



**Resolution No. 9742/26
of the Management Board
of ORLEN Spółka Akcyjna
dated 24 March 2026**

to authorise the Report of ORLEN S.A. on the compliance with best sports sponsorship practices applicable to state-owned companies for 2025.

Pursuant to Art. 9.7.1 and Art. 9.11 of the Articles of Association of ORLEN S.A. (the "Company"), in conjunction with Section 5.5.3 of the Rules of Procedure for the Management Board, the Management Board of the Company hereby resolves as follows:

Section 1

Subject to the Supervisory Board's approval, the Management Board authorises the "Report of ORLEN S.A. on the compliance with best sports sponsorship practices applicable to state-owned companies for 2025," which is attached as an appendix hereto.

Section 2

The Management Board further resolves to request that the Supervisory Board approve "the Report of ORLEN S.A. on the compliance with best sports sponsorship practices applicable to state-owned companies for 2025" as referred to in Section 1.

Section 3

The implementation of this Resolution shall rest with: Executive Director for Sponsorship

Section 4

This Resolution shall take effect upon adoption.

6 Management Board Members participated in the vote; 6 votes were cast IN FAVOUR of the resolution; 0 votes were cast AGAINST the resolution; 0 ABSTENTIONS.

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

.....
Ireneusz Fąfara
President of the Management Board

.....
Marek Balawejder
Member of the Management Board

.....
Sławomir Jędrzejczyk
Vice President of the Management Board

.....
Witold Literacki
Vice President of the Management Board

.....
Wiesław Prugar
Member of the Management Board

.....
Ireneusz Sitarski
Vice President of the Management Board

.....
Robert Soszyński
Vice President of the Management Board

.....
Sławomir Staszak
Member of the Management Board

.....
Marcin Wasilewski
Member of the Management Board

.....
Paweł Wojtunik
Member of the Management Board



**Resolution No. 9786/26
of the Management Board
of ORLEN Spółka Akcyjna
dated 21 April 2026**

to: authorise the Report of ORLEN S.A. on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2025.

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 of the Rules of Procedure for the Management Board in conjunction with Art. 9.11 and Art. 8.11.15 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

1. The Management Board authorises the Report of ORLEN S.A. on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2025 (the "Expenses Report"), as attached hereto.
2. The Management Board resolves to request that the Supervisory Board approve the Expenses Report.

Section 2

The implementation of this Resolution shall rest with: Executive Director of Business Controlling.

Section 3

This Resolution shall take effect upon adoption.

8 Management Board Members participated in the vote; with 8 votes cast IN FAVOUR of the Resolution, 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

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

.....
Ireneusz Fąfara
President of the Management Board

.....
Marek Balawejder
Member of the Management Board

.....
Sławomir Jędrzejczyk
Vice President of the Management Board

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Witold Literacki
Vice President of the Management Board

.....
Wiesław Prugar
Member of the Management Board

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Ireneusz Sitarski
Vice President of the Management Board

.....
Robert Soszyński
Vice President of the Management Board

.....
Sławomir Staszak
Member of the Management Board

.....
Marcin Wasilewski
Member of the Management Board

.....
Paweł Wojtunik
Member of the Management Board



**Resolution No. 9791/26
of the Management Board
of ORLEN Spółka Akcyjna
dated 28 April 2026**

to authorise the financial statements of ORLEN Spółka Akcyjna for the year ended 31 December 2025.

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

Section 1

The Management Board authorises the audited financial statements of ORLEN S.A. for the year ended 31 December 2025, as attached to this Resolution, comprising:

- the separate statement of profit or loss (included in the statement of profit or loss and other comprehensive income) for the period from 1 January 2025 to 31 December 2025, showing a net loss of PLN (7 918) million (seven billion nine hundred and eighteen million złoty);
- the separate statement of financial position as at 31 December 2025, showing total assets and total equity and liabilities of PLN 194 065 million (one hundred and ninety-four billion and sixty-five million złoty);
- the separate statement of changes in equity, showing a decrease in equity as at 31 December 2025 of PLN 12 700 million (twelve billion, seven hundred złoty);
- the separate statement of cash flows, showing a net increase in cash of PLN 18 792 (eighteen billion, seven hundred and ninety-two million złoty);
- supplementary information, comprising the introduction and notes to the separate financial statements,

Section 2

The Management Board requests that the Supervisory Board assess the financial statements of ORLEN S.A. for the year ended 31 December 2025, as referred to in Section 1.

Section 3

The Management Board resolves to request that the General Meeting review and approve the financial statements of ORLEN S.A. for the year ended 31 December 2025, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall take effect upon adoption.

