



**Resolution No.9451/25
of the Management Board
of ORLEN Spółka Akcyjna (the "Company")
dated September 30th 2025**

to convene an Extraordinary General Meeting of the Company

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. 400.1 and Art. 7.4.1 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board of ORLEN Spółka Akcyjna, acting at the request of its shareholder, the State Treasury, resolves to convene an Extraordinary 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 October 28th 2025 at 11.00am, with the following agenda:

1. Opening of the General Meeting.
2. Appointment of the Chair of the Meeting.
3. Confirmation that the General Meeting has been properly convened and has the capacity to pass binding resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of and voting on a resolution to determine the number of members of the Supervisory Board.
7. Consideration of and voting on resolutions to change the composition of the Supervisory Board.
8. Consideration of and voting on resolutions to amend the Company's Articles of Association.
9. Consideration of and voting on a resolution to restate the Company's Articles of Association.
10. Consideration of and voting on resolutions to seek compensation for losses incurred by the Company due to misconduct by members of the Management Board in their capacity as such.
11. Consideration of and voting on resolutions to approve the disposal of a registered branch operating as ORLEN Spółka Akcyjna – Oddział Laboratorium Pomiarowo Badawcze PGNiG (Measurement and Testing Laboratory Branch) of Warsaw, with its registered office at ul. Marcina Kasprzaka 25, 01-224 Warsaw (the "Branch"), to Polska Spółka Gazownictwa Sp. z o.o. of Tarnów (Number in the National Court Register: KRS 0000374001) ("PSG"), with the disposal to be effected by contributing the Branch to PSG as a contribution in kind and subscribing for all newly issued shares in the increased share capital of PSG.
12. Voting on a resolution to cover the cost of convening and holding the General Meeting.
13. Closing of the Meeting.

Section 2

This Resolution shall take effect upon adoption.

9 Members of the Management Board participated in the vote; 9 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolutions; 0 ABSTENTIONS.

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

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Ireneusz Fąfara
President of the Management Board

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Marek Balawejder
Member of the Management Board

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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

.....
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



**Resolution No. 9452/25
of the Management Board
of ORLEN Spółka Akcyjna (the "Company")
dated September 30th 2025**

to approve draft resolutions of the Extraordinary General Meeting

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 Extraordinary General Meeting of ORLEN S.A., which are attached as an appendix hereto.

Section 2

The Management Board requests that the Supervisory Board's Corporate Governance Committee provide its opinion on the proposed amendments to the Company's Articles of Association; that the Supervisory Board endorse the draft resolutions of the Extraordinary General Meeting referred to in Section 1 hereof; and that the Extraordinary General Meeting pass the same.

Section 3

This Resolution shall take effect upon adoption.

9 Members of the Management Board participated in the vote; 9 votes were cast IN FAVOUR of the Resolution; 0 votes were cast AGAINST the Resolutions; 0 ABSTENTIONS.

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

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Ireneusz Fąfara
President of the Management Board

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Marek Balawejder
Member of the Management Board

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Sławomir Jędrzejczyk
Vice President of the Management Board

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Witold Literacki
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Marcin Wasilewski
Member of the Management Board