



REPORT

**OF THE SUPERVISORY BOARD OF ORLEN S.A. ON ITS
ACTIVITIES**

FOR THE FINANCIAL YEAR 2025

WARSAW, April 2026



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1. Composition and Term of Office of the Supervisory Board

Composition of the Supervisory Board of ORLEN S.A. (the “Supervisory Board” and “ORLEN” or the “Company”, as appropriate) as at 1 January 2025

Wojciech Popiołek	Chair of the Supervisory Board (Independent Member of the Supervisory Board)
Michał Gajdus	Deputy Chair 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
Marian Sewerski	Independent Member of the Supervisory Board
Ewa Sowińska	Independent Member of the Supervisory Board
Piotr Wielowieyski	Independent Member of the Supervisory Board
Tomasz Zieliński	Member of the Supervisory Board

- on 5 June 2025, the Annual General Meeting of ORLEN S.A. appointed the following persons to the Supervisory Board for a new term of office:
 - Chair of the Supervisory Board: Wojciech Popiołek
 - Members of the Management Board: Michał Gajdus, Katarzyna Łobos, Ewa Gąsiorek, Kazimierz Mordaszewski, Mikołaj Pietrzak, Marian Sewerski, Ewa Sowińska, Piotr Wielowieyski, and Tomasz Zieliński
- on 9 June 2025, the Supervisory Board resolved to designate its members Michał Gajdus and Katarzyna Łobos as, respectively, Deputy Chair and Secretary of the Supervisory Board.
- on 22 August 2025, the Minister of State Assets, acting on behalf of the shareholder State Treasury pursuant to Art. 8.2.1 of the Company’s Articles of Association, appointed Przemysław Ciszak to the Supervisory Board of ORLEN S.A.
- with effect from the close of 27 October 2025, the Minister of State Assets, acting on behalf of the shareholder State Treasury pursuant to Art. 8.2.1 of the Company’s Articles of Association, removed Przemysław Ciszak from the Supervisory Board of ORLEN S.A.
- on 28 October 2025, the Extraordinary General Meeting resolved to remove from office the following Supervisory Board members: Wojciech Popiołek, Michał Gajdus and Kazimierz Mordaszewski.
- on 28 October 2025, the Extraordinary General Meeting resolved to appoint Przemysław Ciszak as Chair of the Supervisory Board of ORLEN S.A.
- on 29 October 2025, Mikołaj Pietrzak resigned as Member of the Supervisory Board with immediate effect.
- on 13 November 2025, the Extraordinary General Meeting of ORLEN S.A. resolved to appoint the following persons to the Supervisory Board of ORLEN S.A.: Przemysław Baszak and Aleksander Kappes.
- on 26 November 2025, the Supervisory Board resolved to designate its member Aleksander Kappes as Deputy Chair of the Supervisory Board.

Composition of the Supervisory Board as at 31 December 2025

Przemysław Ciszak	Chair of the Supervisory Board
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Aleksander Kappes	Deputy Chair of the Supervisory Board (Independent Member of the Supervisory Board)
Katarzyna Łobos	Secretary of the Supervisory Board (Independent Member of the Supervisory Board)
Przemysław Baszak	Independent Member of the Supervisory Board
Ewa Gąsiorek	Independent Member of the Supervisory Board
Marian Sewerski	Independent Member of the Supervisory Board
Ewa Sowińska	Independent Member of the Supervisory Board
Piotr Wielowieyski	Independent Member of the Supervisory Board
Tomasz Zieliński	Member of the Supervisory Board

The Supervisory Board members who are indicated above as independent have submitted representations to the effect that they meet the independence criteria as defined in the Company's Articles of Association and Art. 129.3 of the Act on Statutory Auditors, Audit Firms and Public Oversight of 11 May 2017, and have no actual and material links to any shareholders holding 5% or more of total voting rights in the Company.

Supervisory Board members are appointed for a joint term of office expiring on the date of the Annual General Meeting that approves the financial statements for the second full financial year of the term. The current term of office of the Supervisory Board began on 5 June 2025 and will end on the date of the ORLEN General Meeting that will approve the Company's financial statements for 2027.

2. Activities of the Supervisory Board

In 2025, the Supervisory Board held 17 minuted meetings and passed 339 resolutions.

The attendance rate at the Supervisory Board meetings in 2025 stood at 97.05%. When a Supervisory Board Member was absent from a meeting, the Supervisory Board, having reviewed the reason for the absence, adopted a resolution to excuse it. In 2025, there were no unexcused absences of members of the Supervisory Board from the meetings.

During the financial year 2025, the Supervisory Board's oversight and control activities included the following:

- designating a Supervisory Board Member to exercise individual oversight of the Company's compliance with corporate governance principles and the related disclosure obligations, and designating a Supervisory Board Member to follow up on whistleblower protection across the ORLEN Group (the "Group"), the whistleblowing arrangements at ORLEN S.A. and the operating procedures under the Whistleblowing Policy of ORLEN S.A.'s Control and Security Area;
- conducting recruitment procedures for Management Board positions and deciding on changes to the composition of the Management Board, including the appointment of Vice President for Finance and the Management Board Member for Energy and the Energy Transition; deciding on matters relating to Management Board Members, including their management service contracts and management objectives for 2025; approving the Rules of the Incentive Scheme for the Management Board of ORLEN S.A.; adopting the rules for setting individual bonus objectives and measuring performance against them; assessing the achievement by Management Board Members of their individual bonus objectives and the qualifying targets for variable remuneration for 2024; determining variable remuneration for Management Board Members for the financial year 2024; and granting Management Board Members consent to hold supervisory or management positions in other entities;



