expense										(1 617)
Net profit										**923**
Depreciation and amortisation	*5.2*	**378**	**288**	**605**	**270**	**1 430**	**520**	**104**	**-**	**3 595**
EBITDA		**(1 166)**	**(10 465)**	**9**	**707**	**(3 426)**	**21 316**	**(378)**	**10**	**6 607**
LIFO		**(612)**	**(15)**	**-**	**-**	**-**	**-**	**-**	**-**	**(627)**
EBITDA LIFO		**(554)**	**(10 450)**	**9**	**707**	**(3 426)**	**21 316**	**(378)**	**10**	**7 234**
Increases in non-current assets		**3 153**	**1 826**	**2 249**	**656**	**1 604**	**2 522**	**171**	**-**	**12 181**

EBITDA *– profit/(loss) from operations increased by depreciation and amortisation*
EBITDA LIFO *– profit/(loss) from operations according to LIFO method valuation of inventories increased by depreciation and amortization*
In accordance with the disclosures of IFRS, the valuation of inventories according to LIFO is not allowed for use and, as a result, it is not used in the applicable accounting policy and therefore in ORLEN Group's financial statements.
Increase in non-current assets (CAPEX) *includes increase of property, plant and equipment, intangible assets, investment property and right-of-use asset together with the capitalisation of borrowing costs and a decrease in received/due penalties for the improper execution of a contract*

ORLEN GROUP (in PLN million)

Assets by operating segments

	31/12/2024 (unaudited)	31/12/2023 (restated data)
Refining Segment	67 479	61 730
Petrochemical Segment	19 560	16 543
Energy Segment	59 249	57 877
Retail Segment	16 382	14 689
Upstream Segment	42 357	39 578
Gas Segment	186 479	124 284
Segment assets	**391 506**	**314 701**
Corporate Functions	24 164	29 187
Adjustments	(152 928)	(79 425)
	262 742	**264 463**

Operating segments include all assets except for financial assets, tax assets and cash, which are presented as part of the Corporate Functions. Assets used jointly by the operating segments are allocated on the basis of a key based on revenues generated by individual operating segments.

5. Other notes

5.1. Sales revenues

PROFESSIONAL JUDGMENT

Sales revenues of goods and services are recognised at a point in time (or over time) when a performance obligations are satisfied by transferring a promised good or service (i.e. an asset) to a customer in the amount reflecting the consideration, to which - as the Group expects - it will be entitled in exchange for these goods or services.

This principle the Group also applies to consideration, which includes a variable amount and recognises revenue by the amount of expected consideration that is likely not to be reversed in the future. The Group recognizes that an asset is transferred when the customer obtains control of the asset

The following circumstances indicate the transfer of control in accordance with IFRS 15: the current right of the seller to consideration for an asset, the legal ownership of the asset by the customer, physical possession of the asset, transfer of risks and rewards and acceptance of the asset by the customer.

Revenues include received and due payments for delivered finished goods, merchandise, raw materials and services, decreased by the amount of any trade discounts, penalties and value added tax (VAT), excise tax and fuel charges. Revenues from the sale of finished goods and services are adjusted for profits or losses from settlement of cash flows hedging instruments related to the above mentioned revenues.

For sales transferred over time, the revenues are recognised based on the extent to which the performance obligation is completely fulfilled ie the transfer of control of goods or services promised to the customer. The Group uses both the outcome method and the input-based method to measure the degree of fulfilment of the performance obligation. The Group excludes the impact of those expenditures that do not reflect the service

provided by the Group which involves the transfer of control of goods or services to the customer. Applying the outcome method the Group uses mostly the practical expedient whereby it recognises revenue that it is entitled to invoice in an amount that corresponds directly to the value to which the Group is entitled for the goods and services already provided to the customer.

If the Group is subject to laws guaranteeing compensation to sales prices, and the fact of granting compensation does not modify the contract concluded with the customer, the received compensation is classified as revenue from contracts with customers, in accordance with IFRS 15.These compensations are treated as performance of the contract concluded with the customer, the remuneration for which will be obtained partly from the customer and partly from the state institution (where part of the sales revenue from contracts concluded with customers is covered under the compensation program, not by customers who are parties to the contract but by a government institution, e.g. the Settlement Manager).Thus, the revenue from the contract with the customer, in the part to which it will be covered under the compensation scheme, is recognised in accordance with IFRS 15, in particular when, in the Group's opinion, obtaining compensation from the state institution is probable.

In the case of sales of crude oil extracted on the Norwegian Continental Shelf, where the Group has a joint interest in individual licenses with other shareholders, revenue from crude oil sales is recognized based on the volumes of the product extracted and sold to customers.

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Revenues from sales of finished goods and services	251 069	64 980	319 748	86 337
revenues from contracts with customers, incl.:	*246 827*	*63 912*	*299 368*	*80 696*
*compensation from electricity prices **	*402*	*39*	*3 981*	*766*
*compensation for gas fuel **	*4 034*	*(75)*	*18 025*	*5 567*
*excluded from scope of IFRS 15 ***	*4 242*	*1 068*	*20 380*	*5 641*
Revenues from sales of merchandise and raw materials	45 878	12 189	53 019	12 116
revenues from contracts with customers, incl.:	*45 878*	*12 189*	*53 387*	*12 412*
*compensation from electricity prices **	*1 471*	*375*	*2*	*1*
*compensation for gas fuel **	*2*	*-*	*-*	*-*
*excluded from scope of IFRS 15 ***	*-*	*-*	*(368)*	*(296)*
Sales revenues, incl.:	**296 947**	**77 169**	**372 767**	**98 453**
revenues from contracts with customers	*292 705*	*76 101*	*352 755*	*93 108*

* *the revenue adjustment recognised in the 4th quarter of 2024 related to compensation for gas prices resulted from the adjustment to the actual volume of gas sold in the 1st half of 2024.*

** *revenues excluded from the scope of IFRS 15 refer to operating lease contracts. Moreover, the Group presented in this line the settlement of assets and liabilities under contracts valued at the moment of settlement of the business combination in connection with the physical execution of the relevant sales futures contracts.*

Performance obligations

As part of the contractual obligations, the Group commits to deliver to its customers mostly refining, petrochemical products and goods, electricity and heat, crude oil, natural gas, energy distribution and gas transmission services, geophysical and geological services, connection services and press supply and subscription, as well as courier distribution services. Under these agreements, the Group acts as a principal.

Transaction prices in existing contracts with customers are not subject to restrictions, except for prices for customers subject to the tariff approval by the President of the Energy Regulatory Office (Urząd Regulacji Energetyki, URE in Polish), mainly for the sale and distribution services of electricity and heat in the Energy segment and the sale of gaseous fuel and the gaseous fuel distribution services in Gas segment. There are no contracts in force providing for significant obligations for returns and other similar obligations.

The warranties provided under the contracts are warranties that provide a customer with assurance that the related product complies with agreed-upon specification. They are not a distinct service.

There are mainly sales with deferred payment in the Group. Additionally in the Retail segment cash sales take place. In contracts with customers, in most cases payment terms not exceeding 30 days are used, while in the Upstream segment payment terms not exceeding 60 days are used. Usually payment is due after transferring good or service.

Within the Refining, Petrochemical, Retail, Gas and Upstream segments, in case of deliveries of goods, where control is transferred to the customer in terms of services satisfied at a point in time, settlements with customers and recognition of revenues take place after each delivery.

In the Group the revenues from deliveries of goods and provision of services, when the customer simultaneously receives and benefits from them, are being accounted and recognised over time. In the Refining, Petrochemical and Gas segment, in continuous sale, when goods are transferring using pipelines, the ownership right over the transferred good passes to the customer at an agreed point in the infrastructure of the plant. This moment is considered as the date of sale. Revenue is recognised based on the output method for the delivered units of goods. In the Group in case of construction services, when an asset is created as a result of the performance, and control over this component is exercised by the customer, revenue is recognised over time using input-based method based on the costs incurred irrespective of the signed acceptance protocols. Within the Retail segment, in Fleet Program settlements with customers take place mostly in two-week periods.

Within the Energy and Gas segment, revenue for energy and gaseous fuel delivered in the period, as well as energy distribution, transmission and distribution of heat and distribution and transmission of gaseous fuel are recognised on a decadal or monthly and are determined on the basis of billed price and volumes as well as additional estimations. The estimates of revenues for energy are made on the basis of reports from billing systems as well as forecasts of customers' energy needs and prices for the estimated days of energy consumption, as well as a result of reconciliations of the energy balance.
The value of uninvoiced gas delivered to individual customers is estimated on the basis of the current consumption characteristics in comparable reporting periods. The value of estimated gas sales is determined as the product of the quantities assigned to individual tariff groups and the rates specified in the applicable tariff.

Accounts with customers are settled on decade cycles and a one- and two-month basis. Revenues from services related to connection to the energy network are recognised at the point in time when the works are completed.

Revenues according to categories taking into account significant economic factors affecting their recognition

Except of revenues according to product type and geographical region presented in notes 5.1.1 and 5.1.2, , the Group analyses revenues based on the type of contract, date of transfer, contract duration and sales channels.
In the Group, most contracts with customers in exchange for the goods/services provided are based on a fixed price, and thus the revenues already recognised will not change.
The Group classifies as revenues from contracts based on a variable price, when the consideration is a variable fee on turnover, customers have the rights to trade discounts and bonuses, a part of revenues related to penalties and where the selling price of services is determined based on the costs incurred. Revenue from contracts with a variable amount is presented mainly in the Refining, Petrochemical, Energy and Corporate Functions segments.
As part of the Refining, Petrochemical, Upstream and Gas segments, with respect to sales of refinery, petrochemical and gas products, the Group recognises revenue from the fulfilment of the performance obligation, depending on the terms of delivery applied Incoterms. In case of some deliveries, the Group as a seller is obliged to organize transport. When the control of good transferred to the customer before the transport service is completed, the delivery of goods and transport becomes separate performance obligations. The delivery of goods is an obligation satisfied at a point in time, while transport is a continuous obligation (satisfied over time), where the customer simultaneously receives and consumes benefits from the service.
In the Retail segment, the moment of fulfilment of the performance obligation is the moment of transfer of good, except for sales of fuels in the Fleet Program using Fleet Cards. Revenues recognised over the time in the Refining, Petrochemical and Energy segment relate mainly to sales of crude oil, petrochemical products, energy and heat.
In the Gas segment, revenues from gas sales on exchanges are realised at a point in time.
Revenues generated by the Group over time are recognised using the output method and the time and effort used.
Revenues recognised over time recognised using the output method for the delivered units of goods relate mainly to the sale and distribution of electricity and gas to business and institutional customers, as well as the sale, transmission and distribution of heat within the Energy and Gas segment, fuel sales in the Fleet Programme and subscription sale within Retail segment and the sale of gas and crude oil within the Upstream segment.

Contracts accounted for on the basis of time and effort consumed include contracts, among them construction and IT contracts.
The duration of most contracts within the Group is short-term. Revenues on services for which start and end dates fall in different reporting periods are recognised according to the degree of complete fulfilment of the performance obligation using the input-based method. Contracts that remain unfulfilled in full as at the balance sheet date relate to i.a. construction and installation contracts.
As at 31 December 2024 the Group analysed the value of the transaction price allocated to unfulfilled performance obligations.
The unfulfilled or partially unfulfilled performance obligations as at 31 December 2024 mainly concerned contracts for the sale of electricity, gas and power media and for the supply of newspapers, subscriptions, advertising broadcast, parcel delivery and collection services that will end within 12 months or are concluded for an indefinite period with a notice period of up to 12 months.
Due to the fact that the described performance obligations are part of the contracts, that can be considered short-term, or the revenues from fulfilled performance obligation under these contracts are recognised in the amount that the Group has the right to invoice, the Group applied a practical solution, according to which it does not disclose information about the total amount of the transaction price allocated to the performance obligation.
The Group mostly realises revenue from direct sales to end customers based on its own, leased or based on the franchise agreement system sales channels in the Retail segment. The Group manages the network of 3,517 fuel stations: 2,907 own brand stations and 610 stations operated under franchise agreements.
The Group's direct sales to customers in the Refining, Petrochemical, Gas and Upstream segment are carried out using a network of complementary infrastructure components: fuel terminals, land transhipment bases, pipeline networks, as well as rail transport and tanker trucks. Sales and distribution of energy and gas to customers in the Energy and Gas segment are carried out mostly with the use of own distribution infrastructure.

Compensation for electricity and gas prices

Due to the crisis situation on the electricity market in 2022, when there was a significant increase in electricity prices in SPOT and futures contracts, largely caused by increases in the prices of conventional fuels as a result of the war in Ukraine, as well as to protect some gas recipients from the increase gas prices, the regulator introduced a number of legal acts in 2022 and 2023 aimed at regulating the market and protecting consumers. On 31 December 2023, the Act of 7 December 2023 amending the Act to support consumers of electricity, gas fuels and heat entered into force, which extended the validity period of the solutions in force in 2023 in the field of, among others: eligible customers, maximum prices and compensation until the end of June 2024 in an unchanged form. In addition, on 13 June 2024, the Act of 23 May 2024 on the energy voucher and amending certain acts in order to limit the prices of electricity, natural gas and district heating entered into force. In particular, the Act extended the validity of the maximum price mechanism for electricity in 2nd half of 2024 for eligible customers. The Group is entitled to compensation for the application of the maximum price in the 2nd half of 2024. Information on the value of compensation is presented in note 5.1.

ORLEN GROUP (in PLN million)

5.1.1. Sales revenues of operating segments according to product type

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Refining Segment				
Revenue from contracts with customers IFRS 15	**94 482**	**22 437**	**111 373**	**28 722**
Light distillates	18 994	4 188	22 206	5 040
Medium distillates	58 120	14 069	68 137	18 355
Heavy fractions	10 165	2 441	10 786	2 781
Other*	7 203	1 739	10 244	2 546
Excluded from scope of IFRS 15	**16**	**3**	**18**	**4**
	94 498	**22 440**	**111 391**	**28 726**
Petrochemical Segment				
Revenue from contracts with customers IFRS 15	**15 415**	**3 638**	**14 655**	**3 018**
Monomers	3 237	687	2 943	513
Polymers	3 470	855	3 387	780
Aromas	1 457	286	1 339	308
Fertilizers	1 350	326	1 445	375
Plastics	972	230	1 188	141
PTA	1 820	431	1 519	354
Other**	3 109	823	2 834	547
Excluded from scope of IFRS 15	**8**	**2**	**8**	**2**
	15 423	**3 640**	**14 663**	**3 020**
Energy Segment				
Revenue from contracts with customers IFRS 15	**30 845**	**8 545**	**40 886**	**10 328**
Excluded from scope of IFRS 15	**54**	**14**	**52**	**13**
	30 899	**8 559**	**40 938**	**10 341**
Retail Segment				
Revenue from contracts with customers IFRS 15	**61 361**	**14 416**	**56 695**	**14 980**
Light distillates	23 279	5 368	21 771	5 492
Medium distillates	31 707	7 503	28 976	8 008
Other***	6 375	1 545	5 948	1 480
Excluded from scope of IFRS 15	**258**	**52**	**274**	**71**
	61 619	**14 468**	**56 969**	**15 051**
Upstream Segment				
Revenue from contracts with customers IFRS 15	**7 192**	**1 695**	**6 311**	**1 424**
NGL ****	409	87	619	160
Crude oil	3 861	1 084	2 945	576
Natural Gas	1 438	191	1 539	390
LNG *****	41	12	60	14
Helium	318	78	325	82
Mining services	789	154	737	191
Other	336	89	86	11
Excluded from scope of IFRS 15	**4**	**3**	**3**	**2**
	7 196	**1 698**	**6 314**	**1 426**
Gas Segment				
Revenue from contracts with customers IFRS 15	**82 739**	**25 148**	**121 954**	**34 290**
Natural Gas	73 442	21 664	114 133	31 671
LNG *****	558	176	569	180
CNG ******	124	33	155	39
Electricity	1 059	505	845	445
Other *******	7 556	2 770	6 252	1 955
Excluded from scope of IFRS 15	**3 870**	**985**	**19 622**	**5 244**
	86 609	**26 133**	**141 576**	**39 534**
Corporate Functions				
Revenue from contracts with customers IFRS 15	**671**	**222**	**881**	**346**
Excluded from scope of IFRS 15	**32**	**9**	**35**	**9**
	703	**231**	**916**	**355**
	296 947	**77 169**	**372 767**	**98 453**

