

Date: Warsaw, 4 November 2024

From: 1. **Nationale-Nederlanden Otwarty Fundusz Emerytalny**, an open-end pension fund with its registered office at ul. Topiel 12, 00-342 Warsaw, Poland, entered in the Register of Pension Funds under No. RFe 4 ("**OFE NN**"), managed and represented by Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A. with its registered office at ul. Topiel 12, 00-342 Warsaw, Poland (National Court Register No. 0000042153);

2. **PZU Złota Jesień Otwarty Fundusz Emerytalny**, an open-end pension fund with its registered office at Rondo Ignacego Daszyńskiego, 00-843 Warsaw, Poland, entered in the Register of Pension Funds under No. RFe 6 ("**OFE PZU Złota Jesień**"), managed and represented by Powszechne Towarzystwo Emerytalne PZU S.A. with its registered office at Rondo Ignacego Daszyńskiego, 00-843 Warsaw, Poland (National Court Register No. 0000040724);

3. **Generali Otwarty Fundusz Emerytalny**, an open-end pension fund with its registered office at ul. Senatorska 18, 00-082 Warsaw, Poland, entered in the Register of Pension Funds under No. RFe 10 ("**OFE Generali**"), managed and represented by Generali Powszechne Towarzystwo Emerytalne S.A. with its registered office at ul. Senatorska 18, 00-082 Warsaw, Poland (National Court Register No. 0000008579),

represented by:

**Dariusz Szczęśniak, attorney-at-law**

DeBenedetti Majewski Szczęśniak

ul. Królewska 16, 00-103 Warsaw, Poland

email: [dszczesniak@dms-legal.com](mailto:dszczesniak@dms-legal.com)

To: **the Management Board of ORLEN S.A.**

ul. Chemików 7, 09-411 Płock, Poland

[walne.zgromadzenie@orlen.pl](mailto:walne.zgromadzenie@orlen.pl)

[zarzad@orlen.pl](mailto:zarzad@orlen.pl)

Re: Request to place an item on the agenda of the Extraordinary General Meeting of ORLEN S.A. convened for 2 December 2024

Dear Sirs/Madams,

acting on behalf of OFE NN, OFE PZU Złota Jesień and OFE Generali under the power of attorney attached hereto, pursuant to Art. 401.1 of the Polish Commercial Companies Code, I request that the following item be added to the agenda of the Extraordinary General Meeting of ORLEN S.A. of Płock:

- Consideration and, if thought fit, passage of resolutions to change the composition of the Supervisory Board;

and that this item be placed, as item 10, on the agenda of the Extraordinary General Meeting of Orlen S.A. of Płock convened for 2 December 2024, and consequently that the existing item 10 be redesignated as item 11.

## **REASONS**

### **I. LEGAL BASIS OF THE REQUEST**

Pursuant to Art. 401.1 of the Polish Commercial Companies Code: “A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be placed on the agenda of the upcoming General Meeting. Such request should be submitted to the Management Board no later than fourteen days prior to the scheduled date of the General Meeting. In the case of a listed company, such prior period shall be twenty-one days. The request should contain a statement of reasons for or a draft resolution concerning the proposed agenda item. The request may be submitted in electronic form”.

This request is submitted pursuant to the referenced provision by OFE NN, OFE PZU Złota Jesień and OFE Generali, who hereby request that the item concerning changes in the composition of the Supervisory Board be added to the agenda of the Extraordinary General Meeting of ORLEN S.A. convened for 2 December 2024.

### **II. SOURCE OF ENTITLEMENT TO SUBMIT THE REQUEST**

OFE NN, OFE PZU Złota Jesień and OFE Generali are ORLEN S.A.’s shareholders whose aggregate holdings total 134,219,463 shares, representing 11.56% of the Company’s share capital and conferring 11.56% of total voting rights. Accordingly, their aggregate ownership interests in the Company entitle them to request that specific matters be placed on the agenda of the upcoming General Meeting.

The requesting shareholders hold individually the following number of ORLEN S.A. shares, as evidenced by the attached depository certificates:

- OFE NN holds 68,379,124 shares, representing 5.89% of the Company’s share capital and the same percentage of total voting rights,

- OFE PZU Złota Jesień holds 35,006,722 shares, representing 3.01% of the Company's share capital and the same percentage of total voting rights,
- OFE Generali holds 30,833,617 shares, representing 2.65% of the Company's share capital and the same percentage of total voting rights.

### **III. STATEMENT OF REASONS**

Requesting that certain matters be placed on the agenda of the upcoming general meeting is a corporate and statutory right vested in a shareholder representing at least one-twentieth of the company's share capital.

Requesting that an item concerning changes in the composition of the supervisory board be placed on the agenda of the general meeting follows from the general meeting's power to appoint and remove members of the supervisory board of a listed company. The purpose is to strengthen ownership supervision by the company's minority shareholders.

### **IV. DRAFT RESOLUTIONS**

Attached please find draft resolutions pertaining to the proposed agenda item.

Respectfully,

Document signed by Dariusz Szczęśniak  
Date: 4 November 2024, 16:40:03 CET

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Dariusz Szczęśniak, attorney-at-law

#### **Attachments:**

1. Draft resolutions pertaining to the proposed agenda item
2. Power of attorney
3. Extract from the Register of Pension Funds concerning OFE NN
4. Valid official copy of the National Court Register entry concerning Nationale-Nederlanden Powszechne Towarzystwo Emerytalne S.A.
5. Depository certificate evidencing the shareholding of OFE NN
6. Extract from the Register of Pension Funds concerning OFE PZU Złota Jesień
7. Valid official copy of the National Court Register entry concerning Powszechne Towarzystwo Emerytalne PZU S.A.
8. Depository certificate evidencing the shareholding of OFE PZU Złota Jesień
9. Extract from the Register of Pension Funds concerning OFE Generali
10. Valid official copy of the National Court Register entry concerning Generali Powszechne Towarzystwo Emerytalne S.A.
11. Depository certificate evidencing the shareholding of OFE Generali

**Attachment 1 Draft resolutions pertaining to the proposed agenda item**

**Resolution No. [...]  
of the Extraordinary General Meeting of ORLEN S.A.  
dated 2 December 2024  
to change the composition of the Supervisory Board**

**Section 1**

The Extraordinary General Meeting of ORLEN S.A. resolves to remove Mr/Ms [...] from the Company's Supervisory Board.

**Section 2**

This Resolution shall take effect upon adoption.

**Resolution No. [...]  
of the Extraordinary General Meeting of ORLEN S.A.  
dated 2 December 2024  
to change the composition of the Supervisory Board**

**Section 1**

The Extraordinary General Meeting of ORLEN S.A. resolves to appoint Mr/Ms [...] to the Company's Supervisory Board.

**Section 2**

This Resolution shall take effect upon adoption.