- approving the Company's strategic documents, including the ORLEN Group 2035 Strategy and the ORLEN Group 2025–2035 Sustainable Development Strategy, and endorsing the Financial Plan of ORLEN S.A. and the ORLEN Group for 2025;
- adopting amendments to the Rules of Procedure for the Supervisory Board of ORLEN S.A.;
- assessing the separate financial statements of ORLEN Spółka Akcyjna for the year ended 31 December 2024, the consolidated financial statements of the ORLEN Group for the year ended 31 December 2024 and the Management Board's report on the operations of the ORLEN Group and ORLEN S.A. in 2024, in terms of their accuracy, completeness and consistency with the accounting records and other underlying documents, and endorsing the Management Board's proposal for the appropriation of net profit for the financial year 2024;
- adopting the Report of the Supervisory Board of ORLEN S.A. on its Activities for 2024 and the Report of the Supervisory Board of ORLEN S.A. on the Remuneration of Members of the Management Board and the Supervisory Board for 2024, and reviewing the Consolidated Report on Payments to Governments of the ORLEN Group for 2024;
- providing advisory opinions on matters included in the agendas of General Meetings convened by the Company;
- approving the updated auditor selection policy, auditor selection procedure, additional engagement policy and procedure for monitoring and ensuring the auditor's independence, and approving the auditor selection policy, auditor selection procedure and procedure for monitoring and ensuring the auditor's independence for the purposes of sustainability reporting assurance; acting pursuant to the applicable procedures, selecting KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k. to perform sustainability reporting assurance for the ORLEN Group at ORLEN S.A. for 2025 and 2026;;
- taking decisions on corporate matters, including:
 - the subscription, disposal or acquisition of shares in ORLEN Group companies;
 - the disposal by ORLEN S.A. of its parcel locker network by way of contribution in kind to ORLEN Paczka sp. z o.o.;
 - mergers of ORLEN Group companies;
 - share capital increases at selected ORLEN Group companies;
 - the exercise of voting rights at general meetings of ORLEN Group companies;
 - measuring relating to the disposal of an organised part of the Company's business and its contribution in kind in consideration for new issue shares in an ORLEN Group company; and
 - consent to the acquisition of shares in ENERGA S.A.;
- consenting to the disposal of properties of ORLEN S.A. with a net carrying amount exceeding PLN 2,000,000;
- consenting to the implementation of an investment project and the assumption of related liabilities where the resulting expenditure or commitments exceeded the equivalent of a half of the Company's share capital, and resolving on the implementation overseas of equity investments or assets purchases exceeding the equivalent of one-twentieth of the Company's share capital;
- consenting to the execution or amendment of contracts for the provision of legal services, marketing services, public relations and communication services, and management consultancy services where the total amount of expected fees for the services provided under such contracts or under other agreements concluded with the same entity exceed PLN 500,000.00 (VAT exclusive) per year or where the maximum amount of payable fees was not specified;
- consenting to ORLEN's incurring in a single legal transaction or a series of related legal transactions in 2025 liabilities exceeding the equivalent of one-fifth of the Company's share capital;
- consenting to the granting by ORLEN S.A. of cash and in-kind donations, and the entry into other agreements with similar effect, exceeding PLN 20,000 or 0.1% of the Company's total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recently approved financial statements;
- consenting to the retirement of accrued default interest that arose under an agreement with the Maria Skłodowska-Curie National Research Institute of Oncology;



- issuing an advisory opinion on the application to the minister responsible for energy for consent to the entry by ORLEN S.A. into commercial agreements for the import of liquefied natural gas into Poland for 2026–2029;
- consenting to the entry by ORLEN S.A. into an agreement with Synthos S.A. of Oświęcim to purchase all shares in S54 sp. z o.o. (the “SPA”), together with the related transaction documentation, including the ancillary agreements and amendments to existing agreements with Synthos S.A. and S54 sp. z o.o.;
- consenting to ORLEN S.A.'s jointing the following organisations: the Atlantic Council (and the entry into a partnership agreement), the Polish Advertisers Association (Employers' Association), and the Taskforce on Nature-related Financial Disclosures (TNFD);
- consenting to the execution of transactions in CO₂ emission allowances; and
- requiring that the Management Board present quarterly statements of expenditure by corporate foundations financed with donations made by ORLEN S.A.

All the aforementioned acts by the Supervisory Board were documented by resolutions and/or minutes of the Supervisory Board meetings held in 2025.

3. Committees of the Supervisory Board

The activities of the Supervisory Board were supported by its Committees, appointed as collective advisory and opinion-forming bodies from among members of the Supervisory Board.

In 2025, the following standing Committees operated within the Supervisory Board:

- Audit Committee
- Strategy and Development Committee
- Corporate Governance Committee
- Nomination and Remuneration Committee
- Sustainability Committee (Social and Environmental Responsibility Committee until 26 March 2025)
- Sponsorship Committee (Sports Sponsorship Committee until 30 July 2025)
- Security Committee

Changes in the composition of the Supervisory Board in 2025 resulted in changes in the composition of the Committees, as presented in the description of the activities of each of the Committees below.

The detailed scope of work of the Committees in 2025 was documented in minutes of the Committees' meetings (in 2025, the Committees held a total of 72 meetings). The activities of individual Committees operating in 2025 are presented below.

Committee meetings in 2025 were attended, in addition to Committee members, by other members of the Supervisory Board, members of the Management Board, executive directors and heads of office, and, in the case of the Audit Committee, also by the statutory auditor.

Audit Committee

As at 1 January 2025, the Audit Committee consisted of:

Ewa Gašiorek

Chair of the Committee (Independent Member of the Supervisory



Katarzyna Łobos	Board) Member of the Committee (Independent Member of the Supervisory Board)
Mikołaj Pietrzak	Member of the Committee (Independent Member of the Supervisory Board)
Ewa Sowińska	Member of the Committee (Independent Member of the Supervisory Board)
Piotr Wielowieyski	Member of the Committee (Independent Member of the Supervisory Board)

Due to the changes in the composition of the Supervisory Board that took place in 2025, the composition of the Audit Committee also changed and as at 31 December 2025 was as follows:

Ewa Gąsiorek	Chair of the Committee (Independent Member of the Supervisory Board)
Katarzyna Łobos	Member of the Committee (Independent Member of the Supervisory Board)
Ewa Sowińska	Member of the Committee (Independent Member of the Supervisory Board)
Piotr Wielowieyski	Member of the Committee (Independent Member of the Supervisory Board)

In 2025, the Audit Committee held 14 minuted meetings and passed 8 resolutions.

Under Section 15 of the Rules of Procedure for the Supervisory Board, the Audit Committee advises the Supervisory Board on matters including the proper implementation of budgetary and financial reporting and internal control at the Company and across the ORLEN Group (within the meaning of the Accounting Act), and works with the Company's statutory auditors and the Head of Internal Audit.