* *Other includes mainly: brine, industrial salt, vacuum distillates, acetone, phenol, technical gases and sulphur. In addition, it includes revenues from sale of services and materials.*
** *Other includes mainly: ammonia, butadiene, soda lye, caprolactam*
*** *Other mainly includes the sale of non-fuel merchandise*
**** *NGL (Natural Gas Liquids) a gas composed of heavier molecules than methane: ethane, propane, butane, isobutane*
***** *LNG Liquefied Natural Gas*
****** *CNG Compressed Natural Gas*
******* *Other includes mainly gas distribution services*

ORLEN GROUP (in PLN million)

5.1.2. Sales revenues according to geographical region – as per location of customer's headquarters

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023 (unaudited) (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Revenue from contracts customers				
Poland	*192 244*	*50 755*	*250 702*	*68 327*
Germany	*20 599*	*5 812*	*23 205*	*4 669*
Czech Republic	*19 561*	*4 851*	*20 989*	*5 141*
Lithuania, Latvia, Estonia	*12 709*	*2 767*	*13 814*	*3 673*
Austria	*7 281*	*1 928*	*664*	*148*
Other countries, incl.:	*40 311*	*9 988*	*43 381*	*11 150*
Netherlands	*9 373*	*2 177*	*7 989*	*2 577*
United Kingdom	*6 449*	*1 686*	*6 172*	*1 364*
Switzerland	*5 332*	*1 278*	*7 316*	*1 493*
Ukraine	*4 405*	*1 112*	*4 741*	*1 126*
Hungary	*2 589*	*655*	*2 278*	*625*
Slovakia	*2 042*	*492*	*2 002*	*517*
Ireland	*966*	*216*	*1 809*	*252*
Singapore	*344*	*43*	*1 621*	*26*
	292 705	**76 101**	**352 755**	**93 108**
excluded from scope of IFRS 15				
Poland	*3 543*	*920*	*19 475*	*5 204*
Germany	*95*	*25*	*94*	*28*
Czech Republic	*141*	*19*	*178*	*42*
Lithuania, Latvia, Estonia	*1*	*-*	*1*	*-*
Other countries	*462*	*104*	*264*	*71*
	4 242	**1 068**	**20 012**	**5 345**
	296 947	**77 169**	**372 767**	**98 453**

During the 12 and 3-month period ended 31 December 2024 and 31 December 2023 revenues from none of Group leading customers individually transactions exceeded 10% of the total sales revenues of the ORLEN Group.

5.2. Operating expenses

Cost by nature

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Materials and energy	(108 622)	(24 715)	(129 550)	(36 492)
Gas costs	(56 419)	(17 304)	(86 230)	(21 448)
Cost of merchandise and raw materials sold	(39 730)	(10 632)	(46 576)	(11 349)
External services	(17 684)	(4 606)	(15 604)	(4 471)
Employee benefits	(13 149)	(3 509)	(12 294)	(3 675)
Depreciation and amortisation	(13 936)	(3 713)	(14 193)	(3 595)
Taxes and charges, incl.:	(26 163)	(3 009)	(27 138)	(6 933)
write-off for the Fund for the Payment of Price Differences	(15 417)	(3)	(15 446)	(3 837)
Other	(1 944)	(460)	(1 908)	(509)
	(277 647)	**(67 948)**	**(333 493)**	**(88 472)**
Change in inventories	935	(159)	(1 666)	(254)
Cost of products and services for own use and other	1 456	385	1 719	606
Operating expenses	**(275 256)**	**(67 722)**	**(333 440)**	**(88 120)**
Distribution expenses	14 001	3 228	16 051	4 622
Administrative expenses	6 123	1 611	5 635	1 605
Cost of sales	**(255 132)**	**(62 883)**	**(311 754)**	**(81 893)**

ORLEN GROUP (in PLN million)

5.3. Impairment of property, plant and equipment and intangible assets, goodwill and right-of-use assets

As of 31 December 2024, the ORLEN Group is in the process of verifying the impairment of assets, taking into account the actions and initiatives communicated in the announced 2035 ORLEN Strategy, review of significant projects in the Refining and Petrochemical segment, including, among others, the development of New Chemistry, the continuation of the Bottom of the Barrel investment implemented by ORLEN Lietuva, the restructuring of Spolana and a review of the situation on the PVC market.

The results of these analyses will be presented and discussed in the Consolidated Financial Statements of the ORLEN Group for the year ended 31 December 2024.

The information presented below includes impairment losses of the ORLEN Group assets identified and disclosed also in the Interim reports of the individual quarters of 2024.

Net impairment losses of property, plant and equipment, intangible assets, goodwill and rights-of-use of the ORLEN Group during the 12 and 3-month period ended 31 December 2024 and 31 December 2023, broken down by companies/capital groups:

Company/Group	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (restated data)
ORLEN	(2 366)	(212)	(14 525)	(12 266)
ORLEN Lietuva Group	(2 420)	-	(131)	(131)
ORLEN Unipetrol Group	(121)	(105)	(35)	(31)
ENERGA Group	(36)	(30)	(12)	(6)
ORLEN Upstream Group	(467)	(372)	(1 238)	(1 238)
ORLEN Petrobaltic Group	(77)	(38)	(93)	(49)
ORLEN Upstream Norway	(233)	(221)	(119)	(115)
Exalo Drilling Group	(59)	(63)	(23)	(24)
Polska Spółka Gazownictwa Group	(93)	(71)	(21)	(9)
Other	(20)	(17)	(16)	(8)
Total	**(5 892)**	**(1 129)**	**(16 213)**	**(13 877)**

Net impairment losses on property, plant and equipment, intangible assets, goodwill and right-of-use assets of the ORLEN Group during the 12 and 3-month period ended 31 December 2024 and 31 December 2023 broken down by segments:

Segments	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (restated data)
Refining	(2 451)	(93)	(169)	(152)
Petrochemical	(2 044)	4	(10 126)	(10 123)
Energy	(79)	(35)	(22)	(14)
Retail	(109)	(106)	(7)	- 1
Upstream	(1 054)	(811)	(5 860)	(3 576)
Gas	(111)	(77)	(19)	(1)
Corporate Functions	(44)	(11)	(10)	(10)
Total	**(5 892)**	**(1 129)**	**(16 213)**	**(13 877)**

Production assets of the Refining segment

As at In the 4th quarter of 2024, the impairment loss of PLN (93) million mainly concerned ORLEN S.A. and resulted from impairment losses on catalysts and discontinued investments.

Other impairment losses in the Refining segment mainly concerned the impairment loss of PLN (2 343) million in ORLEN Lietuva in the 9-month period of 2024 ended 30 September 2024 due to changes in expected economic and regulatory conditions and rising investment costs in the deep crude oil processing facility.

Production assets of the Petrochemical segment

Impairment losses in the Petrochemical segment were made in the previous quarters of 2024, mainly in ORLEN S.A., and primarily related to expenditures incurred for the implementation of the Olefiny III investment.

Assets of the Upstream Segment

As at 31 December 2024 as a result of the impairment tests performed, an net impairment loss of PLN (372) million was recognised in ORLEN Upstream Canada. The remaining impairment losses amounting to PLN (682) million resulted mainly from the write-off of capitalized expenditures for unsuccessful appraisal drilling.

<u>ORLEN Upstream Canada</u>

As at December 31, 2024, as a result of tests conducted based on the updated Reserves Report in ORLEN Canada, an impairment of net assets in the amount of PLN (372) million was identified.

The fair value less costs to sell of ORLEN Upstream Canada assets as at December 31, 2024 and as at December 31 2023, respectively, amounted to PLN 1 887 million and PLN 2 286 million and was calculated using discount rates determined individually for each area from 13% to 17.6%.

Sensitivity analysis of the fair value less costs to sell of the assets of the Upstream segment of ORLEN Upstream Canada as at 31 December 2024

in PLN million		EBITDA		
	change	-5%	0%	5%
DISCOUNT RATE	- 1 p.p.	*increase in impairment loss* (161)	*decrease in impairment loss* 118	*decrease in impairment loss* 406
	0,0 p.p.	*increase in impairment loss* (264)	-	*decrease in impairment loss* 273
	+ 1 p.p.	*increase in impairment loss* (929)	*increase in impairment loss* (735)	*increase in impairment loss* (531)

Other Segments – Gas, Energy, Retail, Corporate Functions

The impairment losses related to Gas, Energy, Retail, Corporate Functions Segments in the 12 and 3 month periods ended 31 December 2024 result from current operating activities.

Accordingly, the reversal and creation of impairment losses on property, plant and equipment, intangible assets, goodwill and right-of-use assets were included in other operating income and other operating expenses (note 5.4).

5.4. Other operating income and expenses

Other operating income

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited) (restated data)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Profit on sale of non-current non-financial assets	67	17	62	23
Reversal of impairment allowances of property, plant and equipment and intangible assets and other assets	136	70	387	321
Reversal of provisions	163	106	294	153
Interest on trade receivables	168	70	181	50
Foreign exchange gain surplus on trade receivables and liabilities	-	-	1 230	949
Penalties and compensations	1 142	465	568	268
Grants	198	154	136	67
Derivatives, incl.:	1 336	562	6 997	2 370
not designated for hedge accounting purposes - settlement and valuation	*812*	*507*	*5 542*	*1 570*
hedging cash flows - ineffective part concerning measurement and settlement	*326*	*19*	*904*	*671*
fair value hedges - valuation of hedging instruments and items	*2*	*-*	*4*	*-*
hedging cash flows - settlement of hedging costs	*196*	*36*	*547*	*129*
Reclassification to profit or loss due to non-realisation of hedged item (discontinuation of hedge accounting)	-	-	8 098	8 098
Other	757	402	792	177
	3 967	**1 846**	**18 745**	**12 476**

In the 12 and 3-month period ended 31 December 2024 in the position penalties and compensations the Group recognised income from partial compensation in the amount of PLN 854 million (USD 210 million) and PLN 411 million (USD 100 million), respectively corresponding to the amount of funds received from insurers to date and accrued compensation, constituting an indisputable and non-refundable amount determined at the level of insurance markets with the loss adjuster in connection with the failure at the Hydrodesulphurization of Rubber installation at ORLEN Production Plant in Płock. The final amount of compensation will depend on the final arrangements with the insurers.

ORLEN GROUP (in PLN million)

Other operating expenses

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited) (restated data)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Loss on sale of non-current non-financial assets	(113)	(9)	(426)	(337)
Recognition of impairment allowances of property, plant and equipment and intangible assets, goodwill and other assets	(6 028)	(1 199)	(16 600)	(14 198)
Recognition of provisions	(794)	(655)	(605)	(515)
Foreign exchange loss surplus on trade receivables and liabilities	(199)	(482)	-	-
Penalties, damages and compensations	(108)	(38)	(131)	(48)
Derivatives, incl.:	(1 573)	(737)	(5 619)	(1 928)
not designated for hedge accounting purposes - settlement and valuation	*(977)*	*(607)*	*(5 367)*	*(1 910)*
hedging cash flows - ineffective part concerning measurement and settlement	*(237)*	*(34)*	*(166)*	*-*
fair value hedges - valuation of hedging instruments and items	*(2)*	*-*	*(2)*	*-*
hedging cash flows - settlement of hedging costs	*(357)*	*(96)*	*(84)*	*(18)*
Reclassification to profit or loss due to non-realisation of hedged item (discontinuation of hedge accounting)	-	-	(933)	(933)
Other, incl.:	(730)	(115)	(2 207)	(1 712)
write-off of advances for deliveries	*-*	*-*	*(1 484)*	*(1 484)*
donations	*(338)*	*(12)*	*(203)*	*(85)*
	(9 545)	**(3 235)**	**(26 521)**	**(19 671)**

In the 12 and 3-month period ended 31 December 2024 the line recognition of impairment allowances of property, plant and equipment and intangible assets, goodwill and other assets concerned mainly recognition of impairment allowances in Refinery, Petrochemical and Upstream segment. Additional information in note 5.3.

Net settlement and valuation of derivative financial instruments not designated as hedge accounting purposes related to operating exposure

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023	3 MONTHS ENDED 31/12/2023 (unaudited)
Valuation of derivative financial instruments	(43)	(38)	(723)	(447)
commodity futures, incl.:	*216*	*99*	*(357)*	*(126)*
CO2 emission allowances	*-*	*-*	*(149)*	*3*
electricity	*(62)*	*(23)*	*3*	*1*
natural gas	*278*	*122*	*(211)*	*(130)*
commodity forwards, incl.:	*(261)*	*(128)*	*(49)*	*(18)*
electricity	*42*	*4*	*(276)*	*(140)*
natural gas	*(303)*	*(132)*	*227*	*122*
commodity swaps	*5*	*(5)*	*(314)*	*(304)*
other	*(3)*	*(4)*	*(3)*	*1*
Settlement of derivative financial instruments	(122)	(62)	898	107
commodity futures, incl.:	*75*	*75*	*298*	*(6)*
CO2 emission allowances	*-*	*-*	*275*	*(6)*
electricity	*(76)*	*(76)*	*-*	*-*
natural gas	*151*	*151*	*-*	*-*
diesel oil	*-*	*-*	*23*	*-*
commodity forwards, incl.:	*(103)*	*(95)*	*88*	*69*
electricity	*(103)*	*(95)*	*88*	*69*
natural gas	*-*	*-*	*-*	*-*
commodity swaps	*(93)*	*(43)*	*509*	*44*
foreign currency swap	*(1)*	*-*	*-*	*-*
other	*-*	*1*	*3*	*-*
	(165)	**(100)**	**175**	**(340)**

ORLEN GROUP (in PLN million)

5.5. Finance income and costs

Finance income

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited)
Interest calculated using the effective interest rate method	747	153	1 646	331
Other interest	92	51	45	12
Net foreign exchange gain	234	41	795	451
Derivatives not designated as hedge accounting - settlement and valuation	337	98	300	52
Other	65	(22)	260	19
	1 476	**322**	**3 046**	**865**

Finance costs

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023	3 MONTHS ENDED 31/12/2023 (unaudited)
Interest calculated using the effective interest rate method	(494)	(342)	(394)	(175)
Interest on lease	(595)	(156)	(495)	(134)
Interest on tax liabilities	(54)	(14)	(54)	(10)
Derivatives not designated as hedge accounting - settlement and valuation	(257)	(25)	(881)	(341)
Other	(205)	(61)	(325)	(31)
	(1 605)	**(598)**	**(2 149)**	**(691)**

Borrowing costs capitalized in the 12 and 3-month period ended 31 December 2024 and 31 December 2023 amounted to PLN (574) million and PLN (136) million, PLN (478) million and PLN (84) million, respectively.

Settlement and valuation of derivative financial instruments not designated as hedge accounting purposes

During the 12 and 3-month period ended 31 December 2024 and 31 December 2023 the net positions of valuation and settlement of derivative financial instruments (non-designated instruments for hedge accounting purposes) related mainly to hedging the risk of changes in exchange rates with regard to payments of invoices for crude oil in foreign currency, the currency hedge for liquidity transactions, and to hedging interest rates. The main impact on the valuation and settlement of derivative financial instruments was the fluctuation of PLN against EUR and USD currency.