8 Management Board Members participated in the vote, with 8 votes cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

Signatures of the Management Board members present at the meeting:

.....
Ireneusz Fąfara
President of the Management Board

.....
Marek Balawejder

.....
Sławomir Jędrzejczyk

Member of the Management Board

Vice President of the Management Board

.....
Witold Literacki
Vice President of the Management Board

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Wiesław Prugar
Member of the Management Board

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Ireneusz Sitarski
Vice President of the Management Board

.....
Robert Soszyński
Vice President of the Management Board

.....
Sławomir Staszak
Member of the Management Board

.....
Marcin Wasilewski
Member of the Management Board

.....
Paweł Wojtunik
Member of the Management Board



**Resolution No. 9792/26
of the Management Board
of ORLEN Spółka Akcyjna
dated 28 April 2026**

to authorise the consolidated financial statements of the ORLEN Group for the year ended 31 December 2025.

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

Section 1

The Management Board authorises the audited consolidated financial statements of the ORLEN Group for the year ended 31 December 2025, as attached to this Resolution, comprising:

- the consolidated statement of profit or loss (included in the consolidated statement of profit or loss and other comprehensive income) for the period from 1 January 2025 to 31 December 2025, showing a consolidated net profit of PLN 2 648 million (two billion, six hundred and forty-eight million złoty);
- the consolidated statement of financial position as at 31 December 2025, showing total assets and total equity and liabilities of PLN 265 048 million (two hundred and sixty-five billion and forty-eight million złoty);
- the consolidated statement of changes in equity, showing a decrease in equity as at 31 December 2025 of PLN (2 207) million (two billion, two hundred and seven million złoty);
- the consolidated statement of cash flows, showing a net increase in cash of PLN 15 322 million (fifteen billion, three hundred and twenty-two million złoty);
- supplementary information, comprising the introduction and notes to the consolidated financial statements.

Section 2

The Management Board requests that the Supervisory Board assess the consolidated financial statements of the ORLEN Group for the year ended 31 December 2025, as referred to in Section 1 of this Resolution.

Section 3

The Management Board resolves to request that the General Meeting review and approve the consolidated financial statements of the ORLEN Group for the year ended 31 December 2025, as referred to in Section 1 of this Resolution.

Section 4

This Resolution shall take effect upon adoption.

8 Members of the Management Board participated in the vote; 8 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

Signatures of the Management Board members present at the meeting:

.....
Ireneusz Fąfara
President of the Management Board

.....
Marek Balawejder
Member of the Management Board

.....
Sławomir Jędrzejczyk
Vice President of the Management Board

.....
Witold Literacki
Vice President of the Management Board

.....
Wiesław Prugar
Member of the Management Board

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Ireneusz Sitarski
Vice President of the Management Board

.....
Robert Soszyński
Vice President of the Management Board

.....
Sławomir Staszak
Member of the Management Board

.....
Marcin Wasilewski
Member of the Management Board

.....
Paweł Wojtunik
Member of the Management Board



**Resolution No. 9794/26
of the Management Board
of ORLEN Spółka Akcyjna
dated 28 April 2026**

to authorise the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2025.

Pursuant to Art. 9.7.1 of the Company's Articles of Association and Sections 5.5.3 and 5.5.11 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.1 and Art. 395.5 of the Commercial Companies Code, Art. 49, Art. 55.2a, and Art. 63x of the Accounting Act, as well as in conjunction with Art. 7.7.1 and Art. 8.11.6 and Art. 8.11.6b of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board authorises, as attached to this Resolution, the Management Board's Report on the operations of the ORLEN and ORLEN S.A. in 2025, including the Sustainability Statement contained therein.

Section 2

The Management Board requests that the Management Board's Report on the operations of the ORLEN and ORLEN S.A. in 2025, as referred to in Section 1, be assessed as follows: that the Sustainability Statement be assessed by the Sustainability Committee; that the Statement of Compliance with Corporate Governance Standards be assessed by the Corporate Governance Committee, and the remainder be assessed first by the Audit Committee and then by the entire Supervisory Board.

Section 3

The Management Board further resolves to request that the General Meeting review and approve the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2025, as referred to in Section 1.

Section 4

This Resolution shall take effect upon adoption.