As part of discharging its responsibilities in 2025, the Audit Committee:

- adopted and submitted to the Supervisory Board for approval the updated policy and procedure for selecting the audit firm, non-audit services policy, and the procedure for monitoring and overseeing auditor independence;
- controlled and monitored independence of the statutory auditor and the audit firm, particularly in cases where the audit firm provides non-audit and non-sustainability assurance services to the Company;
- reviewed the Company's interim and full-year financial statements (both separate and consolidated), and Management Board's Reports on the Company's operations;
- discussed any issues or qualifications raised during the audit of financial statements;
- provided an advisory opinion on the Management Board's recommendation on the appropriation of the 2024 net profit and dividend amount to be paid in 2025;
- assessed the Company's standing on a consolidated basis, including the performance of its internal control, risk management, and compliance systems and internal audit function in 2024;
- assessed the Company's utilisation of non-current assets;
- reviewed and assessed the performance of the ORLEN Group companies as part of the assessment of the Group's consolidated financial statements;
- reviewed the annual internal audit plan, including the allocated budget and the human and technological resources involved, and reviewed reports on internal audit activities;
- discussed reports from audits carried out by the Internal Control Office;
- monitored the implementation of recommendations issued by the Audit Office and the Internal Control Office;



- reviewed material transactions with related parties and prepared recommendations for the Supervisory Board regarding their assessment.

The Audit Committee also issued recommendations for the Supervisory Board on matters addressed at Supervisory Board meetings which fell within the Committee's purview, as well as assessed whether the auditor satisfied the applicable independence criteria and consented to the provision by the audit firm of permitted non-audit services.

In 2025, KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k. and its affiliates provided permitted assurance and related non-audit services to ORLEN S.A. and certain other ORLEN Group companies, including:

- the performance of agreed-upon procedures in respect of the achievement of quantitative MBO targets for individual members of the Company's Management Board for 2024;
- a limited assurance engagement covering quantitative information (KPIs) published by ORLEN in the 2024 Allocation and Impact Report, prepared in fulfilment of the Company's commitment to annual reporting in connection with the green bonds issued in 2021, as set out in Section 6 of the PKN ORLEN S.A. Green Finance Framework;
- services related to the revision of the Global Medium Term Note Programme (the "GMTN Programme"), issuance of Comfort Letters related to the planned issue of Eurobonds under the GMTN Programme, and other activities necessary to revise the GMTN Programme and effect the planned issue.

Furthermore, in 2025, Forvis Mazars Sp. z o.o. assessed the annual report on remuneration of members of the ORLEN S.A. Management Board and Supervisory Board for 2024.

In accordance with the policy on engaging the audit firm authorised to audit and review the Company's financial statements (or its affiliates) to provide non-audit services, the Audit Committee approved the provision of permitted non-audit services by KPMG Audyt Spółka z ograniczoną odpowiedzialnością spółka komandytowa.

The Audit Committee assessed the independence of both audit firms, namely KPMG Audyt Spółka z ograniczoną odpowiedzialnością spółka komandytowa and Forvis Mazars Sp. z o.o. Before granting its approval in each case, it reviewed the auditor's statement confirming that the relevant service was not a prohibited service and that its provision would not pose a threat to the independence of the audit firm or the lead auditor acting on its behalf in the audit of ORLEN S.A.'s financial statements and the ORLEN Group's consolidated financial statements for 2025.

Strategy and Development Committee

As at 1 January 2025, the Strategy and Development Committee consisted of:

Tomasz Zieliński	Chair of the Committee
Wojciech Popiołek	Member of the Committee (Independent Member of the Supervisory Board)
Kazimierz Mordaszewski	Member of the Committee
Ewa Sowińska	Member of the Committee (Independent Member of the Supervisory Board)

Due to the changes in the composition of the Supervisory Board that took place in 2025, the composition of the Strategy and Development Committee also changed and as at 31 December 2025 was as follows:

Tomasz Zieliński	Chair of the Committee
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Przemysław Ciszak	Member of the Committee
Ewa Sowińska	Member of the Committee (Independent Member of the Supervisory Board)

In 2025, the Strategy and Development Committee held 10 minuted meetings and passed 1 resolution.

The responsibilities of the Strategy and Development Committee are set out in Section 17 of the Rules of Procedure for the Supervisory Board, pursuant to which the Committee is responsible, among others, for giving opinions and making recommendations to the Supervisory Board on matters related to planned investments and divestments with a potentially material effect on the Company and for giving opinions on all strategic documents, the Company's development strategies and long-term budgets.

In 2025, in the exercise of its functions, the Strategy and Development Committee considered the ORLEN 2035 Group Strategy and reviewed progress on its implementation, and was briefed on innovation and R&D activities.

Moreover, the Strategy and Development Committee also issued recommendations for the Supervisory Board on matters addressed at Supervisory Board meetings which fell within the Committee's purview.

Corporate Governance Committee

As at 1 January 2025, the Corporate Governance Committee consisted of:

Wojciech Popiołek	Chair of the Committee (Independent Member of the Supervisory Board)
Ewa Gąsiorek	Member of the Committee (Independent Member of the Supervisory Board)
Michał Gajdus	Member of the Committee (Independent Member of the Supervisory Board)
Marian Sewerski	Member of the Committee (Independent Member of the Supervisory Board)

Due to the changes in the composition of the Supervisory Board that took place in 2025, the composition of the Corporate Governance Committee also changed and as at 31 December 2025 was as follows:

Aleksander Kappes	Chair of the Committee (Independent Member of the Supervisory Board)
Przemysław Baszak	Member of the Committee (Independent Member of the Supervisory Board)
Ewa Gąsiorek	Member of the Committee (Independent Member of the Supervisory Board)
Marian Sewerski	Member of the Committee (Independent Member of the Supervisory Board)

In 2025, the Corporate Governance Committee held 9 minuted meetings and passed 2 resolution.

The Corporate Governance Committee's remit is defined in Section 16 of the Rules of Procedure for the Supervisory Board, according to which the Committee is responsible for making recommendations to the Supervisory Board concerning implementation of corporate governance standards at the Company, assessing the implementation of corporate governance standards, giving opinions on corporate governance documents and proposed amendments thereto, as well



as drafting such amendments in the case of the Supervisory Board's own documents, monitoring the Company management in terms of compliance with legal and regulatory requirements, including capital market disclosure requirements, as well as compliance with corporate governance standards, and assessing reports on compliance with corporate governance standards prepared for the Warsaw Stock Exchange and reports on compliance with the best practices referred to in Art. 7.3.2 of the Act on State Property Management.

In 2025, in the exercise of its functions, the Corporate Governance Committee:

- gave an opinion on the annual report on ORLEN S.A.'s compliance with the Code of Best Practice for GPW Listed Companies;
- assessed the Company's compliance with corporate governance standards and the manner in which the Company complies with its disclosure requirements set out in the WSE Rules and legal provisions governing current and periodic information published by issuers of securities, along with information on the steps taken by the Supervisory Board to perform the assessment;
- provided an advisory opinion on proposed amendments to the Rules of Procedure for the Supervisory Board;
- issued a recommendation regarding amendments to the Articles of Association of ORLEN S.A.;
- provided an advisory opinion on the Management Board's proposals to amend articles of association of certain ORLEN Group companies;
- considered the report on the operation of the Compliance System for the period from January to December 2024, the current Compliance Policy and the proposed amendments thereto;
- was briefed on the preliminary analysis of the options to optimise the ORLEN Group.