5.6. Effective tax rate

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Profit before tax	**15 337**	**7 398**	**30 563**	**2 540**
Tax expense by the valid tax rate in Poland (19%)	(2 914)	(1 405)	(5 807)	(483)
Differences between tax rates	(3 012)	(794)	(2 426)	(306)
Switzerland (25%)	*(8)*	*14*	*82*	*91*
Lithuania (15%)	*(81)*	*(3)*	*71*	*(3)*
Czech Republic (19%)	*37*	*31*	*(37)*	*(29)*
Germany (30% and 33%)	*(41)*	*(9)*	*(73)*	*(9)*
Canada (27%)	*15*	*16*	*34*	*35*
Norway (78%)	*(2 926)*	*(841)*	*(2 497)*	*(389)*
Malta (35%)	*(8)*	*(2)*	*(6)*	*(2)*
Impairment allowances of property, plant and equipment and intangible assets	(432)	(62)	(246)	(249)
Tax losses	(254)	(134)	(539)	(514)
Rights free of charge	(157)	(71)	172	12
Investments accounted for under equity method	(27)	(13)	(307)	(122)
Tax relief	(71)	(109)	186	71
Estimated impact of windfall tax in 2023 on deferred tax in ORLEN UNIPETROL Group	-	-	(275)	220
Other	(517)	(165)	(352)	(246)
Tax expense	**(7 384)**	**(2 753)**	**(9 594)**	**(1 617)**
Effective tax rate	**48%**	**37%**	**31%**	**64%**

The difference between the amount of tax expanse recognised in the Group's profit or loss and the amount by the valid tax rate in Poland (19%) for the 12 and 3-month period ended 31 December 2024 amounted to PLN 4,470 million and PLN 1,348 million, respectively, and resulted mainly from differences in tax rates applicable in other countries in which the Group operates, mainly in Norway.

ORLEN GROUP (in PLN million)

5.7. Loans, borrowings and bonds

	Non-current 31/12/2024 (unaudited)	Non-current 31/12/2023	Current 31/12/2024 (unaudited)	Current 31/12/2023 (restated data)	Total 31/12/2024 (unaudited)	Total 31/12/2023 (restated data)
Loans *	7 959	2 451	1 911	4 235	9 870	6 686
Borrowings	135	122	35	48	170	170
Bonds	6 997	8 098	1 109	213	8 106	8 311
	15 091	**10 671**	**3 055**	**4 496**	**18 146**	**15 167**

** at 31 December 2024 and as at 31 December 2023, the line Loans includes loans in the Project Finance formula (financing obtained by special purpose companies for the implementation of investments): PLN 566 million and PLN 437 million in the non-current part and PLN 4 million and PLN 3 million in the current part, respectively.*

During 12-month period of 2024, as a part of cash flows from financing activities the Group has made drawings and repayments of borrowings and loans from available credit lines in the total amount of PLN 12,961 million and PLN (10,516) million.

The change in the Group's debt level as at 31 December 2024 is mainly the result of:

- net drawdowns of ORLEN loans in the amount of PLN 3,432 million, including the utilisation of a long-term investment loan from the European Investment Bank in the amount of EUR 209 million, equivalent to PLN 891 million, as well as drawdowns and repayments of syndicated loans in the net amount of PLN 1,125 million and the utilisation of available overdraft facilities in the amount of PLN 1,416 million.,
- advanced redemption of senior bonds issued by B8 Sp.z o.o. Baltic SKA in the amount of PLN (105) million which corresponds to the nominal value of USD (26) million.

Additional information on active bond issues is presented in note 5.12. Furthermore, on 30 January 2025, ORLEN issued series C of bonds with a total nominal value of USD 1,250 million which corresponds to the amount of cash flows of PLN 4,982 million less the discount. Additional information is presented in note 5.18.

As at 31 December 2024 and as at 31 December 2023 the maximum possible indebtedness due to loans and borrowings amounted to PLN 38,005 million and PLN 32,829 million, respectively. As at 31 December 2024 and as at 31 December 2023 PLN 27,443 million and PLN 25,698 million, respectively, remained unused. The increase in the value of the Group maximum possible indebtedness and open credit lines are mainly due to:

- signing by ORLEN a new syndicated loan agreement in the amount of EUR 2,000 million (an increase of EUR 585 million compared to the availability of the previous syndicated loan as at 31 December 2023), signing two agreements with the European Investment Bank for a total amount of PLN 1 800 million and increase in Bank Pekao S.A. financing by the amount of PLN 200 million and in Bank Gospodarstwa Krajowego financing by the amount of PLN 3,000 million, as well as obtaining a new financing at Deutsche Bank in the amount of PLN 350 million,
- from the premature termination of credit agreements in the ENERGA Group: with SMBC Bank in the amount of EUR 120 million and a syndicated loan in the amount of PLN 2,000 million.

In the period covered by these interim condensed consolidated financial statements as well as after the reporting date, there were no defaults on repayment of principal or interest of loans nor defaults on other terms of the loans agreements.

ORLEN GROUP (in PLN million)

5.8. Derivatives and other assets and liabilities

Derivatives and other assets

	Non-current 31/12/2024 (unaudited)	Non-current 31/12/2023	Current 31/12/2024 (unaudited)	Current 31/12/2023 (restated data)	Total 31/12/2024 (unaudited)	Total 31/12/2023 (restated data)
Cash flow hedging instruments	1 341	1 500	840	1 501	2 181	3 001
currency forwards	*1 275*	*1 493*	*448*	*429*	*1 723*	*1 922*
commodity swaps	-	*6*	*85*	*686*	*85*	*692*
CO2 commodity futures	*66*	*1*	*307*	*258*	*373*	*259*
foreign currency swaps	-	-	-	*128*	-	*128*
Derivatives not designated as hedge accounting	148	180	700	1 107	848	1 287
currency forwards	-	-	*9*	*12*	*9*	*12*
commodity swaps	-	-	*15*	*7*	*15*	*7*
currency interest rate swaps	-	*7*	*24*	*10*	*24*	*17*
interest rate swaps	-	-	*4*	-	*4*	-
commodity futures, incl.:	*71*	*83*	*214*	*552*	*285*	*635*
electricity	*8*	*33*	*46*	*105*	*54*	*138*
natural gas	*63*	*50*	*168*	*447*	*231*	*497*
commodity forwards, incl.:	*75*	*74*	*433*	*515*	*508*	*589*
electricity	*4*	*26*	*34*	*174*	*38*	*200*
natural gas	*71*	*48*	*399*	*341*	*470*	*389*
other	*2*	*16*	*1*	*11*	*3*	*27*
Fair value hedging instruments	-	2	3	9	3	11
commodity swaps	-	*2*	*3*	*9*	*3*	*11*
Derivatives	**1 489**	**1 682**	**1 543**	**2 617**	**3 032**	**4 299**
Other financial assets	2 378	2 693	1 952	1 509	4 330	4 202
receivables on settled derivatives	-	-	*65*	*286*	*65*	*286*
investments in equity instruments at fair value through other comprehensive income	*319*	*326*	-	-	*319*	*326*
investments in equity instruments at fair value through profit or loss	*177*	*149*	-	-	*177*	*149*
hedged item adjustment	*3*	*1*	*5*	*5*	*8*	*6*
security deposits	-	-	*1 230*	*644*	*1 230*	*644*
bank deposits over 3 months	*4*	-	*80*	*78*	*84*	*78*
loans granted	*1 110*	*1 128*	*114*	*125*	*1 224*	*1 253*
purchased securities	*288*	*369*	*8*	*8*	*296*	*377*
including restricted cash	*315*	*312*	*445*	*310*	*760*	*622*
other	*162*	*408*	*5*	*53*	*167*	*461*
Other non-financial assets	946	938	73	1 873	1 019	2 811
investment property	*678*	*598*	-	-	*678*	*598*
assets due to contracts valued at the time of settlement of business combination	-	-	-	*1 800*	-	*1 800*
shares and stocks of consolidated subsidiaries	*46*	*69*	-	-	*46*	*69*
*other **	*222*	*271*	*73*	*73*	*295*	*344*
Other assets	**3 324**	**3 631**	**2 025**	**3 382**	**5 349**	**7 013**

** The line Other include mainly advances for non-current assets. They concern the projects related to the construction of gas and steam power plants in ENERGA Group and wind farms*

As at 31 December 2024 and as at 31 December 2023, the Group has security deposits that do not meet the definition of cash equivalents concerning mainly securing the settlement of commodity transactions and hedging commodity risk traded with financial institutions and on commodity exchanges. The amount of security deposits depends on the valuation of the portfolio of outstanding transactions and market prices of the products and is subject to ongoing revisions. The change of PLN 586 million results mainly from the increase in the volume of CO_2 commodity futures „buy" transactions on Intercontinental Exchange and changes in the market price of the current portfolio of transactions.

As at 31 December 2024 and as at 31 December 2023, the Group had loans granted, mainly for Baltic Power, consolidated using the equity method, in the amount of PLN 645 million and PLN 609 million accordingly, for Grupa Azoty Polyolefins S,A, accounted for as investments in equity instruments at fair value through other comprehensive income, in the amount of PLN 308 million and PLN 282 million accordingly and for other companies (jointly controlled and unconsolidated subsidiaries) in the amount of PLN 270 million and PLN 359 million accordingly.

The restricted cash represents cash of the Extraction Facilities Decommissioning Fund, accumulated in a separate bank account due to securing future costs of decommissioning mines and fields. The Extraction Facilities Decommissioning Fund is created on the basis of the Mining and Geological Law, which requires the Group to decommission extraction facilities once their operation is discontinued. The Fund's resources comprise restricted cash in accordance with IAS 7 and due to its multi-year nature are presented under group of long-term assets. The Fund's cash is increased by the amount of interest accruing on the Fund's assets. Due to formal and legal restrictions related to the possibility of using these Funds only for a specific purpose carried out over a multi-year period, the assets accumulated in the Extraction Facilities Decommissioning Fund are recognised in the Group's statement of financial position under non-current assets section as Other assets.

ORLEN GROUP (in PLN million)

Derivatives and other liabilities

	Non-current 31/12/2024 (unaudited)	Non-current 31/12/2023	Current 31/12/2024 (unaudited)	Current 31/12/2023 (restated data)	Total 31/12/2024 (unaudited)	Total 31/12/2023 (restated data)
Cash flow hedging instruments	59	50	269	392	328	442
currency forwards	*19*	*9*	*4*	*24*	*23*	*33*
commodity swaps	*39*	*41*	*250*	*368*	*289*	*409*
CO2 commodity futures	*1*	*-*	*15*	*-*	*16*	*-*
Derivatives not designated as hedge accounting	163	190	651	1 400	814	1 590
currency forwards	*-*	*1*	*6*	*57*	*6*	*58*
commodity swaps	*-*	*36*	*2*	*307*	*2*	*343*
interest rate swaps	*3*	*4*	*-*	*-*	*3*	*4*
currency interest rate swaps	*5*	*-*	*-*	*-*	*5*	*-*
commodity futures, incl.:	*50*	*90*	*98*	*614*	*148*	*704*
electricity	*4*	*7*	*12*	*30*	*16*	*37*
natural gas	*46*	*83*	*86*	*584*	*132*	*667*
commodity forwards, incl.:	*105*	*59*	*545*	*422*	*650*	*481*
electricity	*8*	*46*	*61*	*229*	*69*	*275*
natural gas	*97*	*13*	*484*	*193*	*581*	*206*
Fair value hedging instruments	3	1	6	5	9	6
commodity swaps	*3*	*1*	*6*	*5*	*9*	*6*
Derivatives	**225**	**241**	**926**	**1 797**	**1 151**	**2 038**
Other financial liabilities	375	269	557	518	932	787
liabilities on settled derivatives	*-*	*-*	*168*	*352*	*168*	*352*
*investment liabilities **	*64*	*69*	*-*	*-*	*64*	*69*
hedged item adjustment	*-*	*2*	*4*	*9*	*4*	*11*
refund liabilities	*-*	*-*	*273*	*31*	*273*	*31*
security deposits	*-*	*-*	*96*	*102*	*96*	*102*
*deposits **	*107*	*72*	*-*	*-*	*107*	*72*
other	*204*	*126*	*16*	*24*	*220*	*150*
Other non-financial liabilities	739	590	176	4 032	915	4 622
liabilities from contracts with customers	*77*	*37*	*-*	*-*	*77*	*37*
deferred income	*662*	*510*	*132*	*414*	*794*	*924*
liabilities due to contracts valued at the time of settlement of business combination	*-*	*43*	*43*	*3 618*	*43*	*3 661*
liabilities directly associated with assets classified as held for sale	*-*	*-*	*1*	*-*	*1*	*-*
Other liabilities	**1 114**	**859**	**733**	**4 550**	**1 847**	**5 409**

* *Investment liabilities and short-term security deposits are presented in the line trade liabilities and other liabilities*

Description of changes of derivatives not designated as hedge accounting is presented in note 5.4 and 5.5.

The line receivables/liabilities due to settled derivatives refer to derivatives with a maturity date at the end of the reporting period or earlier, however the payment date falls after the balance sheet date. As at 31 December 2024, these line include the value of matured commodity swaps hedging mainly the time mismatch on crude oil purchases, excess inventories and natural gas.

The position of contract assets and contract liabilities recognized for a business combination includes futures contracts existing at the moment of acquisition, measured at fair value, relating mainly to the purchase and sale of gas, electricity and CO_2 emission allowances of the PGNiG Group. Both contract assets and contract liabilities recognized for a business combination reflect their fair value determined as the difference between the contract price and the market price at the acquisition date and are not subject to measurement to fair value in subsequent reporting periods. At the time of actual execution of a given contract, the Group settles the appropriate value of the contract asset or contract liability relating to the relevant contract in correspondence with the same position in the income statement or balance sheet where the impact of the execution of the underlying contract is presented.

Deferred income as at 31 December 2024 includes mainly the unsettled part of the grants for non-current assets received in the amount of PLN 717 million and PLN 682 million.

ORLEN GROUP (in PLN million)

5.9. Provisions

	Non-current 31/12/2024 (unaudited)	Non-current 31/12/2023 (restated data)	Current 31/12/2024 (unaudited)	Current 31/12/2023 (restated data)	Total 31/12/2024 (unaudited)	Total 31/12/2023 (restated data)
For decommissioning and environmental costs	7 106	5 854	144	180	7 250	6 034
Jubilee bonuses and post-employment benefits	1 970	1 953	282	289	2 252	2 242
CO_2 emissions, energy certificates	-	-	6 564	9 106	6 564	9 106
Other	2 266	2 145	1 282	2 030	3 548	4 175
	11 342	**9 952**	**8 272**	**11 605**	**19 614**	**21 557**

The increase in the provision for liquidation and environmental costs as at 31 December 2024 compared to the end of 2023 by PLN 1,216 million results mainly from the recognition of provisions acquired due to the acquisition of natural resources on the Norwegian shelf. The decrease in the value of other provisions by PLN (662) million compared to 2023 results from the settlement of the provision for onerous contract in the ENERGA Group in the amount of PLN (472) million related to the introduction of the act on the freezing of energy prices and the elimination of provisions as a result of the sale of TUW in the amount of PLN (308) million. A detailed description of changes in provision is presented in note 3.1.

5.10. Methods applied in determining fair value (fair value hierarchy)

As compared to the previous reporting period the Group did not change the valuation methods concerning financial instruments. Methods applied in determining the fair value were described in the Consolidated Financial Statements for 2023 in note 16.3.1.
In the position financial assets measured at fair value through other comprehensive income quoted/unquoted shares not held for trading are presented. With respect to shares unquoted on active market for which there are no observable inputs, fair value is determined on the basis of expected discounted cash flows.

Fair value hierarchy

	31/12/2024		Fair value hierarchy		
	Carrying amount (unaudited)	Fair value (unaudited)	Level 1	Level 2	Level 3
Financial assets					
Financial assets measured at fair value through other comprehensive income	319	319	48	-	271
Financial assets measured at fair value through profit or loss	177	177	-	-	177
Loans granted	1 224	1 283	-	1 283	-
Derivatives	3 032	3 032	1 170	1 862	-
Purchased securities	296	399	-	399	-
	5 048	**5 210**	**1 218**	**3 544**	**448**
Financial liabilities					
Loans	9 870	9 902	-	9 902	-
Borrowings	170	171	-	171	-
Bonds	8 106	8 051	6 502	1 549	-
Derivatives	1 151	1 151	888	263	-
	19 297	**19 275**	**7 390**	**11 885**	**-**

The fair value for other classes of financial assets and liabilities corresponds to their book value.
The fair value of financial assets and liabilities quoted on active markets is determined based on market quotations (i.e. Level 1). In other cases, the fair value is determined based on other input data which are directly or indirectly observable (i.e. Level 2) or unobservable inputs (i.e. Level 3).
There were no reclassifications in the Group between levels of the fair value hierarchy during the reporting and comparative period.