8 Members of the Management Board participated in the vote; 8 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

Signatures of the Management Board members present at the meeting:

.....
Ireneusz Fąfara
President of the Management Board

.....
Marek Balawejder
Member of the Management Board

.....
Sławomir Jędrzejczyk
Vice President of the Management Board

.....
Witold Literacki
Vice President of the Management Board

.....
Wiesław Prugar
Member of the Management Board

.....
Ireneusz Sitarski
Vice President of the Management Board

.....
Robert Soszyński
Vice President of the Management Board

.....
Sławomir Staszak
Member of the Management Board

.....
Marcin Wasilewski
Member of the Management Board

.....
Paweł Wojtunik
Member of the Management Board



**Resolution No. 9795/26
of the Management Board
of ORLEN Spółka Akcyjna
dated 29 April 2026**

to recommend the amount of the dividend to be paid in 2026.

Pursuant to Art. 9.7.1 of the Company's Articles of Association and Section 5.5.3 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.2 and Art. 348.4 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, and considering the provisions of Art. 8.11.6 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board proposes to the Annual General Meeting that it resolve to allocate PLN 9,287,536,392.00 (nine billion, two hundred and eighty-seven million, five hundred and thirty-six thousand, three hundred and ninety-two złoty 00/100) to payment of a dividend of PLN 8.00 per share by ORLEN S.A. in 2026. The dividend shall be paid from the Company's statutory reserve funds created from retained earnings.

Section 2

The Management Board further proposes that 18 June 2026 be set as the dividend record date and 25 June 2026 as the dividend payment date.

Section 3

The Management Board also resolves to request that the Supervisory Board's Audit Committee, and subsequently the Supervisory Board, assess the proposals referred in Sections 1 and 2.

Section 4

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

Section 5

This Resolution shall take effect upon adoption.

8 Management Board Members participated in the vote, with 8 votes cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

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

.....
Ireneusz Fąfara
President of the Management Board

.....
Marek Balawejder
Member of the Management Board

.....
Sławomir Jędrzejczyk
Vice President of the Management Board

.....
Witold Literacki
Vice President of the Management Board

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Wiesław Prugar
Member of the Management Board

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Ireneusz Sitarski
Vice President of the Management Board

.....
Robert Soszyński
Vice President of the Management Board

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Sławomir Staszak
Member of the Management Board

.....
Marcin Wasilewski
Member of the Management Board

.....
Paweł Wojtunik
Member of the Management Board



**Resolution No. 9796/26
of the Management Board
of ORLEN Spółka Akcyjna
dated 29 April 2026**

to adopt a proposal for the appropriation of retained earnings and the coverage of net loss for the financial year 2025.

Pursuant to Art. 9.7.1 of the Company's Articles of Association and Section 5.5.3 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.2 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, and considering the provisions of Art. 8.11.6 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

1. The Management Board adopts a proposal to appropriate the entire retained earnings representing the remeasurement of OTC natural gas futures contracts opened as at 31 December 2024, of PLN 174,126,212.36 (one hundred and seventy-four million one hundred and twenty-six thousand two hundred and twelve złoty 36/100) to the Company's statutory reserve funds.
2. The Management Board further adopts a proposal to cover ORLEN S.A.'s entire net loss for the financial year 2025, of PLN 7,917,733,526.35 (seven billion, nine hundred and seventeen million, seven hundred and thirty-three thousand, five hundred and twenty-six złoty 35/100) with the Company's statutory reserve funds.

Section 2

The Management Board also resolves to request that the Supervisory Board's Audit Committee, and subsequently the Supervisory Board, assess the proposal referred to in Section 1 and then request that the Annual General Meeting to pass a resolution to appropriate retained earnings and cover net loss for the financial year 2025 as proposed in Section 1.

Section 3

This Resolution shall take effect upon adoption.

8 Management Board Members participated in the vote, with 8 votes cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

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

.....
Ireneusz Fąfara
President of the Management Board

.....
Marek Balawejder
Member of the Management Board

.....
Sławomir Jędrzejczyk
Vice President of the Management Board

.....
Witold Literacki
Vice President of the Management Board

.....
Wiesław Prugar
Member of the Management Board

.....
Ireneusz Sitarski
Vice President of the Management Board

.....
Robert Soszyński
Vice President of the Management Board

.....
Sławomir Staszak
Member of the Management Board

.....
Marcin Wasilewski
Member of the Management Board

.....
Paweł Wojtunik
Member of the Management Board



**Resolution No. 9804/26
of the Management Board
of ORLEN Spółka Akcyjna
dated 12 May 2026**

to convene the Annual General Meeting.