Nomination and Remuneration Committee

As at 1 January 2025, the Nomination and Remuneration Committee consisted of:

Michał Gajdus	Chair of the Committee (Independent Member of the Supervisory Board)
Katarzyna Łobos	Member of the Committee (Independent Member of the Supervisory Board)
Mikołaj Pietrzak	Member of the Committee (Independent Member of the Supervisory Board)
Marian Sewerski	Member of the Committee (Independent Member of the Supervisory Board)

Due to the changes in the composition of the Supervisory Board that took place in 2025, the composition of the Nomination and Remuneration Committee also changed and as at 31 December 2025 was as follows:

Przemysław Cizak	Chair of the Committee
Aleksander Kappes	Member of the Committee (Independent Member of the Supervisory Board)
Katarzyna Łobos	Member of the Committee (Independent Member of the Supervisory Board)
Marian Sewerski	Member of the Committee (Independent Member of the Supervisory Board)

In 2025, the Nomination and Remuneration Committee held 11 minuted meetings and passed 3 resolutions.



The responsibilities of the Nomination and Remuneration Committee are set out in Section 18 of the Rules of Procedure for the Supervisory Board, pursuant to which the Committee is in particular responsible for supporting the Company's strategic goals by providing the Supervisory Board with opinions and recommendations regarding the Company's management structure, including organisational solutions, the remuneration system, and selection of personnel with appropriate qualifications to contribute to the Company's success.

In 2025, in the exercise of its functions, the Nomination and Remuneration Committee:

- formulated recommendations for the 2024 report on compliance with the principles of remunerating members of management and supervisory boards of ORLEN Group companies, as defined in the Act on the Principles of Remuneration of Persons Managing Certain Companies;
- formulated recommendations for the assessment of the Management Board Members' achievement of individual qualitative bonus objectives, as well as specific objectives determining eligibility to receive variable remuneration for 2024;
- formulated recommendations on approval of the degree of achievement of individual triggering objectives by the Management Board members and resolutions to grant variable remuneration to Management Board members for the financial year 2024;
- formulated recommendations on the proposal to adopt the "Rules for setting and assessing the delivery of individual bonus objectives for Members of the Management Board for 2025" and the proposal to approve draft 2025 MBO sheets and specific objectives determining the eligibility to receive variable remuneration in 2025 for Members of the Management Board.
- formulated a recommendation on the adoption by the Supervisory Board of the Report of the Supervisory Board on the Remuneration of Members of the Management Board and the Supervisory Board of ORLEN S.A. for 2024;
- issued a recommendation regarding a proposal to revise the Remuneration Policy for Members of the Management and Supervisory Boards of ORLEN Group companies;
- reviewed information on the assessment of the human resources management system at the Company;
- discussed progress on the implementation across ORLEN Group companies of the resolution adopted by the Annual General Meeting of ORLEN S.A. on 5 June 2025;
- as part of recruitment procedures announced by the Supervisory Board – evaluated candidate applications for the positions of ORLEN S.A. Management Board Members with respect to the required qualifications and recommended interviews with short-listed candidates;
- issued advisory opinions on contracts with Members of the Management Board.

The Nomination and Remuneration Committee also issued recommendations for the Supervisory Board on matters addressed at Supervisory Board meetings, which fell within the Committee's purview.

Sustainability Committee (Social and Environmental Responsibility Committee until 26 March 2025)

As at 1 January 2025, the Committee consisted of:

Mikołaj Pietrzak	Chair of the Committee (Independent Member of the Supervisory Board)
Ewa Sowińska	Member of the Committee (Independent Member of the Supervisory Board)
Piotr Wielowieyski	Member of the Committee (Independent Member of the Supervisory Board)
Tomasz Zieliński	Member of the Committee



Due to the changes in the composition of the Supervisory Board that took place in 2025, the composition of the Sustainability Committee also changed and as at 31 December 2025 was as follows:

Ewa Sowińska	Chair of the Committee (Independent Member of the Supervisory Board)
Piotr Wielowieyski	Member of the Committee (Independent Member of the Supervisory Board)
Tomasz Zieliński	Member of the Committee

The responsibilities of the Sustainability Committee are defined in the Rules of Procedure for the Supervisory Board. The role of the Sustainability Committee is to advise the Supervisory Board on matters related to planning and formulating a sustainable development strategy and sustainability reporting, and to cooperate with the audit firm responsible for the assurance of sustainability reporting, in the pursuit of the Company's strategic goals by ensuring incorporation of social, ethical, environmental and governance objectives in its activities and relations with stakeholders, including employees, customers, suppliers, Shareholders, and local communities. The Committee also monitors the Company's climate-related risks and opportunities in accordance with the ORLEN Group Climate Policy and the related decarbonisation strategy; oversees the management of the Company for compliance with the ORLEN Group Code of Ethics, Human Rights Protection Policy and Diversity Policy; and assesses the appropriateness of donations made by the Company and the Group. Until 30 July 2025, the Committee was also responsible for assessing expenditure on community sponsorship; with effect from that date, this responsibility was transferred to the Sponsorship Committee.

In 2025, the Sustainability Committee held 11 meetings and passed 6 resolutions.

In the exercise of its functions, in 2025 the Sustainability Committee:

- adopted and submitted to the Supervisory Board for approval the policy and procedure for selecting the audit firm, and the procedure for monitoring and overseeing auditor independence in connection with the assurance of the ORLEN Group's sustainability reporting;
- completed the procedure to select the audit firm to provide assurance the ORLEN Group's sustainability reporting and prepared the relevant recommendation for the Supervisory Board;
- provided an advisory opinion on the ORLEN Group Sustainable Development Strategy for 2025–2035 and prepared a recommendation for the Supervisory Board regarding its adoption;
- provided an advisory opinion on the Sustainability Statement for 2024 and prepared a recommendation for the Supervisory Board regarding its adoption;
- reviewed information on the activities and expenses of the sponsorship area and the ORLEN Group Charitable Policy for 2024;
- reviewed information on the progress of the ORLEN Group Sustainable Development Strategy;
- reviewed the updated ORLEN Group Climate Policy and discussed the implementation status of activities undertaken on its basis;
- discussed information on the ORLEN Transition Plan;
- reviewed the report on the implementation of the ORLEN Group Charitable Policy for the first half of 2025;
- reviewed the report on the activities of the Ethics Team in the second half of 2024 and the first half of 2025.
- discussed the state of preparations for the assurance of sustainability reporting, including cooperation with the auditor;
- discussed the implementation of an internal audit project relating to sustainability reporting procedures.