5.11. Future commitments resulting from signed investment contracts

As at 31 December 2024 and as at 31 December 2023 the value of future commitments resulting from investment contracts signed until that day amounted to PLN 22,444 million and PLN 27,600 million, respectively.

5.12. Issue and redemption of debt securities

The balance of debt securities liabilities as at 31 December 2024:
a) in ORLEN under:
- the non-public bond issue on the domestic market C Series and D series with a total nominal value of PLN 2,000 million, remains open;
- the medium-term Eurobonds issue program on the international market, series A and B with a nominal value of EUR 1,000 million remains open;

b) in ENERGA Group under:
- the Eurobond issue program, a series with a nominal value of EUR 300 million, remains open;
- the subscription agreement and the project agreement concluded with the European Investment Bank, one series of subordinated bonds remain open with a total nominal value of EUR 125 million.

C Series and D series of ORLEN corporate bonds with a total nominal value of PLN 2,000 million was issued as a part of the sustainable and balanced grow bonds, with an ESG rating as an element. The ESG rating is assigned by independent agencies and assesses a company's or industry's ability to sustainable and balanced grow by taking into account three main, non-financial factors such as: environmental issues, social issues and corporate governance. In terms of environmental issues, product emissions and carbon footprint, environmental pollution, as well as the use of natural resources and usage of green technologies are crucial.

A Series of ORLEN Eurobonds with a nominal value of EUR 500 million was issued with a green bonds certificate, which provide financing for projects supporting environmental and climate protection. ORLEN has established and published on its website the principles of green and sustainable financing, the "Green Finance Framework" which define the planned investment processes for energy transformation covered by this financing and key performance indicators were defined for these projects in terms of their advance of implementation and their impact on the environment.

5.13. Distribution of the Parent Company's profit for 2023 and the dividend payment in 2024

The Ordinary General Meeting of Shareholders of ORLEN on 25 June 2024 decided to distribute the net profit of ORLEN for the year 2023 in the amount of PLN 21,215,917,147.93 as follows: the amount of PLN 4,817,909,503.35 allocate as a dividend payment (4.15 per 1 share) and the remaining amount of PLN 16,398,007,644.58 as reserve capital. The dividend date was set at 20 September of 2024 and the dividend payment date at 20 December of 2024.

5.14. Contingent liabilities

Information concerning significant proceedings in front of court, body appropriate for arbitration proceedings or in front of administration bodies in which the companies of the ORLEN Group act as the defendant:

Claim of Warter Fuels S.A. (formerly: OBR S.A.) against ORLEN for compensation

On 5 September 2014, OBR S.A. (currently: Warter Fuels S.A.) filled an action against ORLEN with the District Court in Łódź for a claim for payment in respect of an alleged breach by ORLEN of patent rights. The amount of the claim in the lawsuit was estimated by Warter Fuels S.A. at PLN 84 million. The claim covers the adjudged sum of money from ORLEN for Warter Fuels S.A. in the amount corresponding to the value of the license fee for the use of the solution under the above patent and adjudge the obligation to repay the benefits derived from the use of this solution. On 16 October 2014 ORLEN responded to the lawsuit. By the procedural document from 11 December 2014 the value of the dispute was referred to by the plaintiff in the amount of PLN 247 million. So far, several hearings have been held, during which witnesses submitted by the parties were heard by the court. The court and the parties are looking for an expert who could provide an expert opinion on the case.

POLWAX S.A. - ORLEN Projekt S.A. dispute

<u>There are in progress 3 cases from the lawsuit of ORLEN Projekt against POLWAX:</u>
- payment of the amount of PLN 6.7 million legally concluded to advantage of ORLEN Projekt. POLWAX filed a cassation appeal. The case is at the stage of cassation proceedings,
- payment of the amount of PLN 67.8 million. The District Court in Rzeszów ordered POLWAX to pay ORLEN Projekt the amount of PLN 28.9 million, together with interest and costs of legal representation. The court dismissed the remaining part of ORLEN Projekt's claims.
  Both Parties appealed against the judgment. The case is at the appeal stage.
- for payment of the amount of PLN 1.1 million for storage and transport of equipment purchased by ORLEN Projekt towards the implementation of the Investment. The case is at the stage of proceedings before the Court of First Instance.

<u>There are 3 cases pending from the lawsuit of POLWAX against ORLEN Projekt:</u>
- payment of PLN 132 million for actual damage and lost profits that allegedly occurred in connection with improper performance and non-performance of the contract by ORLEN Projekt. The District Court in Rzeszów issued a judgment dismissing in its entirety the claim of POLWAX against ORLEN Projekt for payment of PLN 132 million with interest. The case is at the appeal stage.
- payment of PLN 9.9 million as reimbursement of the costs of removal and disposal of waste in the form of contaminated soil from the Investment area, and (ii) non-contractual storage of soil from the Investment area on a property belonging to POLWAX. The case is at the stage of proceedings before the Court of first instance.
- for removal of movable property – request of POLWAX for a commitment of ORLEN Projekt to restore the lawful state by emptying the warehouses transferred to ORLEN Projekt in order to store equipment and materials for the needs of the Investment. The case is at the appeal stage. The District Court in Tychy issued a judgment in which it upheld the claim of POLWAX and ordered ORLEN Projekt to restore the state in accordance with the law by removing from the real estate belonging to POLWAX the equipment that is not the property of POLWAX and to pay the costs of the proceedings with interest. ORLEN Projekt filed an appeal.
  In evaluation of ORLEN Projekt the claims are groundless and therefore the Group did not recognise the provision.

In the opinion of ORLEN Projekt, the claim is without merit, therefore the company did not recognise the provision. The aforementioned proceedings are described in detail in Consolidated Financial Statements for 2023 (note 17.4.2).
ORLEN Projekt S.A. and POLWAX S.A. are currently conducting settlement negotiations.

Contingent liabilities related to the ENERGA Group
As at 31 December 2024, the contingent liabilities of the ENERGA Group recognised in these Consolidated Financial Statement of the ORLEN Group amounted to PLN 227 million.
The largest item of contingent liabilities of the ENERGA Group consists of legal claims relating to the power infrastructure of Energa-Operator S.A. located on private land. The Group recognises provisions for filed legal claims. If there is uncertainty as to the validity of the amount of the claim or legal title to land, the Group recognises contingent liabilities. As at 31 December 2024, the estimated value of those claims recognised as contingent liabilities amounts to PLN 211 million, while as at 31 December 2023 its value amounted to PLN 219 million. Considering the legal opinions, the estimated amounts represent a risk of liability of less than 50%.

Arbitration procedure brought by Elektrobudowa S.A. against ORLEN
The subject of the proceedings is a claim of Elektrobudowa S.A. in bankruptcy for payment of the total amount PLN 118.63 million and Euro 13.97 million.
The case concerns the settlement of the EPC contract with date 1 August 2016 for the construction of the Metathesis Installation, put into operation in 2019 year.
So far, the Court of Arbitration has issued twenty awards (5 preliminary awards and 15 partial awards), in which it awarded a total amount PLN 36.83 million and Euro 7.28 million for the benefit to the bankruptcy Trustee Elektrobudowa S.A. and dismissed the claims as to amounts PLN 1.24 million and Euro 0.37 million.
The remaining claims have not yet been resolved.
The amounts awarded in judgments have been paid in full.
Detailed information regarding the lawsuit proceedings regarding the claim of Elektrobudowa S.A. against ORLEN were presented in the Consolidated Financial Statements for 2023 in note 17.4.2.

The value of open provisions for the ongoing proceedings with Elektrobudowa as of 31 December 2024 amounted to PLN 68 million.

ORLEN Upstream Norway AS tax settlements
On 1 May 2023, based on the Business Purchase Agreement - the purchase of an organized part of the enterprise PGNiG Upstream Norway AS (currently: ORLEN Upstream Norway AS) purchased from LOTOS Exploration and Production Norge AS (LEPN) all assets and related liabilities with the employees of the Company. Following the transaction to consolidate the ORLEN Group's Norwegian assets, all tax settlements and pending tax cases against LEPN were taken over by ORLEN Upstream Norway AS.
ORLEN Upstream Norway AS is currently involved in several disputes with the tax authority in Norway and has established provisions related to the following cases:

- Dispute over gas prices in a gas sales contract with a related party (PGNiG Supply & Trading GmbH),
- Dispute regarding LEPN's historical thin capitalisation,
- Dispute regarding the classification of capital expenditure at the Alvheim project.

The value of provisions made for pending tax proceedings as at 31 December 2024 amounted PLN 92 million (equivalent of NOK 259 million).

Settlements for natural gas supplied under the Yamal Contract and suspension of natural gas supplies by Gazprom
On 31 March 2021 Decree of the President of the Russian Federation No. 172 “On a special procedure for the performance of obligations of foreign buyers towards Russian natural gas suppliers” (the “Decree”) was published, following which Gazprom requested PGNiG to amend the terms and conditions of the Yamal Contract, among others by introducing settlements in Russian rubles.
On 12 April 2022, the Management Board of PGNiG S.A. decided to continue settling PGNiG's liabilities for gas supplied by Gazprom under the Yamal Contract, in accordance with its applicable terms, and not to consent to PGNiG's performance of its settlement obligations for natural gas supplied by Gazprom under the Yamal Contract, in accordance with the provisions of the Decree.
From 27 April 2022, from 8:00 am CET Gazprom completely suspended natural gas deliveries under the Yamal Contract, citing the Decree's prohibition on delivering natural gas to foreign buyers from countries "unfriendly to the Russian Federation" (including Poland). if payments for natural gas supplied to such countries starting from 1 April 2022, will be made contrary to the terms of the Decree.
In response, PGNiG took steps to protect the Company's interests under its contractual rights, including: call for deliveries and compliance with settlement conditions, etc. terms of the agreement binding the parties until the end of 2022.
By 31 December 2022, natural gas supplies had not been resumed by Gazprom, the supplier refused to make settlements based on the applicable contractual conditions. Yamal Contract expired at the end of 2022.
Disputes arising during the term of the Yamal Contract remain pending and are being considered in arbitration proceedings, which will resolve the parties' claims regarding, among others, change of price terms of natural gas supplies based on a number of applications for renegotiation submitted by Gazprom and ORLEN (as the legal successor of PGNiG) from 2017 and causes and effects of Gazprom's suspension of natural gas supplies from 27 April 2022.
Due to its extensive scope, the arbitration proceedings have been divided into several phases, in which the parties' individual claims will be resolved. The current phase of the proceedings covers the issue of a possible change of price terms based on the ORLEN’s and Gazprom’s renegotiation requests from 2017. The parties filed counterclaims in this respect.

Separately, arbitration proceedings are also being conducted regarding ORLEN's claim against Gazprom for the payment of interest on the overpayment for natural gas supplied under the Yamal Contract in 2014-2020. The case remains pending.

Claim by B. J. Noskiewicz against Exalo Drilling S.A.(hereinafter: Exalo) for payment of rent and damages
On 9 February 2015, B.J. Noskiewicz filed an action against Exalo seeking payment of a total of PLN 130 million. The demand of the claim includes an adjudication for a fee for the use of a property owned by the plaintiffs (occupied by the Company for the purpose of drilling a geothermal water well) and compensation for lost income. The plaintiffs claim that the property was not properly returned to them upon completion of the works. Exalo has filed a response to the claim. Exalo argues (based on expert opinions) that it completed the use of the property within the contractual deadline, removed all equipment and movable property, the site was cleaned up and rehabilitated, and therefore properly offered and released the property to the owners in 2012, so that the claim for both any fees for the period after that date and damages is completely unjustified.
In accordance with the decision of the Warsaw Regional Court of 11 February 2022, the proceedings remain suspended pending the outcome of the criminal case pending at the Warsaw Regional Prosecutor's Office.
As a result of the analysis of new circumstances in this case, it was estimated that the risk of losing the case has become negligible at the current stage of the proceedings and, as a consequence, the Company's probable obligation to pay becomes negligible.
In view of the above a provision of approx. PLN 35 million established for the case has been resolved. In Exalo's opinion, the claim is without merit.

Veolia Energia Warsaw's claim against ORLEN TERMIKA S.A.
On 21 February 2018, ORLEN TERMIKA (before PGNiG TERMIKA) received a claim for payment in respect of the execution of the agreement for services for the development of the heat market in Warsaw. brought by Veolia Energia Warszawa S.A. to the District Court in Warsaw. On 29 June 2018, ORLEN TERMIKA filed a response to the lawsuit. where it addressed the plaintiff's claims. Veolia Energia Warszawa S.A. originally claimed PLN 5.7 million as payment under the agreement, and later extended the claim by PLN 66.6 million, i.e. to PLN 72.3 million and then to the amount of PLN 93.6 million, representing further tranches of remuneration under the agreement. Further pleadings are being exchanged in the case. In the opinion of ORLEN TERMIKA, the agreement for the provision of services for the development of the heat market in Warsaw is invalid, as it violated mandatory provisions of law.
Current total reserve in connection with the pending proceedings due to lawsuits from Veolia Energia Warszawa S.A. against ORLEN TERMIKA taking into account the principal claim and interest amounted to PLN 143.5 million. The hearing date has been set for 11 March 2025.

PBG SA (currently under restructuring in liquidation) claim against PGNiG S.A. (currently ORLEN S.A.)
Counterclaim dated 1 April 2019 was filed by PBG SA against PGNiG S.A. for payment of the amount of PLN 118 million, in the case pending before the Regional Court of Warsaw from a PGNiG S.A. claim against PBG SA. in Wysogotowo, TCM in Paris and Technimont in Milan (value of the object of that dispute is PLN 147 million). The cases relate to mutual settlements in the performance of contracts for the upgrade of PMG (the underground gas storage) Wierzchowice. The basis of the claims in the counterclaim is a challenge by PBG SA to the statements of set-off of mutual receivables and liabilities made by PGNiG SA in the course of settling the contracts for the execution of upgrading PMG Wierzchowice. The stage of the proceedings for the counterclaim is identical to that of the main claim, i.e. the evidentiary proceedings are ongoing, the court has heard all witnesses and admitted expert evidence. The court excluded the selected expert from the case. The court obliged ORLEN to name another entity that could prepare an appropriate opinion on the matter. The Company submitted an application for the Warsaw University of Technology to prepare an opinion. On 20 December 2024, the expert of CCM Sp. z o.o. was obliged to prepare an opinion on the case within 6 months.

Except of described above proceedings, the Group has not identified any other significant contingent liabilities.

5.15. Related parties transactions

5.15.1. Transactions of the key executive personnel and their relatives with related parties of the ORLEN Group

As at 31 December 2024 and 31 December 2023 and in the 12 and 3-month period ended 31 December 2024 and 31 December 2023 there were no significant transactions of related parties of the ORLEN Group with Members of the Management Board and the Supervisory Board of the Parent Company, members of the other key executive personnel of ORLEN and the ORLEN Group and their relatives.