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 and 5.5.4 of the Rules of Procedure for the Management Board, and considering the provisions of Art. 399.1 in conjunction with Art. 395.1, 395.2 and 395.5 of the Commercial Companies Code, as well as Art. 7.3 of the Company's Articles of Association, and Art. 8.11.7 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board of ORLEN Spółka Akcyjna resolves to convene the Annual General Meeting of ORLEN S.A., to be held at the Company's Administration Centre at ul. Chemików 7, 09-411 Płock, Poland, in room 1, on 9 June 2026 at 11.00am, with the following agenda:

1. Opening of the General Meeting.
2. Appointment of Chair of the General Meeting.
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2025, including the Sustainability Statement contained therein.
7. Consideration of the financial statements of ORLEN S.A. for the year ended 31 December 2025, as well as the Management Board's recommendation regarding the appropriation of retained earnings and the coverage of net loss for the financial year 2025 and the amount of the dividend to be paid in 2026.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended 31 December 2025.
9. Consideration of the Supervisory Board's report on its activities for the financial year 2025.
10. Presentation of the Report on entertainment expenses, legal expenses, marketing expenses, public relations and social communication expenses, and management consultancy fees in 2025.
11. Presentation of the Report on the compliance with best sports sponsorship practices applicable to state-owned companies for 2025.
12. Consideration of and voting on a resolution to approve the Management Board' report on the operations of the ORLEN Group and ORLEN S.A. in 2025, including the Sustainability Statement contained therein.
13. Consideration of and voting on a resolution to approve the financial statements of ORLEN S.A. for the year ended 31 December 2025.
14. Consideration of and voting on a resolution to approve the consolidated financial statements of the ORLEN Group for the year ended 31 December 2025.
15. Consideration of and voting on a resolution to appropriate retained earnings and cover net loss for the financial year 2025.
16. Consideration of and voting on a resolution to determine the amount of the dividend to be paid in 2026, the dividend record date and the dividend payment date.
17. Consideration of and voting on a resolution to approve the Supervisory Board's report on its activities for the financial year 2025.
18. Consideration of and voting on a resolution to endorse the Supervisory Board's report on remuneration of members of the Management Board and the Supervisory Board for 2025.
19. Consideration of and voting on resolutions whether to discharge Members of the Management Board from liability for their activities in 2025.
20. Consideration of and voting on resolutions whether to discharge Members of the Supervisory Board from liability for their activities in 2025.
21. Consideration of and voting on resolutions to amend the Company's Articles of Association.
22. Consideration of and voting on a resolution to restate the Company's Articles of Association.
23. Closing of the General Meeting.

Section 2

This Resolution shall take effect upon adoption.

8 Members of the Management Board participated in the vote; 8 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

Signatures of the Management Board members present at the meeting:

.....
Ireneusz Fąfara
President of the Management Board

.....
Marek Balawejder
Member of the Management Board

.....
Sławomir Jędrzejczyk
Vice President of the Management Board

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Witold Literacki
Vice President of the Management Board

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Wiesław Prugar
Member of the Management Board

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Ireneusz Sitarski
Vice President of the Management Board

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Robert Soszyński
Vice President of the Management Board

.....
Sławomir Staszak
Member of the Management Board

.....
Marcin Wasilewski
Member of the Management Board

.....
Paweł Wojtunik
Member of the Management Board



**Resolution No. 9805/26
of the Management Board
of ORLEN Spółka Akcyjna
dated 12 May 2026**

to approve draft resolutions of the Annual General Meeting.

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 of the Rules of Procedure for the Management Board in conjunction with Art. 8.11.7 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board of ORLEN Spółka Akcyjna hereby resolves to approve the draft resolutions of the Annual General Meeting of ORLEN S.A., which are attached as an appendix hereto.

Section 2

The Management Board requests that the Supervisory Board give a favourable opinion on the matters covered by the draft resolutions of the Annual General Meeting as referred to in Section 1 of this Resolution and that the Annual General Meeting pass the resolutions referred to in Section 1 of this Resolution.

Section 3

This Resolution shall take effect upon adoption.

8 Members of the Management Board participated in the vote; 8 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolution; 0 ABSTENTIONS.

Signatures of the Management Board members present at the meeting:

.....
Ireneusz Fąfara
President of the Management Board

.....
Marek Balawejder
Member of the Management Board

.....
Sławomir Jędrzejczyk
Vice President of the Management Board

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Witold Literacki
Vice President of the Management Board

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Wiesław Prugar
Member of the Management Board

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Ireneusz Sitarski
Vice President of the Management Board

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Robert Soszyński
Vice President of the Management Board

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Sławomir Staszak
Member of the Management Board

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Marcin Wasilewski
Member of the Management Board

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Paweł Wojtunik
Member of the Management Board