Moreover, the Sustainability Committee also issued recommendations for the Supervisory Board



on matters addressed at Supervisory Board meetings which fell within the Committee's purview.

Sponsorship Committee (Sports Sponsorship Committee until 30 July 2025)

As at 1 January 2025, the Committee consisted of:

Michał Gajdus	Chair of the Committee (Independent Member of the Supervisory Board)
Wojciech Popiołek	Member of the Committee (Independent Member of the Supervisory Board)
Kazimierz Mordaszewski	Member of the Committee
Tomasz Zieliński	Member of the Committee

Due to the changes in the composition of the Supervisory Board that took place in 2025, the composition of the Sponsorship Committee also changed and as at 31 December 2025 was as follows:

Przemysław Ciszak	Chair of the Committee
Przemysław Baszak	Member of the Committee (Independent Member of the Supervisory Board)
Aleksander Kappes	Member of the Committee (Independent Member of the Supervisory Board)
Tomasz Zieliński	Member of the Committee

The role of the Sponsorship Committee is defined in Section 20 of the Rules of Procedure for the Supervisory Board, and consists in supporting the achievement of the Company's strategic objectives by using the Company's resources to sponsor community development projects and foster the development of professional and amateur sports and supporting major sports and community initiatives to contribute to building the ORLEN brand. Its main responsibilities encompass monitoring the Company's community and sports sponsorship activities, including through their periodic analysis and evaluation; presenting to the Supervisory Board recommendations on the assessment of the reasonableness of the Company's and the Group's community and sports sponsorship spending, including its amount; and adopting an annual report summarising the Company's and the Group's community and sports sponsorship activities.

In 2025, the Sponsorship Committee held 9 minuted meetings and passed 2 resolution.

In 2025, in the exercise of its functions, the Sponsorship Committee:

- was briefed on the sponsorship activities and expenditure of the ORLEN Group for 2024;
- was briefed on ORLEN S.A.'s sponsorship activities in the first half of 2025;
- discussed the strategy setting out the Company's objectives, priorities and lines of action for its sponsorship engagement with basketball teams for 2025–2028.

The Sponsorship Committee also issued recommendations for the Supervisory Board on matters addressed at Supervisory Board meetings, which fell within the Committee's purview.

Security Committee

As at 1 January 2025, the Committee consisted of:

Kazimierz Mordaszewski	Chair of the Committee
Ewa Gąsiorek	Member of the Committee (Independent Member of the Supervisory Board)
Katarzyna Łobos	Member of the Committee (Independent Member of the Supervisory Board)



Due to the changes in the composition of the Supervisory Board that took place in 2025, the composition of the Security Committee also changed and as at 31 December 2025 was as follows:

Przemysław Baszak	Chair of the Committee (Independent Member of the Supervisory Board)
Ewa Gąsiorek	Member of the Committee (Independent Member of the Supervisory Board)
Katarzyna Łobos	Member of the Committee (Independent Member of the Supervisory Board)

The role of the Security Committee is defined in Section 20a of the Rules of Procedure for the Supervisory Board, and consists in supporting the achievement of the Company's strategic objectives in the areas of business security, energy security, infrastructure and information security, cybersecurity, and physical safety of Company assets. Specifically, its responsibilities encompass monitoring the Company's key initiatives in these areas; adopting reports on the implementation of the ORLEN Group Safety and Security Policy; adopting reports on the implementation of the ORLEN Group Anti-Corruption and Fraud Prevention Policy; providing opinions on ORLEN cybersecurity reports; providing opinions on reports on the security status of ORLEN S.A.'s critical infrastructure; adopting reports on the measures taken to verify material information on potential ORLEN S.A. security shortcomings; adopting reports on material information and recommendations concerning the ORLEN Group's operations and external environment in the context of its safety and security; overseeing the ORLEN Group's crisis management system, including business continuity protocols; discussing any material safety and security issues and concerns with regard to the Company and/or the Group, including proposing measures to enhance strategic safety and security and improve the safety and security management system; and informing the Supervisory Board of any material issues within the Committee's purview.

In 2025, the Security Committee held 8 minuted meetings and passed 2 resolution.

In 2025, in the exercise of its functions, the Security Committee:

- provided an advisory opinion on the report on cybersecurity at ORLEN S.A. for the fourth quarter of 2024 and the first, second, and third quarters of 2025;
- provided an advisory opinion on the report on the security status of ORLEN S.A.'s critical infrastructure for the fourth quarter of 2024 and the first, second, and third quarters of 2025;
- was briefed on the security of critical infrastructure;
- was briefed on the implementation of AI solutions across the ORLEN Group;
- discussed the control and security activities of the ORLEN Group.

4. Assessment of the Management Board's Report on the operations of the ORLEN Group and ORLEN S.A. in 2025

Acting pursuant to Art. 8.11.6 and Art. 8.11.6b of the Company's Articles of Association in conjunction with Art. 382.3.1 of the Commercial Companies Code and Art. 49, Art. 55.2a, and Art. 63x of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board has positively assessed the Management Board's Report on the operations of the ORLEN Group and ORLEN S.A. in 2025, including the Group's Sustainability Statement, in terms of its accuracy, completeness, and consistency with the accounting records and other underlying documentation.



Accordingly, the Supervisory Board endorses the Management Board's proposal that the Annual General Meeting approve the report.

5. Assessment of the financial statements for the year ended 31 December 2025

Acting pursuant to Art. 382.3.1 of the Commercial Companies Code and Art. 8.11.6 of the Company's Articles of Association in conjunction with Art. 395.2.1 of the Commercial Companies Code, and pursuant to Art. 45 and Art. 53.1 of the Accounting Act and Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board has positively assessed – in terms of their accuracy, completeness, and consistency with the accounting records and other underlying documentation – the audited financial statements of ORLEN Spółka Akcyjna for the year ended 31 December 2025, 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 million (eighteen billion, seven hundred and ninety-two million złoty);
- supplementary information, comprising the introduction and notes to the separate financial statements,

Acting pursuant to Art. 8.11.6b of the Company's Articles of Association, in conjunction with Art. 382.1 of the Commercial Companies Code, and Art. 55 and Art. 63c.4 of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Supervisory Board has positively assessed – in terms of their accuracy, completeness, and consistency with the accounting records and other underlying documentation – the audited consolidated financial statements of the ORLEN Group for the year ended 31 December 2025, 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.