ORLEN GROUP (in PLN million)

5.15.2. Remuneration of key executive personnel of the Parent Company and the ORLEN Group companies

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023	3 MONTHS ENDED 31/12/2023 (unaudited)
Parent Company				
Short-term employee benefits	76.1	15.3	86.5	17.4
Post-employment benefits	0.6	-	0.3	0.2
Other long term employee benefits	0.4	0.4	0.1	0.1
Termination benefits	32.4	4.5	2.0	0.7
Subsidiaries				
Short-term employee benefits	466.6	124.0	467.8	128.5
Post-employment benefits	2.9	1.9	1.2	1.0
Other long term employee benefits	2.2	0.1	1.4	0.2
Termination benefits	59.6	15.5	5.8	1.5
	640.8	**161.7**	**565.1**	**149.6**

5.15.3. ORLEN Group companies' transactions and balances of settlements with related parties

	Sales				Purchases			
	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023	3 MONTHS ENDED 31/12/2023 (unaudited)	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited)
Jointly-controlled entities	**3 806**	**908**	**3 448**	**587**	**(736)**	**(202)**	**(647)**	**(81)**
joint ventures	*3 806*	*908*	*3 448*	*587*	*(736)*	*(202)*	*(647)*	*(81)*
Other related parties	**76**	**3**	**142**	**8**	**(189)**	**(32)**	**(155)**	**(40)**
	3 882	**911**	**3 590**	**595**	**(925)**	**(234)**	**(802)**	**(121)**

	Trade receivables, other receivables and loans granted		Trade, lease and other liabilities	
	31/12/2024 (unaudited)	31/12/2023	31/12/2024 (unaudited)	31/12/2023
Jointly-controlled entities	**1 552**	**1 526**	**87**	**80**
joint ventures	*1 552*	*1 526*	*87*	*80*
Other related parties	**82**	**79**	**64**	**38**
	1 634	**1 605**	**151**	**118**

The above transactions with related parties include mainly sales and purchases of refinery and petrochemicals products and services. During the 12 and 3-month period ended 31 December 2024 and 31 December 2023 there were no related parties transactions within the Group concluded on other than an arm's length basis.

5.15.4. Transactions with entities related to the State Treasury

The Ultimate Parent Company preparing the consolidated financial statements is ORLEN S.A., in which as at 31 December 2024 and 31 December 2023 the largest shareholder is the State Treasury with 49.9% of shares.

The Group identified transactions with related parties, which are also parties related to the State Treasury, based on the "List of companies with State Treasury share" provided by the Prime Minister's Office

During the 12 and 3-month period ended 31 December 2024 and 31 December 2023 and as at 31 December 2024 and as at 31 December 2023 the Group identified the following transactions:

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited)	12 MONTHS ENDED 31/12/2023	3 MONTHS ENDED 31/12/2023 (unaudited)
Sales	10 472	2 949	9 652	2 919
Purchases	(9 817)	(2 819)	(10 294)	(3 096)

	31/12/2024 (unaudited)	31/12/2023
Trade receivables, other receivables	1 477	1 462
Trade, lease and other liabilities	804	775

Above transactions were concluded on an arm's length basis, were related to the ORLEN Group current operating activities and concerned mainly fuel sales, purchases and sales of natural gas, energy, transport and storage services.
Additionally, there were also financial transactions (loans, bank fees, commissions) with Bank Gospodarstwa Krajowego and transaction fees on the Polish Power Exchange.

ORLEN GROUP (in PLN million)

5.16. Excise tax guarantees

Excise tax guarantees and excise tax on goods and merchandise under the excise tax suspension procedure are part of off-balance sheet liabilities and as at 31 December 2024 and as at 31 December 2023 amounted to PLN 4,209 million and PLN 2,950 million, respectively. In the 3rd and 4th quarter of 2023, the Group used part of the inventories of finished products, which resulted in a lower value of excise tax in the suspended procedure, while from January to September 2024, the Group rebuilt the level of these stocks. As at 31 December 2024 the Group assesses the materialisation of this type of liability as very low.

5.17. Information on loan sureties or guarantees granted by the Parent Company or its subsidiaries to one entity or its subsidiary where the total value of existing sureties or guarantees is significant

The guarantees and sureties granted within the Group to third parties as at 31 December 2024 and as at 31 December 2023 amounted to PLN 20,473 million and PLN 19,526 million, respectively. As at 31 December 2024 they related mainly to security of:

– future liabilities arising from bond issuance of Energa Finance in the amount of PLN 5,341 million,

	Nominal value					Value of guarantee issued	
		PLN	Subscription date	Expiration date	Rating		PLN
Eurobonds	300 EUR	1 282	7.03.2017	7.03.2027	BBB+, Baa2	1 250 EUR	5 341

The value of guarantees granted was translated using the exchange rate as at 31 December 2024

– liabilities of PGNiG Supply&Trading GmbH, ORLEN Upstream Norway AS, ORLEN Trading Switzerland and ORLEN LNG Shipping Limited as well as ORLEN LNG Trading Limited arising from operational activities in the total amount of PLN 10,823 million,
– financial liabilities arising from credit and borrowings agreements of Group's subsidiaries in total amount of PLN 687 million
– realisation of investment projects of subsidiaries: CCGT Ostrołęka and CCGT Grudziądz in total amount of PLN 299 million,,

as well as the timely payment of liabilities by subsidiaries.

As at 31 December 2024 an unconditional and irrevocable guarantee issued by ORLEN for the benefit of the government of Norway, covering the exploration and production activities of ORLEN Upstream Norway AS on the Norwegian Continental Shelf, was effective. The guarantee is open-ended and does not have a defined value. In the guarantee, ORLEN undertook to assume any financial liabilities which may arise in connection with the operations of ORLEN Upstream Norway AS on the Norwegian Continental Shelf, consisting in exploration for and extraction of the natural resources from the sea bottom, including their storage and transport using means of transport other than ships.

In addition, the value of guarantees regarding liabilities to third parties granted during ongoing operations as at 31 December 2024 and as at 31 December 2023 amounted to PLN 5,836 million and PLN 5,007 million, respectively. Guarantees concerned mainly: civil-law guarantees of contract performance and public-law guarantees resulting from generally applicable regulations secured regularity of business licensed in the liquid fuels sector and resulting from this activity tax and customs receivables.

5.18. Events after the end of the reporting period

Significant non-bank financing

On 30 January 2025 ORLEN issued bonds on the series C with the total nominal value of USD 1,250 million (which is a value of PLN 5,055 million) under the medium term bonds programme established on 13 May 2021, updated on 20 January 2025 (global medium term bonds programme, GMTN).
The bonds were issued for the period of 10 years with maturity dates 30 January 2035 and were admitted to trading on the regulated market operated by Euronext Dublin. The funds from issuance will be used for financing of activities, with the implementation of investment plans resulting from the ORLEN Strategy. Additional information in note 2 part B of these interim condensed consolidated financial statement.

Transaction of taking control over Baltic Gas companies

On 28 January 2025 a takeover transaction by LOTOS Upstream of all shares and full rights and obligations of CalEnergy Resources Poland Sp. z o.o. in special purpose vehicles Baltic Gas spółka z ograniczoną odpowiedzialnością i Wspólnicy Sp. k. and Baltic Gas Sp. z o.o. took place. The companies were established for the Baltic Gas project purposes, which purpose is to develop and exploit the B-4 and B-6 gas-condensate fields on the Baltic Sea. Before the transaction, the Group classified its capital involvement in these companies as investments accounted for using the equity method. The Group gained full control over Baltic Gas Sp. z o.o. and Baltic Gas Sp. z o.o. i Wspólnicy Sp. k. as a result of the transaction.

Signing of a loan agreement with Bank Gospodarstwa Krajowego from the National Recovery and Resilience Plan

On 19 February 2025, Energa-Operator SA signed with Bank Gospodarstwa Krajowego ("BGK") a loan agreement for funds from the National Recovery and Resilience Plan as part of Investment G3.1.4 Support for the national energy system under component G for the development of smart power grids in the years 2022-2036 ("Project").
The object of the Agreement is for Energa-Operator SA to incur a long-term liability up to the amount of PLN 7.7 billion ("Loan") in order to refinance expenditures incurred for the implementation of the Project. The amount of the Loan may be increased, which requires the conclusion of an appropriate annex to the Agreement.

The funds disbursed under the Agreement will bear fixed interest rate of 0.5% per annum. The Loan will be repaid within 300 months from the date of signing the Agreement. The first disbursement under the Agreement will be made after fulfilment of the conditions precedent specified in the Agreement, standard for bank financing.

After the end of the reporting period there were no other events that should be disclosed in these interim condensed consolidated financial statements.

OTHER INFORMATION TO CONSOLIDATED QUARTERLY REPORT

FOR THE 12 AND 3-MONTH PERIOD ENDED 31 DECEMBER 2024

ORLEN GROUP (in PLN million)

B. OTHER INFORMATION TO CONSOLIDATED QUARTERLY REPORT

1. Major factors having impact on EBITDA and EBITDA LIFO

Statement of profit or loss for 12 months of 2024
Result from operations increased by depreciation and amortization ("EBITDA") for the 12 months of 2024 amounted to PLN 29,601 million, compared to PLN 45,514 million in the same period of 2023.
The impact of crude oil prices changes on inventory valuation in the 12 months of 2024 included in EBITDA result amounted to PLN (271) million, compared to PLN (899) million for the 12 months of 2023.

EBITDA according to LIFO inventory valuation method ("EBITDA LIFO") after elimination of net impairment allowances on non-current assets* amounted to PLN 35,764 million and was lower by PLN (26,862) million (y/y).

	12 months 2024	12 months 2023	change (y/y)
EBITDA	29 601	45 514	(15 913)
LIFO	(271)	(899)	628
EBITDA LIFO	29 872	46 413	(16 541)
Net impairment allowances on non-current assets*	(5 892)	(16 213)	10 321
EBITDA LIFO (after elimination of impairment allowances*)	**35 764**	**62 626**	**(26 862)**

Factors influencing the change in results:		**(26 862)**
Macro	(1)	(32 236)
Volume	(2)	3 257
Others	(3)	2 117

** Net impairment allowances on non-current assets are described in Note 5.3 Impairment of property, plant and equipment, intangible assets, goodwill and right-of-use assets.*

(1) Total impact of macroeconomic parameters amounted to PLN (32,236) million (y/y).

In the **Refinery segment** the impact of changes in macro factors was negative PLN (5,539) million (y/y) and was mainly due to lower (y/y) margins (crack) on light and middle distillates, which reduced the model refining margin by USD/bbl (6.0) (y/y). Additional impact on the negative macro effect of the segment was the strengthening of the PLN against the USD by PLN/USD 0.22 and the negative impact (y/y) of hedging transactions.

In the **Petrochemical segment** the impact of changes in macroeconomic parameters amounted PLN (375) million and was mainly due to the negative impact of CO_2 emission costs (y/y), hedging transactions and exchange rates. The negative impact of margins (crack) on PTA and fertilizers and PVC, was partially compensated by an increase (y/y) in margins on olefins and polyolefins.

In the **Energy segment** the impact of changes in macro factors was positive and amounted to PLN 1,075 million (y/y) and included mainly increase in margins on electricity distribution, lower (y/y) network loss costs and updated reserves for CO2 emissions. Additionally, the segment's result was also positively impacted by a decrease in gas prices with a negative impact of lower margins realized on electricity sales to business customers.

In the **Upstream segment** the impact of changes in macro factors amounted PLN (3,377) million (y/y) as a result of lower (y/y) gas quotations and the strengthening of the of PLN against USD and NOK.

In the **Gas segment** the impact of changes in macro environment amounted PLN (23,965) million (y/y) and resulted mainly from lower margin on the sale of high-methane gas in connection with the execution of futures contracts on TGE at lower prices compared to the 12 months of 2023. Additionally, the impact of cash flow hedging transactions in year 2023 was positive mainly due to the discontinuation of hedge accounting for a separately identified portfolio of hedging transactions for the purchase of LNG from Venture Capital in the net amount PLN 7,165 million. Accordingly, the lack of positive impact of the above instruments in 2024 resulted in a negative impact (y/y) of hedging transactions. The above negative effects were partially compensated by the positive impact of the strengthening of the PLN against the USD and EUR.

(2) ORLEN Group's total volume sales in the Refinery, Petrochemical and Retail segments was slightly lower by (0.1)% (y/y) and amounted to 47,506 thousand tons. Sales of the Energy segment was lower by (12.2)% (y/y) and amounted to 28.5 TWh. On the other hand, sales of the Upstream segment amounted to 25.8 million boe and was higher by 23.0% (y/y), while the volumes of the Gas segment amounted to 303.0 TWh and was higher by 2.3% (y/y).
As a result of the above sales trends in each operating segment, the total volume effect amounted to **PLN 3,257 million (y/y).**

In the **Refining segment**, the volume impact amounted to PLN (1,356) million (y/y) and was mainly due to a decrease in volume sales by (4.6)% (y/y) to the level of 31,410 thousand tons, mainly in the Polish, Czech and Baltic markets.

Lower sales volumes in the Polish market are mainly the result of an aggressive pricing policy, as a result of which low trading margins in the 3rd and 4th quarters of 2023 resulted a significant increase in base year sales volumes. As a result, there was a drawdown of mandatory and operating inventories, which had to be replenished to required levels during 2024.

In the Czech market negative volume effect is derived from the reduction in the processing of Rebco crude oil from 4.7 million tons to 2.7 million tons and replacing it with more expensive types of crude oil. The level of sales was also significantly affected by lower product availability due to the cyclical shutdown of the Litvinov refinery and its stoppage in August and September 2024 due to an unexploded bomb found at the site.

In the Baltics markets, the negative volume effect is a result of lower oil throughput and consequently lower (y/y) product sales volumes. In the 4th quarter 2024, maintenance work was carried out on production facilities. In addition, unfavorable weather conditions in November 2024 caused changes in the schedule of oil deliveries to the Butinga terminal and consequently reduced crude throughput.

In the **Petrochemical segment**, the volume change effect amounted to PLN 765 million (y/y) as a result of higher by 9.3% (y/y) sales of products in the Polish market, mainly olefins, polyolefins, PTA, fertilizers and PVC. The increase in sales volumes (y/y) was due to higher demand for petrochemical products from Europe as a result of logistical constraints and higher availability of production facilities in the 4th quarter 2024 compared to 4th quarter 2023 (plant shutdowns Olefins, PTA, Metathesis, LDPE). In the Czech market sales volume was lower (y/y) mainly due to lower market consumption and the plant's shutdown in the Litvinov at the end of August/beginning of September 2024 due to an unexploded bomb found at the site.

In the **Energy segment**, the volume impact amounted to PLN (380) million (y/y) mainly due to lower power energy production in the Ostrołęka Power Plant as a result of lower unit utilization by the PSE. In addition, the cyclical maintenance shutdown of the refinery in Litvinov in the 4th quarter 2024 and stopping this refinery due to an unexploded bomb found at the site have had an impact on lowering production and sales of electricity in the Unipetrol Group. The above negative effects were partially offset by the positive impact of higher (y/y) distribution and sales volumes of electricity generated by conventional and RES units.

In the **Retail segment**, the change in sales volumes was positive and amounted to PLN 398 million (y/y) due to higher fuel sales in the Czech market by 13.6% (y/y), Polish by 0.6% (y/y) and Lithuanian by 1.5% (y/y), with comparable volumes in the German market (y/y). In addition, the year 2024 included volumes of ORLEN Austria Group managing fuel stations in Austria at the level of 900 thousand tons.

In the **Upstream segment**, the volume effect amounted to PLN 2,927 million (y/y) and was mainly due to higher production and sales of hydrocarbons due to the consolidation of volumes of the new upstream company KUFPEC Norway AS.

In the **Gas segment**, the impact of sales volumes amounted to PLN 903 million (y/y) mainly as a result of the positive effect on the resale of surplus high-methane gas for balancing purposes.

(3) The impact of other factors amounted to PLN 2,117 million (y/y) and mainly included:

- lack of negative impact from the year 2023, of written-off assets as a result of advances made for the supply of oil and petroleum products in the ORLEN Trading Switzerland GmbH in the amount of PLN 1,484 million (y/y),
- positive impact of compensation for Gudron Hydrodesulfurization Plant failure in the amount of PLN 854 million and for Hydrocracking in the amount of PLN 84 million,
- negative impact of the recognition of the restructuring provision in Spolana (Czechia) in the amount of PLN (417) million,
- impact of settlement of assets and liabilities of the former PGNIG Group as of the merger date in the amount of PLN (7,298) million (y/y),
- impact of the ORLEN Group's applied changes in accounting principles described in section 2.2.1. of this report in the amount of PLN (1,442) million (y/y), mainly as a result of the change in exchange rate differences on trade receivables and payables due to the strengthening of the PLN exchange rate against foreign currencies,
- positive impact of net write-downs on inventories (NRV) in the amount of PLN 244 million (y/y)
- other elements in the amount of PLN 8,608 million (y/y) mainly related to the positive impact of gas extrusions from storage with lower trading margins on sales of nitrogen and high-methane gas in the Gas segment, increased trading margins in Refining and Retail, with the negative impact of lower margins in Petrochemicals and higher (y/y) fixed and labor costs.