Accordingly, the Supervisory Board endorses the Management Board's proposal that the Annual General Meeting approve the separate and consolidated financial statements.



6. Assessment of the proposal on covering the loss for 2025 and on the amount of dividend

Acting pursuant to Art. 382.3 of the Commercial Companies Code and Art. 8.11.6 of the Company's Articles of Association, in conjunction with Art. 395.2.2 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, the Supervisory Board has resolved to endorse the Management Board's proposal to distribute the retained earnings in prior years and allocate the entire amount to the reserve fund, as well as the proposal to cover the net loss incurred by ORLEN S.A. in 2025 in the amount 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 zloty 35/100) in full from the statutory reserve funds.

The Supervisory Board has further endorsed the Management Board's proposal to allocate a total of 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 zloty 00/100) to the payment of dividend (PLN 8.00 per share). The dividend referred to in the preceding sentence will be distributed from the Company's statutory reserve funds created from retained earnings in prior years.

The Supervisory Board is of the opinion that the Management Board's recommendation on the amount of dividend to be paid in 2026 is consistent with the Company's strategy and objectives.

The Supervisory Board has also endorsed the Management Board's recommendation to set 18 June 2026 as the dividend record date and 25 June 2026 as the dividend payment date.

7. Assessment of the discharge by the Management Board of its obligation to report information to the Supervisory Board

The Company's Management Board reported to the Supervisory Board on the Company and other Group companies in the form and manner prescribed by the Supervisory Board, as documented in the minutes of Supervisory Board meetings. Pursuant to Art. 380¹.3 of the Commercial Companies Code, the Supervisory Board specified, in Section 2.3 of its Rules of Procedure, the form and frequency of reports from the Management Board, allowing such reports to be provided in written, electronic, or other appropriate form. On this basis, the Management Board regularly – and without being requested to – provided the Supervisory Board with information on resolutions adopted by the Management Board and their subject matter; updates on the Company's condition, including its assets, and significant developments affecting the management of the Company's affairs, particularly relating to its operations, investment activities, and personnel; updates on progress against the Company's strategic objectives, including clarifications of and reasons for any deviations therefrom; details of transactions and other events or circumstances materially affecting, or likely to materially affect, the Company's financial position, profitability, or liquidity; as well as updates to any previously communicated information where subsequent developments materially affected, or were likely to materially affect, the Company's condition.

Moreover, pursuant to Art. 382.4 of the Commercial Companies Code and the Rules of Procedure for the Supervisory Board, the Supervisory Board, in the performance of its duties, may review any Company documents, conduct inspections of the Company's assets, and request reports, documents, and clarifications concerning the Company, in particular regarding its business or assets, from the Management Board, commercial proxies, employees, and any persons regularly engaged by the Company under contracts of employment, piecework contracts, service



agreements, or other similar contractual arrangements. The Supervisory Board's requests to the Management Board or such other persons as are referred to above may also extend to reports, documents, and clarifications relating to the Company's subsidiaries and affiliates. All documents and information requested by the Supervisory Board in accordance with this procedure were duly provided thereto by the obligated entities.

In view of the foregoing, the Supervisory Board gives a favourable assessment of the performance by the Management Board of its reporting obligations, including the provision to the Supervisory Board of information and documents requested by the Supervisory Board pursuant to Art. 382.4 of the Commercial Companies Code and the Rules of Procedure for the Supervisory Board.

8. Total fees payable by the Company for all expert studies and analyses commissioned by the Supervisory Board during the financial year

In 2025, the Supervisory Board did not commission any audit, study or report concerning the Company's business from a third-party adviser selected by the Supervisory Board in accordance with Art. 382¹ of the Commercial Companies Code, and therefore no fee was paid for such services.

9. Assessment of the Company's standing on a consolidated basis, including evaluation of the effectiveness and adequacy of the internal control, risk management and compliance systems and the internal audit function

The ORLEN Group's organisational structure includes internal control, risk management, compliance, and internal audit functions.

Internal control

The Control and Security Area of ORLEN S.A. conducts inspections and inquiries at ORLEN S.A. and other ORLEN Group companies. The Area assesses compliance by ORLEN S.A. and other ORLEN Group companies with applicable laws and regulations and internal policies, and takes steps to counteract any threats to ORLEN Group's interests. The Control and Security Area is responsible for segment oversight in the control function across ORLEN Group companies.

Risk management

The Enterprise Risk Management Department, which is part of the Audit and Enterprise Risk Management Area, coordinates the risk management process across the Group. Risk management at each of the ORLEN Group companies is the direct responsibility of its management board and the coordinator appointed by that board. The Risk Management System is structured primarily around the Enterprise Risk Management Policy and Procedure. The Corporate Risk Management System is one of the management tools supporting the effective delivery of



strategic and operational objectives, and providing information on the risks at ORLEN S.A. and the Group and on their effective management.

Compliance

The role of the compliance system is to ensure compliance of the ORLEN Group companies with applicable laws and regulations, internal rules and policies, and adopted standards of conduct. This involves implementation of consistent legal and organisational measures to ensure compliance across ORLEN S.A.'s and other ORLEN Group companies' business processes.

Internal audit

The Internal Audit Function is performed by the ORLEN S.A. Audit and Enterprise Risk Management Area, which operates under conditions that safeguard objectivity and independence. All internal-audit activities are conducted in accordance with the International Standards for the Professional Practice of Internal Auditing as issued by The Institute of Internal Auditors (IIA). Audit engagements are delivered under an annual audit plan approved by the Management Board and noted by both the Audit Committee of the Supervisory Board and the Supervisory Board itself. Ad-hoc audits may be commissioned by the Supervisory Board or the Management Board.

The internal control, risk management, compliance, and internal audit functions submit to the Supervisory Board periodic reports on their performance to enable the latter to monitor their effectiveness.

Having reviewed the rules of operation of the ORLEN Group's internal control, risk management and compliance systems and internal audit function and the reports and clarifications on their performance as submitted to it, the Supervisory Board confirms their adequacy and effectiveness in 2025.

10. Assessment of the Company's compliance with the corporate governance standards and related disclosure obligations

ORLEN is required to apply the corporate governance standards adopted by the WSE in the form of Best Practice for GPW Listed Companies 2021" ("Best Practice 2021").

ORLEN does not apply on a permanent basis four principles of Best Practice 2021, which concern diversity policy and attendance at the General Meeting via electronic means. In accordance with the 'comply or explain' approach, on 29 July 2021 ORLEN provided an explanation as to why it does not adhere to:

- principles 2.1., 2.2., and 2.11.6. of Best Practice 2021, relating to diversity policy:

At ORLEN, the diversity policy relating to the Company's employees is covered by a range of internal documents, The Company has no formal document in place specifying diversity goals and criteria for the Management Board or the Supervisory Board. At the same time, the Company takes action to promote diversity and equal treatment across its workforce through its existing HR processes and practices.

Although the Company has not adopted a separate formal diversity policy specifically for the Management Board and the Supervisory Board, it also takes steps to ensure diversity at the level of its highest governing bodies. As at the end of the 2025 financial year, the composition of the Supervisory Board met the gender diversity criterion, with the minority group accounting for 33.3% of its members. Diversity was also ensured in terms of educational background, specialist



expertise, age and professional experience. In the case of the Management Board, gender diversity had not been achieved as at the end of 2025; however, diversity was ensured in terms of age, educational background, specialist expertise and professional experience. Members of the Management Board are selected through an open recruitment procedure designed to assess candidates' competencies and appoint the best person for the role, in line with the principles of equal opportunity and non-discrimination. Importantly, the Company does not exclude any group of candidates from participating in such procedures and does not apply any criteria that could lead to discrimination. Selection is based solely on competencies, experience and fulfilment of statutory requirements, with the process remaining fully open to both men and women. The Company remains ready to promote gender diversity on the Management Board as long as the recruitment process provides a genuine choice between candidates representing both groups.

- principle 4.1. of the Best Practice 2021, relating to the holding of the General Meeting via electronic means:

At present, the Company does not offer the option to attend the General Meeting via means of electronic communication and therefore does not comply with the above principle of Best Practice 2021.

The Company believes that non-compliance with principle 4.1. does not affect the reliability of the Company's disclosure policy and does not hinder shareholders' attendance at General Meetings. The Company broadcasts General Meetings in real time and shares video recordings in the Investor Relations section of its corporate website at: <https://www.orklen.pl/pl/relacje-inwestorskie/dla-inwestora/walne-zgromadzenie>. This website section also contains all information regarding scheduled and past General Meetings of ORLEN S.A.

ORLEN has in place procedures ensuring its compliance with Section 29.3 and 29.3a of the WSE Rules, pursuant to which if the Company does not comply on a permanent basis with or has incidentally violated a principle set forth in Best Practice 2021, it is required to disclose such non-compliance or violation in a current report issued through the EBI reporting system operated by the WSE. In 2025, the Company published 1 current report (Current Report No. 1DP/2025 of 4 June 2025) concerning an incidental breach of Best Practice 2021. It involved a breach of principle 4.9.1., which occurred as a result of a shareholder nominating candidates for the Supervisory Board one day before the Annual General Meeting.

The Company properly fulfils its corporate governance disclosure obligations resulting from the WSE Rules and regulations on current and periodic information to be disclosed by issuers of securities.

In accordance with Section 72.7.5) of the Regulation of the Minister of Finance on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated 6 June 2025, ORLEN includes a statement of compliance with corporate governance standards in its consolidated and separate annual reports.

The shareholder and investor relations section of ORLEN's corporate website: <https://www.orklen.pl/pl/relacje-inwestorskie/dla-inwestora/lad-korporacyjny> contains all current information on the Company's compliance with the principles of Best Practice 2021 and all other information required thereunder. This is where the Company's annual reports on compliance with best practices, as well as the Best Practice 2021 document can all be downloaded.

The Supervisory Board also may and does resolve to designate its members to individually perform supervisory duties with respect to the Company's compliance with the corporate governance disclosure requirements as set out in the WSE Rules and applicable current and periodic reporting regulations for issuers of securities. From 1 January to 28 October 2025, Michał Gajdus, the then Deputy Chair of the Supervisory Board, was delegated to perform these duties.



On 26 November 2025, the responsibility was delegated to Przemysław Ciszak, the current Chair of the Supervisory Board.

Each year, the Supervisory Board reviews and discusses an annual report on the fulfilment by ORLEN S.A. of disclosure requirements applicable to public companies. In March 2025, the Supervisory Board approved the 2024 report, and in April 2026 – the 2025 report. The reports included a discussion of the internal procedures, summary of inside information released to the public, overview of notification obligations of members of the Management and Supervisory Boards, statement of compliance by the Company with the Best Practice for GPW Listed Companies, and summary of the Company's communication with the PFSA.

11. Assessment of the reasonableness of the Company's and the Group's sponsorship and charitable donation spending, including the total amount spent

In accordance with principle 1.5 of Best Practice for GPW Listed Companies 2021, the Supervisory Board has reviewed the Company's report on the sponsorship and charitable donation spending of ORLEN S.A. and the ORLEN Group for 2025, which showed that ORLEN S.A.'s sponsorship and charitable donation spending totalled PLN 332,859,452.43 and PLN 308,367,410.19, respectively, giving a combined figure of PLN 641,226,862.62. For the rest of the ORLEN Group, sponsorship expenditure totalled PLN 96,257,329.57 and charitable donations totalled PLN 23,816,533.16, giving combined expenditure of PLN 120,073,862.73.

ORLEN Group companies carry out their charitable activities in areas aligned with the Group's Sustainable Development Strategy, on the basis of the ORLEN S.A. Charitable Giving Policy and the Organisational Standard for Charitable Activities. Charitable activities take account of the prevailing economic and legal context, and the manner in which donations are made is reviewed in each case with the legal and tax functions. Under the State Property Management Act, donations exceeding PLN 20,000 VAT-exclusive require the prior approval from the management board and supervisory board of the relevant ORLEN Group company.

The Group's corporate social responsibility activities are aimed at supporting and responding to the needs of local communities, with a particular focus on the most vulnerable. The initiatives undertaken serve the wider public interest and strengthen the Group's relationships with its key stakeholders, including customers, employees, local communities, the media and other ORLEN Group companies.

In 2025, Group companies were actively involved in initiatives delivered through corporate foundations, in particular grant and scholarship programmes, contributing to the Group's standing among employees and local communities. Responding to the needs and expectations of employees, their families and the immediate community remains a priority of the ORLEN Group's charitable activities. Group companies provided financial support in areas including education, sport, culture, the environment and healthcare, with a particular focus on the locales where they operate. These initiatives have helped to build lasting relationships with the Group's wider community, with due regard to environmental considerations and stakeholder needs, and reinforce the Group's standing as a leading and committed corporate citizen.