ORLEN GROUP (in PLN million)

Statement of profit or loss for 4th quarter of 2024

Result from operations increased by depreciation and amortization ("EBITDA") in the 4th quarter of 2024 amounted to PLN 11,483 million compared to PLN 6,607 million in the same period of 2023.

The impact of crude oil prices changes on inventory valuation in the 4th quarter of 2024 included in EBITDA result amounted to PLN (44) million compared to PLN (627) million in the 4th quarter of 2023.

EBITDA according to LIFO inventory valuation method ("EBITDA LIFO") after elimination of net impairment allowances on non-current assets* amounted to PLN 12,656 million and was lower by PLN (8,455) million (y/y).

	4th quarter 2024	4tf quarter 2023	change (y/y)
EBITDA	11 483	6 607	4 876
LIFO	(44)	(627)	583
EBITDA LIFO	11 527	7 234	4 293
Net impairment allowances on non-current assets*	(1 129)	(13 877)	12 748
EBITDA LIFO (after elimination of impairment allowances*)	**12 656**	**21 111**	**(8 455)**

Factors influencing the change in results:		**(8 455)**
Macro	(1)	(12 662)
Volume	(2)	1 747
Others	(3)	2 460

** Net impairment allowances on non-current assets are described in Note 5.3 Impairment of property, plant and equipment, intangible assets, goodwill and right-of-use assets.*

(1) The total impact of macroeconomic parameters amounted to PLN (12,662) million (y/y).

In the **Refinery segme**nt the impact of changes in macro factors was negative PLN (684) million (y/y) and was mainly due to lower margins on light and middle distillates which reduced the model refining margin by USD/bbl (6.2) (y/y), negative impact of the hedging transactions the strengthening of the PLN against the USD and higher CO2 emission costs. The segment's results were positively affected by improvement of differentials of processed oil grades by USD/bbl (2.7) (y/y)

In the **Petrochemical segment** the impact of changes in macro parameters amounted to PLN (285) million (y/y) mainly as a result of lower margins on PTA and fertilizers, higher CO_2 emission costs and the negative impact of hedging transactions with positive impact of higher margins on polyolefins and olefins.

In the **Energy segment** the impact of changes in macro was positive and amounted to PLN 1,458 million (y/y) and was mainly due higher margins on energy distribution and lower (y/y) costs of network losses and margins on electricity sales including the balance of provisions for contracts incurring charges. In addition, the segment's result was positively affected by the revaluation of provisions for CO2 emissions.

In **the Upstream segment** the impact of changes in macro environment amounted to PLN 227 million (y/y) as a result of the positive impact of higher gas prices by 8,7% (y/y) partially limited by the impact of the strengthening of the PLN against the USD and NOK.

In the **Gas segment** the impact of changes in macro factors amounted to PLN (13,378) million (y/y) as a result of lower margins on sales of high-methane gas due to the execution of futures contracts on TGE at lower prices compared to 4th quarter of 2023. In addition, the impact of cash flow hedging transactions in year 2023 was positive mainly due to the discontinuation of hedge accounting for a separately identified portfolio of hedging transactions for the purchase of LNG from Venture Capital in the net amount PLN 7,165 million. Accordingly, the lack of positive impact of the above instruments in 2024 resulted in a negative impact (y/y) of hedging transactions. The above negative effects were partially compensated by the positive impact of the strengthening of the PLN against the USD and EUR.

(2) Total volume sales of the ORLEN Group in the Refining, Petrochemical and Retail segments declined by (4.9)% (y/y), i.e. to 12,465 thousand tons. Sales of the Energy segment decreased by (16.3)% (y/y) and amounted to 7.3 TWh. In contrast, sales of the Upstream segment amounted to 5.1 million boe, and was higher by 21.8% (y/y), while sales of the Gas segment amounted to 90.1 TWh and increased of 4.5% (y/y).

As a result, **the volume effect amounted to PLN 1,747 million (y/y).**

In the **Refinery segment**, the volume effect despite lower segment sales, was positive and amounted to PLN 297 million (y/y). The above effect was due to a change in the structure of sales of products from own production compared to sales of commercial goods on the Polish market (the effect of the 3rd and 4th quarter 2023 pricing policy). Sales of own products increased by 0.4 million tons, sales volumes of commercial goods, however, decreased by (0.7) million tons. On its own products, the ORLEN carries out full production (crack) and trade margins, hence the positive volume effect on own products exceeded the negative effects of lower sales of goods (on which only a small trade margin is realized).

In the ORLEN Lietuva Group negative volume effect resulted from ongoing repair work on production facilities while in Unipetrol Group higher volume sales were due to higher availability of production facilities following the second quarter 2024 maintenance restrictions and an unplanned shutdown in August and September 2024.

In the **Petrochemicals segment**, the volume change effect amounted to PLN 333 million (y/y) and was due to higher (y/y) sales of olefins, fertilizers, PVC and PTA mainly in the Polish market as a result of higher availability of production facilities in 4th quarter 2024 compared to 4th quarter 2023. In the Czech market higher sales of polyolefins and PVC were limited by lower volumes of fertilizers and olefins.

In the **Energy segment**, the volume impact amounted to PLN (217) million (y/y) mainly as a result of lower energy production at the Ostrołęka Power Plant as a result of lower unit utilization by the PSE, higher volume of network losses (y/y) and higher volumes of natural gas consumption at CCGT Plock.

In the **Retail segment**, the change in sales volumes amounted to PLN (30) million (y/y) due to lower sales in the Polisg market by (12.8)% (y/y) and German market by (5.9)% (y/y) with higher sales in the Czech market by 8.9% (y/y) and Lithuanian by 5.9%. Additionally in 4th quarter of 2024 volumes of ORLEN Austria managing fuel stations in Austria were included at the level of 235 thousand tons.

In the **Upstream segment**, the volume effect amounted to PLN 847 million (y/y) and was mainly due to higher production and sales of hydrocarbons due to the consolidation of volumes of the new extraction company KUFPEC Norway AS.

In the **Gas segment**, the impact of sales volumes amounted to PLN 517 million (y/y) mainly as a result of as a result of the increase in sales of nitrogenized gas and the positive effect on the resale of surplus E (high-methane) gas for balancing purposes.

(3) The impact of other factors amounted to PLN 2,460 million (y/y) and mainly included:

- lack of negative impact from the 4tth quarter 2023, of written-off assets as a result of advances made for the supply of oil and petroleum products in the ORLEN Trading Switzerland GmbH in the amount of PLN 1,484 million (y/y),
- received the next installment of compensation for Gudron Hydrodesulfurization Plant failure in the amount of PLN 411 million,
- negative impact of the recognition of the restructuring provision in Spolana (Czechia) in the amount of PLN (417) million,
- lower (y/y) write-downs on the Price Difference Payment Fund in the amount PLN 3,834 million,
- impact of settlement of assets and liabilities of the former PGNIG Group as of the merger date in the amount of PLN (2,119) million (y/y),
- impact of the ORLEN Group's applied changes in accounting principles described in section 2.2.1. of this report in the amount of PLN (1,411) million (y/y), mainly as a result of the change in exchange rate differences on trade receivables and payables due to the strengthening of the PLN exchange rate against foreign currencies,
- other elements in the amount of PLN 678 million (y/y) mainly related to a change (y/y) in fixed and labor costs, an increase in margins in the Refining and Retail segments and a decrease in margins in the Petrochemicals, Gas and Upstream segments, as well as a negative impact (y/y) from the use of historical inventory layers.

2. The most significant events in the period from 1 January 2024 up to the date of preparation of this report

JANUARY 2024

Changes in Supervisory Board
ORLEN announced that on 25 January 2024 the Minister of the State Assets, acting on behalf of the shareholder the State Treasury, according to § 8 item 2 point 1 of the Company's Articles of Association appointed Mr Wojciech Popiołek to the ORLEN S.A. Supervisory Board.

Changes in Management Board
ORLEN announced that the Company's Supervisory Board, after reviewing the letter of the President of ORLEN's Management Board, Mr Daniel Obajtek, where he declared that "he placed himself at the disposal of the Company's Supervisory Board in the scope of the performed function", decided to dismiss Mr Daniel Obajtek from the ORLEN's Management Board with effect from the end of the day, 5 February 2024.

FEBRUARY 2024

Changes in Management Board
ORLEN announced that on 2 February 2024 Mr Michał Róg submitted a resignation with the effect from the end of 5 February 2024 from the position of ORLEN Management Board Member.

ORLEN announced that on 5 February 2024 Ms Patrycja Klarecka and Mr Armen Artwich submitted resignations from the positions of ORLEN Management Board Members with the effect from the end of 5 February 2024.

ORLEN announced that on 5 February 2024 Mr Jan Szewczak submitted resignation from the position of ORLEN Management Board Member with the effect from the end of 5 February 2024.

Changes in Supervisory Board
ORLEN announced that on 6 February 2024 the Minister of the State Assets, acting on behalf of the shareholder the State Treasury, according to § 8 item 2 point 1 of the Company's Articles of Association removed effective from 6 February 2024 Mr Wojciech Popiołek from the Supervisory Board of ORLEN S.A. of the current term of office.

Changes in Management Board
ORLEN announced that on 6 February 2024 the Minister of the State Assets, acting on behalf of the shareholder the State Treasury, according to § 9 item 1 point 3 of the Company's Articles of Association appointed effective 6 February 2024 Mr Witold Literacki to the ORLEN Management Board. At the same time the Company's Supervisory Board on 6 February 2024 meeting appointed Mr Witold Literacki with effect from 6 February 2024 as acting President of the Company's Management Board.
Moreover the Company's Supervisory Board dismissed following persons from the Management Board:
- Mr Adam Burak,
- Mr Krzysztof Nowicki,
- Mr Robert Perkowski,
- Mr Piotr Sabat,
- Ms Iwona Waksmundzka-Olejniczak.

At the same meeting the Company's Supervisory Board decided to delegate with effect from 7 February 2024 the following members of the Company's Supervisory Board for temporary acting as members of the Company's Management Board, by the time of appointment of the Management Board members for that positions, providing that no longer than for three months:
- Mr Kazimierz Mordaszewski,
- Mr Tomasz Sójka,
- Mr Tomasz Zieliński.

Changes in Supervisory Board
ORLEN announced that on 9 February 2024 Mr Tomasz Sójka submitted resignation from the position of ORLEN Management Board Member with the effect on 16 February 2024.

Changes in Management Board
ORLEN announced that on 16 February 2024 the Company's Supervisory Board decided to delegate with effect from 17th February, 2024 Mr Ireneusz Sitarski, member of the Company's Supervisory Board for temporary acting as a member of ORLEN's Management Board, by the time of appointment of the Management Board member for that position, providing that no longer than for three months.

APRIL 2024

Changes in Management Board
ORLEN announced that on:
- 10 April 2024 the Company's Supervisory Board appointed Mr Ireneusz Fąfara with effect from 11 April 2024 for the position of President of the Company's Management Board for the common term of office, which ends on the date of the Ordinary Shareholders Meeting that will approve the Company's financial statement for 2025.
  At the same meeting the Company's Supervisory Board entrusted Mr Witold Literacki, appointed to the Company's Management Board by the Minister of the State Assets, according to § 9 item 1 point 3 of the Company's Articles of Association, the duties of the Vice-president of the Management Board for Corporate Affairs and the function of the first deputy of the President of the Company's Management Board with effect from 11 April 2024.
  Moreover the Company's Supervisory Board decided to terminate with immediate effect the period of delegation of the member of the Company's Supervisory Board, Mr Ireneusz Sitarski for temporary acting as a member of the Company's Management Board.
- 16 April 2024 the Company's Supervisory Board appointed to the composition of the Company's Management Board with effect from 1 May 2024 the following persons:
  - Ms Magdalena Bartoś for the position of Vice-president of the Management Board, Financials,
  - Mr Robert Soszyński for the position of Vice-president of the Management Board, Strategy and Sustainable Development,
  - Mr Wiesław Prugar for the position of Member of the Management Board, Upstream.

for the common term of office, which ends on the date of the Ordinary Shareholders Meeting that will approve the Company's financial statement for 2025.
Moreover the Company's Supervisory Board at the same meeting decided to remove Mr Józef Węgrecki from the position of the Company's Management Board Member with effect from 30 April 2024

Changes in Supervisory Board
ORLEN announced that on 25 April 2024 the Minister of the State Assets, acting on behalf of the shareholder the State Treasury, according to § 8 item 2 point 1 of the Company's Articles of Association appointed on 25 April 2024 Mr. Piotr Wielowieyski to the ORLEN S.A. Supervisory Board of the current term of office.

MAY 2024

Dismissal of a claim to declare the non-existence of a resolution of the EGM of PGNiG S.A.
ORLEN announced that the District Court in Płock, I Civil Department, ruled in one of the proceedings to repeal or declare invalidity of the resolution no. 3/2022 of the Extraordinary General Meeting of PGNiG S.A. of October 10, 2022 on the merger of the Company with PGNiG S.A. and consent to the proposed amendments to the Articles of Association of ORLEN ("Resolution").
The Court decided to discontinue the proceeding with respect to the claim for repealing the Resolution and for declaration of its invalidity due to the effective withdrawal of the claim in this part, and also dismissed the claim for determination of non-existence of the Resolution.

Changes in the Management Board and Supervisory Board
ORLEN announced that on 14 May 2024 Mr. Witold Literacki resigned from the Company's Management Board and from the function of Vice-President of the Management Board of ORLEN S.A. and first deputy of the President of the Company's Management Board with effect on the end of the day of 15 May 2024.

Moreover, on 14 May 2024 Mr. Ireneusz Sitarski submitted resignation from the function of ORLEN Supervisory Board Member with effect on the end of the day of 15 May 2024.

The Company's Supervisory Board at its meeting on 14 May 2024, appointed to the composition of the ORLEN's Management Board with effect on the start of the day of 16 May 2024 the following persons:
- Mr. Witold Literacki for the position of Vice-president of the Management Board, Corporate Affairs,
- Mr. Ireneusz Sitarski for the position of Vice-president of the Management Board, Retail Sales,

for the common term of office, which ends on the date of the Ordinary Shareholders Meeting that will approve the Company's financial statement for 2025.

Dismissal of the appeal in the case for annulment or repeal of the resolution of EGM of Grupa LOTOS S.A.
ORLEN announced that the Court of Appeal in Łódź, I Civil Division on 15 May 2024 has announced the verdict, in which it dismissed the appeal of shareholders of the former Grupa LOTOS S.A. ("Grupa LOTOS") for annulment of Resolution No. 3 of the Extraordinary General Meeting of Grupa LOTOS as of 20 July 2022 on the merger of the Company with Grupa LOTOS, an increase in the share capital of PKN ORLEN and consent to the proposed amendments to the Articles of Association of PKN ORLEN, together with a claim for potential repealing of this resolution. The judgment is final.

JUNE 2024

Changes in the Management Board
ORLEN announced that on 12 June 2024 the Company's Supervisory Board appointed to the composition of the ORLEN S.A. Management Board the following persons:
- Mr Marek Balawejder with effect on the start of the day of 1 August 2024 for the position of Member of the Management Board, Wholesale and Logistics,
- Mr Artur Osuchowski with effect on the start of the day of 13 June 2024 for the position of Member of the Management Board, Energy and Energy Transformation,

for the common term of office, which ends on the date of the Ordinary Shareholders Meeting that will approve the Company's financial statement for 2025.

Changes in the Supervisory Board
ORLEN announced that the Minister of the State Assets, acting on behalf of the shareholder the State Treasury, according to § 8 item 2 point 1 of the Company's Articles of Association dismissed effective from 24 June 2024 Mr Piotr Wielowieyski from the Supervisory Board of ORLEN S.A. of the current term of office.