In accordance with International Financial Reporting Standards, donations and other arrangements with a similar effect are presented as other expenses under the line item 'Provision of services free of charge', which in 2025 amounted to PLN 158,525,339.54

However, as per the donation agreements entered into or performed in 2025, the actual donations made during the year totalled PLN 308,367,410.19, comprising:

- PLN 304,528,483.12 in cash donations,
- PLN 173,176.62 in in-kind donations,
- PLN 3,665,750.45 in other gratuitous transfers.

The difference between the amounts of charitable giving described above and recognised in the financial statements and the figures derived from the donation agreements concluded and/or performed in 2025 arises primarily from differences in the accounting treatment of various donations, including:

- a donation of PLN 140,000.00 made by Rafineria Gdańska. ORLEN and the other shareholder in Rafineria Gdańska account for it as a joint operation and ORLEN therefore reports only 70% of its assets, liabilities and equity. The Stakeholder Relations Office does not report donations made by Rafineria Gdańska or recognise them in the financial statements, as Rafineria Gdańska sp. z o.o. is not an ORLEN Group company required to implement the Organisational Standard for Charitable Activities of ORLEN Group Companies and has not adopted it. Consequently, the ORLEN Group Charitable Giving Policy does not apply to donations made by Rafineria Gdańska sp. z o.o., nor does it specify the procedures for reviewing or approving these donations as per the Standard guidelines.
- the donation to the Polish National Foundation ("PFN"): In this Report, the donation to PFN is presented on a cash basis. However, in 2018 ORLEN recognised a PFN donation expense of PLN 28,000,000.00 on an accrual basis, reflecting a long-term obligation arising from the notarial deed establishing the Foundation. This obligation was recognised upon signing the deed, with payments to be made in subsequent years. Following the merger between ORLEN S.A. and Grupa LOTOS S.A., in 2023 the latter's outstanding obligation to donate funds to the PFN in 2024–2026, totalling PLN 7,500,000.00, was assumed by ORLEN S.A. (the former LOTOS obligation was PLN 2,500,000.00 annually until, and including, 2026). In addition, in 2024, the PGNiG Branch Complex, as the successor to PGNiG, made a payment of PLN 3,500,000.00 to PFN as provided for in the notarial deed establishing the Foundation. These payments were included in the financial statements under 'other expenses'.
- the value of fuel issued and accounted for in 2025 under agreements concluded in 2024 in support of flood relief operations by the regional headquarters of the State Fire Service, in the amount of PLN 79,889.81;
- the agreement entered into by the HR area with the Ignacy Łukasiewicz Education Centre for the project "Sectoral Skills Centre for the Petrochemical Industry at the Ignacy Łukasiewicz Education Centre in Płock." The gratuitous transfer of PLN 2,444,855.62 is required to fund the VAT charged on the eligible costs of the project;
- VAT recognised in the amount of PLN 201,756.00 arising on the donation of an industrial machine (a tracked excavator) to the 1st Brześć Sapper Regiment for use in remediating the sites affected by the September 2024 floods in Poland and restoring and rebuilding public-use facilities and residential buildings, and VAT recognised in the amount of PLN 3,226.44 arising on a donation to the Institute of Biochemistry and Biophysics of the Polish Academy of Sciences.
- the ISBL New Chemicals ISBL Project Execution Office had recognised gratuitous benefits in prior years against a future obligation in the amount of PLN 140,612,690.12. In the first half of 2025, two donation agreements were entered into in respect of the recognised amount: with the Stara Biała Municipality Office in the amount of PLN 75,780,000.00, for the improvement of the road network of the Stara Biała Municipality and the construction or repair of roads, and with the Płock District Authority in the amount of PLN 64,832,690.12, for the improvement of the road network of the Płock District and the repair of roads;



- charitable gifts totalling PLN 921,034.09 (of which PLN 919,991.18 was recognised in 2025, with a further PLN 1,042.91, corresponding to costs incurred in 2025, to be recognised in 2026), connected with the conflict in Ukraine, which fall outside the budget-planning framework. These activities were financed under Management Board Resolution No. 7474/22 and Supervisory Board Resolution No. 2771/22, which authorise the Company to cover refugees accommodation and catering costs of up to PLN 5,000,000.00, VAT-exclusive. Neither resolution sets an end-date for the programme.
- on the application of the Executive Director for Audit and Enterprise Risk Management, in connection with the relief offered to the family affected by the fire on 3 July 2025 at ul. Powstańców 62 in Ząbki, Head of Stakeholder Relations Office granted a derogation from the Charitable Giving Policy to permit the gratuitous loan of a residential unit held by ORLEN S.A.; The estimated value of this aid is PLN 4,000 per month, calculated by reference to the achievable market rent for the unit (as set out in the valuation report dated 15 April 2024 prepared by a property valuer, which gives a figure of PLN 3,863.59 per month, comprising rent for the residential unit and the surface parking space and the fixed maintenance charges levied by the building administrator). The agreement was originally entered into on 23 July 2025 for a four-month term ending 23 November 2025; on 24 July 2025 it was extended by one month to 23 December 2025; and was subsequently further extended to 31 May 2026. The cost of the loan has been recognised in the cost of core operations.
- the Fuel Sales area carried out gratuitous road infrastructure adaptation works for the Bydgoszcz Branch of the General Directorate for National Roads and Motorways with a total value of PLN 252,759.40. The works comprised the adaptation of a junction, including the installation of the required traffic signals, and the extension of the street lighting, including an additional cable manhole and ducting for the traffic signals. The works were carried out on Provincial Road No. 269 and National Road No. 91 in Czerniewiczki, the Kowal Municipality;
- in 2025, CUK derecognised an amount of PLN 49,000 in connection with the dismantling of equipment belonging to the temporary hospital in Ostrołęka. The amount was removed from cost centre COVSZO, as the costs incurred were ultimately re-invoiced in full to the Ministry of State Assets.

For ORLEN Group companies other than ORLEN S.A., donations, comprising mainly cash and in-kind donations and other gratuitous transfers, were recognised in other expenses under the line item 'Provision of services free of charge' and totalled PLN 23,816,533.16.

This amount includes:

- PLN 24,057,355.58 in cash donations,
- PLN 263,693.98 in in-kind donations, and
- PLN 0 in other gratuitous transfers.

As per the ORLEN S.A. Accounting Office's recommendation, donations to Polska PRESS totalling PLN 580,171.00 were presented under operating expenses (other services) because advertising, sponsorship, and fundraising activities fall within that entity's ordinary course of business.

Przemysław Ciszak

Chair

of the ORLEN S.A Supervisory Board

Aleksander Kappes

Deputy Chair

of the ORLEN S.A Supervisory Board