ORLEN's Supervisory Board approved the disposal of own shares retained after merger with LOTOS Group and PGNiG
ORLEN announced that on 19 June 2024 the Company's Supervisory Board approved the disposal of own shares, issued by ORLEN in connection with the merger of the Company with LOTOS Group S.A. and with Polskie Górnictwo Naftowe i Gazownictwo S.A. that due to the adopted rules of shares swap ratio described in the merger plans of the companies were not handed over to the shareholders, in the amount of 7,220 of series E shares and 26,938 of series F shares ("Shares"). The disposal of Shares will be ordered in the brokerage firm that maintains the ORLEN securities account at the current market price. The total number of Shares for disposal amounts to 34,158 and presents ca. 0.003% of the ORLEN share capital.
Transaction of the Shares disposal shall be made in the next three months.

JULY 2024

Changes in the Supervisory Board
ORLEN announced that on 24 July 2024 Ordinary General Meeting of ORLEN appointed following persons to the Company's Supervisory Board:
- Mr Marian Sewerski for the member of the Company's Supervisory Board,
- Mr Piotr Wielowieyski for the member of the Company's Supervisory Board

AUGUST 2024

The statements of claims for annulment or repeal of the resolutions of the Ordinary General Meeting of ORLEN
ORLEN acquired an information from the District Court for Łódź, X Commercial Division, about the statements of claims filed by the Company's shareholders for annulment or repeal of the following resolutions adopted by the Ordinary General Meeting of ORLEN on 25 June 2024:
- Resolution No 12 on discharge of member of the Management Board, Mr Armen Konrad Artwich of liability for his activities in 2023,
- Resolution No 14 on discharge of member of the Management Board, Mrs Patrycja Klarecka of liability for her activities in 2023,
- Resolution No 15 on discharge of member of the Management Board, Mr Michał Róg of liability for his activities in 2023,

- Resolution No 16 on discharge of member of the Management Board, Mr Jan Szewczak of liability for his activities in 2023,
- Resolution No 17 on discharge of member of the Management Board, Mr Józef Węgrecki of liability for his activities in 2023,
- Resolution No 18 on discharge of member of the Management Board, Mr Piotr Sabat of liability for his activities in 2023,
- Resolution No 19 on discharge of member of the Management Board, Mr Krzysztof Nowicki of liability for his activities in 2023,
- Resolution No 21 on discharge of member of the Management Board, Mr Robert Perkowski of liability for his activities in 2023,
- Resolution No 26 on discharge of member of the Supervisory Board, Mr Andrzej Szumański of liability for his activities in 2023,
- Resolution No 30 on discharge of member of the Supervisory Board, Mr Michał Klimaszewski of liability for his activities in 2023.

In the Company's opinion the statements of claims are groundless.

The statements of claims for annulment or repeal of the resolutions of the Ordinary General Meeting of ORLEN
ORLEN acquired an information from the District Court for Łódź, X Commercial Division, about the statements of claims filed by the Company's shareholder for annulment or repeal of the following resolutions adopted by the Ordinary General Meeting of ORLEN on 25 June 2024:
- Resolution No 13 on discharge of member of the Management Board, Mr Adam Burak of liability for his activities in 2023,
- Resolution No 20 on discharge of member of the Management Board, Mrs Iwona Waksmundzka-Olejniczak of liability for her activities in 2023.

In the Company's opinion the statements of claims are groundless.

SEPTEMBER 2024

Changes in the Management Board
ORLEN announced that on 25 September 2024 the Company's Supervisory Board appointed Mr Marcin Wasilewski to the Company's Management Board with effect on the start of the day of 1 January 2025 for the position of Member of the Management Board, Technology for the common term of office, which ends on the date of the Ordinary Shareholders Meeting that will approve the Company's financial statement for 2025.

The statement of claims for annulment or repeal of the resolution of the Ordinary General Meeting of ORLEN S.A.
ORLEN acquired an information from the District Court for Łódź, X Commercial Division, about the statement of claims filed by the Company's shareholder for annulment or repeal of the Resolution No 11 on discharge of the Company's President of the Management Board, Mr Daniel Obajtek of liability for his activities in 2023, adopted by the Ordinary General Meeting of ORLEN on 25 June 2024.
In the Company's opinion the statement of claims is groundless.

OCTOBER 2024

Change of the date of appointment of Mr Marcin Wasilewski as Member of the Management Board of ORLEN
ORLEN announced that the Company's Supervisory Board has decided to change the date of appointed Mr Marcin Wasilewski as the Company's Management Board Member for Technology from 1 January 2025 to 6 November 2024.
According to the Supervisory Board's resolution of 25 September 2024, Mr Marcin Wasilewski was to take up his position on the Management Board of ORLEN 1 January 2025.

According to the resolution adopted on 16 October 2024, the Company's Supervisory Board decided to appoint Mr Marcin Wasilewski to the Company's Management Board with effect on the start of the day of 6 November 2024 for the position of Member of the Management Board for Technology, for the common term of office, which ends on the date of the Ordinary Shareholders Meeting that will approve the Company's financial statement for 2025

NOVEMBER 2024

Notice from Shareholders on the conclusion of an agreement
ORLEN announced that the Company has received a notification pursuant to Art. 69 in connection with Art. 87.1.5 and Art. 87.1.6 of the Act on Public Offering (unified text in Journal of Laws 2024, item 620) on the conclusion of an agreement between the Company's shareholders: Nationale-Nederlanden Otwarty Fundusz Emerytalny, PZU "Złota Jesień" Otwarty Fundusz Emerytalny and Generali Otwarty Fundusz Emerytalny ("Agreement"). According to the notice, the Agreement was concluded on 4 November 2024 in order to submit a request to add to the agenda of the Extraordinary General Meeting of ORLEN convened for 2 December 2024, an item: "Consideration of and voting on the resolutions regarding changes in the composition of the Company's Supervisory Board".
The notification, submitted by the proxy on behalf of the parties to the Agreement, also informs that the parties to the Agreement independently hold the following number of ORLEN shares:
- Nationale-Nederlanden Otwarty Fundusz Emerytalny holds 68,379,124 shares in the Company, representing 5.89% of the share capital and the total number of votes in the Company,
- PZU "Złota Jesień" Otwarty Fundusz Emerytalny holds 35,006,722 shares in the Company, representing 3.01% of the share capital and the total number of votes in the Company,
- Generali Otwarty Fundusz Emerytalny holds 30,833,617 shares in the Company, representing 2.65% of the share capital and the total number of votes in the Company.

The parties to the Agreement hold a total of 134,219,463 shares in the Company, representing 11.56% of the share capital and entitling to exercise 11.56% of the total number of votes in the Company.

Information on Olefins III complex development
ORLEN announced that on 6 November 2024 the Company's Management Board decided it will concentrate further analysis on selected strategic options of Olefins III complex development ("Project").
Following strategic options are subject to thorough analysis:
- Optimization of the Project with respect to output capacity and utilization of currently existing units.
- Termination of the Project in its current form or its temporary, partial suspension.

Continuation of the Project with the current scope and scale (described in regulatory announcements no 26/2021 and 27/2021 as of 24 May 2021, no 34/2021 as of 22 June 2021, no 30/2023 as of 29 June 2023) is unprofitable. The capital expenditures and project-related costs for the Project realization would amount to ca. PLN 45-51 billion. Completion of the construction works would be feasible no sooner than at the beginning of 2030. Those have been assessed by external, reputable advisors, based on the current scope and scale and include all required infrastructure, procurement contracts' conditions, macroeconomic and market outlook.
Selection of the strategic options has been made to safeguard the Company's interest and is made on the basis of petrochemical market analysis, macroeconomic situation and Project profitability.

Notice from Shareholders on the termination of an agreement
ORLEN announced that the Company has received a notification pursuant to Art. 69 in connection with Art. 87.1a of the Act on Public Offering (unified text in Journal of Laws 2024, item 620) on the termination of an agreement between the Company's shareholders: Nationale-Nederlanden Otwarty Fundusz Emerytalny, PZU "Złota Jesień" Otwarty Fundusz Emerytalny and Generali Otwarty Fundusz Emerytalny ("Agreement"). According to the notice, the Agreement was concluded on 4 November 2024 in order to submit a request to add to the agenda of the Extraordinary General Meeting of ORLEN convened for 2 December 2024, an item: "Consideration of and voting on the resolutions regarding changes in the composition of the Company's Supervisory Board". The agreement has been terminated due to submit to ORLEN on 4 November 2024 a request to amend the agenda.
The notification, submitted by the proxy on behalf of the parties to the Agreement, also informs that, after termination of the Agreement, shareholders independently held the following number of ORLEN shares:

- Nationale-Nederlanden Otwarty Fundusz Emerytalny holds 68,379,124 shares in the Company, representing 5.89% of the share capital and the total number of votes in the Company,
- PZU "Złota Jesień" Otwarty Fundusz Emerytalny holds 35,006,722 shares in the Company, representing 3.01% of the share capital and the total number of votes in the Company,
- Generali Otwarty Fundusz Emerytalny holds 30,833,617 shares in the Company, representing 2.65% of the share capital and the total number of votes in the Company.

The parties to the Agreement after termination of the Agreement held a total of 134,219,463 shares in the Company, representing 11.56% of the share capital and entitling to exercise 11.56% of the total number of votes in the Company.

DECEMBER 2024

Changes in Supervisory Board
ORLEN announced that on 2 December 2024 ORLEN's Extraordinary General Meeting appointed Ms Ewa Sowińska for the position of the Company's Supervisory Board Member.

Decision to stop the project Olefins III complex development under the current scope
ORLEN announced that on 11 December 2024 the Company's Supervisory Board approved Company's Management Board decision from 10 December 2024 to stop the Olefins III complex development under the current scope.
Continuation of Olefins III complex development in the current scope and scale (described in the regulatory announcements no 26/2021 and 27/2021 as of 24 May 2021, no 34/2021 as of 22 June 2021 and no 30/2023 as of 29 June 2023) is not profitable. It results among the others from:
(1) inadequately defined scope of the investment, i.e. not all required OSBL infrastructure have been planned,
(2) underestimated financing costs and time necessary for realization,
(3) underestimated necessary CAPEX, which would increase total project costs up to PLN 45-51 billion.
At the end of 3 quarter 2024, already spent CAPEX for Olefins III complex development amounted to PLN 12.6 billion.
Further works will be conducted within "New Petrochemicals" project in the optimized scope rationalizing required CAPEX.
The decision of the Company's corporate bodies assumes construction of ethylene unit with an annual production capacity up to 740 kt ("Project"), which will be commissioned no earlier than in 2030.
According to current analysis held by the Management Board optimized CAPEX of redefined Project is estimated at ca. PLN 34.0 billion, including ca. PLN 6 billion of financing costs.
Incremental feasibility of Project EBITDA generation in 2030 is currently estimated at approximately PLN 550-800 million yearly, depending on capacity utilization.
Currently, the Company will concentrate its Project related actions on talks with contractors of the core olefin unit (ISBL) and additional infrastructure (OSBL) to ensure realization of the new schedules. At the same time, the Company informs that some relevant design and technical problems of ISBL unit were identified and recognized. Solving them is impacting the Project realization.
The Company will conduct negotiations with its' business partners involved in the Project.
By 30 September 2025, the Company's Management Board will prepare and publish the overall budget of the Project and its new material and financial schedule in the optimized scope together with the required OSBL infrastructure.
Decision of the Company's corporate bodies is aimed at minimizing value damage that the Company may have faced should the Project be continued in its current scope.
The decision of the Company's Management Board described above, made on 10 December 2024, has been identified as an inside information, publication of which has been delayed by the moment the decision of the Company's Supervisory Board is made, in accordance to Art. 17 item 4 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

JANUARY 2025

ORLEN Group Strategy to 2035 with new dividend policy
ORLEN announced the ORLEN Group strategy till 2035 (the "Strategy") 'The Energy of Tomorrow Starts Today'. Successful

implementation of the strategic initiatives will allow the ORLEN Group to transform itself towards an integrated, diversified and cycle-resilient organization. ORLEN Group's ambition is to ensure a stable growth rate of operating profit and regular payment of increasing dividends (https://www.orlen.pl/en/about-the-company/strategy).

Purchase of the Company's shares by the Vice-President of ORLEN Management Board
ORLEN announced that on:
- 9 January 2025 the Company received from Ms Magdalena Bartoś, the Vice-President of ORLEN Management Board a notification of the purchase of ORLEN S.A. shares
- 10 January 2025 the Company received from Mr. Marcin Wasilewski, the Member of ORLEN Management Board a notification of the purchase of ORLEN S.A.;
- 10 January 2025 the Company received from Mr. Marek Balawejder, the Member of ORLEN Management Board a notification of the purchase of ORLEN S.A. shares.

The statement of claim for annulment with potential claim for repeal of the resolution of ORLEN S.A. EGM
ORLEN acquired an information from the District Court for Łódź, X Commercial Division, about the statement of claim filed by the Company's shareholder for annulment together with potential claim for repeal of the resolution no 5 adopted by the Extraordinary General Meeting of ORLEN on 2 December 2024 to seek compensation for losses incurred by the Company due to misconduct by the former members of the Management Board in their capacity as such.
In the Company's opinion the statement of claim is groundless.

Issuance of series C bonds under the medium term bonds programme
ORLEN announced that on 28 January 2025 the Company concluded issue documentation on the series C medium term bonds with the total nominal value of USD 1,250,000,000 ("Bonds"), which will be issued under the medium term bonds programme established on 13 May 2021, updated on 20 January 2025 (global medium term bonds programme, GMTN).
The Bonds will be issued under the following terms and conditions:
- The total nominal value of Bonds: USD 1,250,000,000;
- The number of Bonds: 6,250 series C Bonds in registered form;
- Nominal value of one Bond: USD 200,000;
- Issue price of one Bond: 98.555%,
- Maturity date: 30 January 2035;
- Interest rate of the Bonds - the Bonds will bear fixed rate interest of 6% per annum;
- The Bonds will not be secured;
- The planned settlement date for the bonds issue is 30 January 2025. The Bonds will be paid by wire transfer to the Company's account;
- The Company will apply for the admission of the Bonds to trading on the regulated market of Euronext Dublin.

The proceeds from the issue of the Bonds will be applied for the general corporate purposes, including financing the investment projects arising from ORLEN Strategy 2035.
The subscription for Bonds has been conducted on 23 January 2025 and it has been finished on the same day. The offer was not divided into tranches. The allocation of the Bonds has been made on 23 January 2025 and the settlement of the issue will be conducted on 30 January 2025.
During the subscription period, ca. 206 investors indicated their interest for the Bonds. The final orderbook amounted to more than USD 4,000,000,000, implying 3,3 oversubscription for Bonds. ORLEN allocated the Bonds to 148 investors from 28 countries.
Citigroup Global Markets Europe AG, J.P. Morgan SE, BANCO SANTANDER, S.A., Goldman Sachs Bank Europe SE and SMBC Bank EU AG participated in the preparation of the transaction.
The value of the issue, defined as the number of Bonds which were offered multiplied by the issue price, amounted to USD 1,231,937,500.
Due to the lack of final settlement of the issue costs until the day of this report, ORLEN will prepare and publish a regulatory announcement indicating the issue costs, including the costs by type, after receiving and accepting all invoices from the entities involved in preparing and conducting the offer, no later, however, than within the time required to publish a regulatory announcement with this information.
ORLEN's costs related to the Bonds offer will be charged to ORLEN's operating costs.

Admission of series C GMTN bonds to trading on the regulated market operated by Euronext Dublin
ORLEN announced that on 30 January 2025 6,250 series C Bonds in registered form issued under the global medium term bonds programme ("GMTN") were admitted to trading on the regulated market operated by Euronext Dublin.

FEBRUARY 2025

Norges Bank decided to end the observation of ORLEN
Norges Bank decided to end the observation of ORLEN SA. The company has been under observation since February 2023 due to acquisition of Polska Press. In the bank's view at the time, the acquisition deal of the newspaper publisher involved an unacceptable risk that the company contributed to serious or systematic human rights violations, restricting press and freedom of expression. According to the recommendation of the Council on Ethics of the Norwegian bank, ORLEN's new Management Board who took office at the beginning of 2024 has implemented several changes in the Company's operations, thank to which the risk of the indicated violations has been eliminated. ORLEN decided to divest Polska Press, moreover, commercial management of Polska Press has been disconnected from editorial decision-making, while new editors of regional newspapers have been recruited via open recruitment processes. This could strengthen editorial freedom going forward.

ORLEN GROUP (in PLN million)

3. Other information

3.1. Composition of the Management Board and the Supervisory Board

As at the date of approval of these interim condensed consolidated financial statements, the composition of the management and supervisory bodies of the Company is as follows:

Management Board

Ireneusz Fąfara – President of the Management Board, Chief Executive Officer
Marek Balawejder – Member of the Management Board, Retail Sales
Magdalena Bartoś – Vice-President of the Management Board, Financials
Witold Literacki – Vice-President of the Management Board for Corporate Affairs,
Artur Osuchowski – Member of the Management Board, Energy and Energy Transformation
Wiesław Prugar – Member of the Management Board, Upstream
Ireneusz Sitarski – Vice-President of the Management Board, Wholesale and Logistics
Robert Soszyński – Vice-President of the Management Board, Operations
Marcin Wasilewski – Member of the Management Board, Technology

Supervisory Board

Wojciech Popiołek – Chairman of the Supervisory Board, Independent Member of the Supervisory Board
Michał Gajdus – Vice-Chairman of the Supervisory Board, Independent Member of the Supervisory Board
Katarzyna Łobos – Secretary of the Supervisory Board, Independent Member of the Supervisory Board
Ewa Gąsiorek – Independent Member of the Supervisory Board
Kazimierz Mordaszewski – Member of the Supervisory Board
Mikołaj Pietrzak – Independent Member of the Supervisory Board
Ewa Sowińska – Independent Member of the Supervisory Board
Marian Sewerski – Independent Member of the Supervisory Board
Piotr Wielowieyski – Independent Member of the Supervisory Board
Tomasz Zieliński – Member of the Supervisory Board

3.2. Shareholders holding directly or indirectly via related parties at least 5% of total votes at the Parent's General Shareholders' Meeting as at the submission date of this report

	Percentage share in total voting rights at Shareholder's Meeting as at submission date			Number of shares as at submission date		
Shareholder	foregoing quarterly report*	change p.p.	previous quarterly report**	foregoing quarterly report*	change	previous quarterly report**
State Treasury *	49.90%	-	49.90%	579 310 079	-	579 310 079
Nationale-Nederlanden OFE*	5.72%	-0.17%	5.89%	66 451 874	(1 927 250)	68 379 124
Other	44.38%	0.17%	44.21%	515 180 096	1 927 250	513 252 846
	100.00%	**-**	**100.00%**	**1 160 942 049**	**-**	**1 160 942 049**

according to the notification from the Shareholders about the conclusion of the agreement of 2 December 2024
*** according to the notification from the Shareholders about the conclusion of the agreement of 4 November 2024*

3.3. Changes in the number of the Parent Company's shares held by the Management Board and the Supervisory Board Members

Changes in the number of the Parent Company's shares held by the Management Board

	Number of shares, options as at the date of the previous quarterly report*	Acquisition	Disposal	Number of shares, options as at the date of the foregoing quarterly report**
Management Board	**77**	**5 895**	-	**5 972**
Marek Balawejder	77	1 823	-	1 900
Magdalena Bartoś	-	2 040	-	2 040
Marcin Wasilewski	-	2 032	-	2 032

** According to the confirmations received as at 5 November 2024*
*** According to the confirmations received as at 19 February 2025*

As at the date of preparation of this interim condensed consolidated financial statements, the Members of the Supervisory Board did not hold any shares in ORLEN.

In the period covered by this interim condensed consolidated financial statements, there were no changes in the ownership of ORLEN shares held by Members of the Management Board and the Supervisory Board.

3.4. Statement of the Management Board regarding the possibility to realise previously published forecasts of current year results

The ORLEN Group did not publish forecasts of its results.

QUARTERLY FINANCIAL INFORMATION
ORLEN S.A.

FOR THE 4th QUARTER 2024

PREPARED IN ACCORDANCE WITH INTERNATIONAL
FINANCIAL REPORTING STANDARDS
AS ADOPTED BY THE EUROPEAN UNION

QUARTERLY FINANCIAL INFORMATION OF ORLEN S.A. (in PLN million)

C. QUARTERLY FINANCIAL INFORMATION OF ORLEN

Separate statement of profit or loss and other comprehensive income

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited) (restated data)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Sales revenues	201 353	50 886	250 969	64 535
revenues from sales of finished goods and services	*150 624*	*38 825*	*192 037*	*50 042*
revenues from sales of merchandise and raw materials	*50 729*	*12 061*	*58 932*	*14 493*
Cost of sales	(180 891)	(41 856)	(209 139)	(53 458)
cost of finished goods and services sold	*(133 324)*	*(30 512)*	*(153 055)*	*(39 678)*
cost of merchandise and raw materials sold	*(47 567)*	*(11 344)*	*(56 084)*	*(13 780)*
Gross profit on sales	**20 462**	**9 030**	**41 830**	**11 077**
Distribution expenses	(8 281)	(2 070)	(9 132)	(2 670)
Administrative expenses	(2 440)	(675)	(2 304)	(643)
Other operating income	4 676	1 322	19 965	12 471
Other operating expenses	(5 742)	(1 333)	(25 583)	(16 485)
Loss)/reversal of loss due to impairment of trade receivables (including interest on trade receivables)	(112)	(37)	(142)	(48)
Profit from operations	**8 563**	**6 237**	**24 634**	**3 702**
Finance income	5 385	666	6 783	2 757
Finance costs	(6 297)	(298)	(3 062)	(1 077)
Net finance income and costs	**(912)**	**368**	**3 721**	**1 680**
(Loss)/reversal of loss due to impairment of loans and deposits	1 647	(298)	(2 116)	(2 169)
Profit before tax	**9 298**	**6 307**	**26 239**	**3 213**
Tax expense	(2 315)	(1 449)	(5 023)	(930)
Net profit	**6 983**	**4 858**	**21 216**	**2 283**
Other comprehensive income:				
which will not be reclassified subsequently into profit or loss	**10**	**5**	**(59)**	**(58)**
actuarial gains and losses	*15*	*12*	*(79)*	*(79)*
gains/(losses) on investments in equity instruments at fair value through other comprehensive income	*(3)*	*(6)*	*6*	*7*
deferred tax	*(2)*	*(1)*	*14*	*14*
which will be reclassified into profit or loss	**(2 094)**	**(77)**	**(1 486)**	**(5 658)**
hedging instruments	*(1 976)*	*14*	*(2 240)*	*(6 710)*
hedging costs	*(609)*	*(109)*	*406*	*(274)*
deferred tax	*491*	*18*	*348*	*1 326*
	(2 084)	**(72)**	**(1 545)**	**(5 716)**
Total net comprehensive income	**4 899**	**4 786**	**19 671**	**(3 433)**
Net profit and diluted net profit per share (in PLN per share)	6.01	4.18	18.27	1.97

QUARTERLY FINANCIAL INFORMATION OF ORLEN S.A. (in PLN million)

Separate statement of financial position

	31/12/2024 (unaudited)	31/12/2023	01/01/2023 (restated data)
ASSETS			
Non-current assets			
Property, plant and equipment	48 930	43 799	50 466
Intangible assets and goodwill	3 597	4 933	3 552
Right-of-use asset	4 732	4 696	4 206
Shares in subsidiaries and jointly controlled entities	65 475	67 974	62 666
Deferred tax assets	-	-	2 594
Obligatory inventories	9 789	9 128	11 151
Derivatives	1 343	1 505	1 252
Long-term lease receivables	19	19	20
Other assets, incl.:	21 097	12 668	13 007
loans granted	*19 587*	*11 271*	*11 767*
	154 982	**144 722**	**148 914**
Current assets			
Inventories	12 779	14 598	21 935
Trade and other receivables	16 037	18 792	22 588
Current tax assets	85	46	455
Cash	1 368	2 854	7 939
Derivatives	914	1 594	2 094
Other assets, incl.:	14 162	17 837	22 775
security deposits	*921*	*206*	*8 651*
loans granted	*3 912*	*4 637*	*3 329*
cash pool	*9 115*	*12 312*	*4 323*
Non-current assets classified as held for sale	980	3 926	1 218
	46 325	**59 647**	**79 004**
Total assets	**201 307**	**204 369**	**227 918**
EQUITY AND LIABILITIES			
EQUITY			
Share capital	1 974	1 974	1 974
Share premium	46 405	46 405	46 405
Other components of equity	972	3 066	4 547
Retained earnings	91 631	89 454	74 690
Total equity	**140 982**	**140 899**	**127 616**
LIABILITIES			
Non-current liabilities			
Loans, borrowings and bonds	11 712	9 337	10 088
Provisions	3 060	2 871	2 857
Deferred tax liabilities	1 053	626	-
Liabilities from contracts with customers	25	6	-
Derivatives	441	629	5 091
Lease liabilities	2 871	2 899	2 465
Other liabilities	200	184	2 975
	19 362	**16 552**	**23 476**
Current liabilities			
Trade and other liabilities	25 825	26 226	25 500
Lease liabilities	559	482	353
Liabilities from contracts with customers	326	431	341
Loans, borrowings and bonds	2 721	3 319	5 513
Provisions	3 965	4 428	4 374
Current tax liabilities	244	7	4 165
Derivatives	536	1 030	11 969
Other liabilities, incl.:	6 787	10 995	24 611
cash pool	*6 545*	*7 732*	*4 093*
liabilities due to contracts valued at the time of settlement of business combination	*-*	*2 757*	*18 822*
	40 963	**46 918**	**76 826**
Total liabilities	**60 325**	**63 470**	**100 302**
Total equity and liabilities	**201 307**	**204 369**	**227 918**

QUARTERLY FINANCIAL INFORMATION OF ORLEN S.A. (in PLN million)

Separate statement of changes in equity

	Share capital	Share premium	Other components of equity	Retained earnings	Total equity
01/01/2024	1 974	46 405	3 066	89 454	140 899
Net profit	-	-	-	6 983	6 983
Components of other comprehensive income	-	-	(2 096)	12	(2 084)
Total net comprehensive income	**-**	**-**	**(2 096)**	**6 995**	**4 899**
Dividends	-	-	-	(4 818)	(4 818)
Sale of own shares	-	-	2	-	2
31/12/2024	**1 974**	**46 405**	**972**	**91 631**	**140 982**
(unaudited)					
01/01/2023	1 974	46 405	4 547	74 690	127 616
Net profit	-	-	-	21 216	21 216
Components of other comprehensive income	-	-	(1 481)	(64)	(1 545)
Total net comprehensive income	**-**	**-**	**(1 481)**	**21 152**	**19 671**
Equity resulting from merger under common control	**-**	**-**	**-**	(3)	(3)
Dividends	-	-	-	(6 385)	(6 385)
31/12/2023	**1 974**	**46 405**	**3 066**	**89 454**	**140 899**

QUARTERLY FINANCIAL INFORMATION OF ORLEN S.A. (in PLN million)

Separate statement of cash flows

	12 MONTHS ENDED 31/12/2024 (unaudited)	3 MONTHS ENDED 31/12/2024 (unaudited) (restated data)	12 MONTHS ENDED 31/12/2023 (restated data)	3 MONTHS ENDED 31/12/2023 (unaudited) (restated data)
Cash flows from operating activities				
Profit before tax	**9 298**	**6 307**	**26 239**	**3 213**
Adjustments for:				
Depreciation and amortisation	4 281	1 109	5 227	1 280
Foreign exchange (gain)	(132)	(50)	(415)	(323)
Net interest	(1 557)	(426)	(1 518)	(371)
Dividends	(2 535)	-	(1 235)	(12)
Loss on investing activities, incl.:	5 628	401	16 861	13 574
recognition/(reversal) of impairment allowances of property, plant and equipment, intangible assets, other assets and shares	*6 284*	*640*	*14 446*	*11 293*
Change in provisions	3 028	891	3 871	979
Change in working capital	4 042	2 402	11 179	1 138
inventories	*1 805*	*722*	*7 400*	*154*
receivables	*2 184*	*(336)*	*3 979*	*2 624*
liabilities	*53*	*2 016*	*(200)*	*(1 640)*
Other adjustments, incl.:	(7 994)	(1 575)	(22 730)	(10 866)
settlement of grants for property rights	*(1 412)*	*(387)*	*(2 181)*	*(569)*
security deposits	*(716)*	*71*	*8 446*	*1 686*
derivatives	*(2 526)*	*(347)*	*(16 712)*	*(9 554)*
obligatory inventories	*(661)*	*(140)*	*2 023*	*1 575*
change in assets and liabilities due to contracts valued at the time of settlement of business combination	*(2 461)*	*(557)*	*(13 772)*	*(3 468)*
Income tax (paid)	(1 164)	(958)	(5 221)	(417)
Net cash from operating activities	**12 895**	**8 101**	**32 258**	**8 195**
Cash flows from investing activities				
Acquisition of property, plant and equipment, intangible assets and right-of-use asset	(12 643)	(3 659)	(19 985)	(4 130)
Disposal of property, plant and equipment, intangible assets and right-of-use asset	4 767	2 089	2 903	1 666
Acquisition of shares	(658)	-	(2)	-
Recapitalisation of subsidiaries	(357)	(126)	(4 103)	(2 941)
Recapitalisation in investments in joint ventures	-	-	(1 523)	-
Proceeds as to implementation of Remedies	20	-	340	-
Disposal of shares	171	8	-	-
Acquisition of bonds	-	-	(3 978)	-
Sale of bonds	-	-	3 978	923
Interest received	1 861	498	1 813	385
Dividends received	2 501	102	1 253	604
Expenses from loans granted	(11 033)	(6 854)	(16 005)	(3 089)
Proceeds from loans granted	3 902	570	14 313	873
Net flows within cash-pool system	2 526	(119)	(9 415)	(6 941)
Other	(52)	(5)	(677)	(214)
Net cash (used) in investing activities	**(8 995)**	**(7 496)**	**(31 088)**	**(12 864)**
Cash flows from financing activities				
Proceeds from loans and borrowings received	10 128	7 024	4 825	4 802
Repayments of loans and borrowings	(8 227)	(1 808)	(9 301)	(2 409)
Bonds issued	-	-	2 183	-
Interest paid from loans, borrowings, bonds and cash pool	(805)	(146)	(801)	(191)
Interest paid on lease	(160)	(29)	(145)	(29)
Dividends paid to equity owners of the parent	(4 818)	(4 818)	(6 385)	-
Net flows within cash-pool system	(1 163)	(530)	3 705	128
Payments of liabilities under lease agreements	(434)	(111)	(368)	(88)
Grants received	208	208	177	161
Other	(97)	(37)	(173)	(33)
Net cash from/(used in) financing activities	**(5 368)**	**(247)**	**(6 283)**	**2 341**
Net increase/(decrease) in cash	**(1 468)**	**358**	**(5 113)**	**(2 328)**
Effect of changes in exchange rates	(18)	(5)	28	1
Cash, beginning of the period	2 854	1 015	7 939	5 181
Cash, end of the period	**1 368**	**1 368**	**2 854**	**2 854**
including restricted cash	*293*	*293*	*188*	*188*

This consolidated quarterly report was approved by the Management Board of the Parent Company on 26 February 2025.

signed digitally on the Polish original
………………………..…………..
Ireneusz Fąfara
President of the Management Board

signed digitally on the Polish original
………………………..…………..
Marek Balawejder
Member of the Management Board

signed digitally on the Polish original
………………………..…………..
Magdalena Bartoś
Vice-President of the Management Board

signed digitally on the Polish original
…………..…………..……………
Witold Literacki
Vice-President of the Management Board

signed digitally on the Polish original
………………………..…………..
Artur Osuchowski
Member of the Management Board

signed digitally on the Polish original
………………………..…………..
Wiesław Prugar
Member of the Management Board

signed digitally on the Polish original
………………………..…………..
Ireneusz Sitarski
Vice-President of the Management Board

signed digitally on the Polish original
………………………..…………..
Robert Soszyński
Vice-President of the Management Board

signed digitally on the Polish original
………………………..…………..
Marcin Wasilewski
Member of the Management Board