

**FULL TEXT OF THE  
ARTICLES OF ASSOCIATION AS OF 1<sup>ST</sup> OF JANUARY 2021**

**ORLEN Unipetrol a.s.**

***I.  
General provisions***

**1.  
Business name and registered office**

- 1.1 ORLEN Unipetrol a.s. (the "Company") is a business corporation established in the form of joint-stock company.
- 1.2 The business name of the Company is:
- ORLEN Unipetrol a.s.
- 1.3 The registered office of the Company is the municipality of Prague.

**2.  
Scope of Company's Business**

- 2.1 The primary purpose of the Company shall be to conduct business activity in the scope referred to in provision 2.3 hereof, aimed at the implementation of the mission and strategy of the ORLEN Capital Group.
- 2.2 The Company strives to achieve the purpose indicated in provision 2.1 hereof, guided in the course of its business activity by the interest of the ORLEN Capital Group, in the period of its affiliation with it. The ORLEN Capital Group shall be understood as company operating under business name: Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered seat in Płock, altogether with its direct and indirect subsidiaries.
- 2.3 The scope of business of the Company is as follows:
- Provision of services in the field of occupational health and safety
  - Manufacture, trade and services not specified in the annexes 1 – 3 of the Trade Licensing Act, in the fields of activities listed in Annex 4 of the Trade Licensing Act under numbers 1 to 79
  - Renting of flats, real estate and non-residential premises
- 2.4 The additional goals of the Company are as follows:

- strategic management of development for group of companies directly or indirectly controlled by the Company
- coordination and procurement of matters of common interest of group of companies directly or indirectly controlled by the Company
- arranging of financing and development of financing systems in companies within the holding
- development of human resources and systems of human resources development in companies within the holding
- administration, acquisition of and disposal with ownership interests and other assets of the Company, in particular:
  - (i) establishing of business corporations, participation in their foundation and other acquisitions of ownership interests in business of other legal entities,
  - (ii) exercising of shareholder's and similar rights within directly or indirectly controlled companies,
  - (iii) renting of real estate and provision of basic services for due functioning of real estate.

### **3.**

#### **Acting on behalf of the Company**

- 3.1 The Company's Board of Directors acts on behalf of the Company in all matters, provided that the Board of Directors shall always act through two of its members together while one of them shall be the chairman or the vice-chairman of the Board of Directors. Signing on behalf of the Company shall be performed in such way that the members of the Board of Directors authorized to act on behalf of the Company attach their signatures to the business name of the Company.

### **II.**

#### ***Registered capital and shares of the Company***

### **4.**

#### **Registered capital of the Company**

- 4.1 Registered capital of the Company is CZK 18,133,476,400 (in words: eighteen billion one hundred and thirty three million four hundred and seventy six thousand four hundred Czech crowns).

### **5.**

#### **Shares of the Company**

- 5.1 The registered capital of the Company is divided into 181.334.764 (in words: one hundred and eighty one million three hundred and thirty four thousand seven

hundred and sixty four) common shares, each having the same nominal value of CZK 100 (in words: one hundred Czech crowns). All Company's shares are bearer shares.

- 5.2 All shares have been issued as book-entered securities. No shares with special rights were issued by the Company.
- 5.3 One share with a nominal value for CZK 100 (one hundred Czech Crowns), is connected to one (1) vote. The total number of votes in the Company is 181,334,764 (in words: one hundred and eighty one million three hundred and thirty four thousand seven hundred and sixty-four).

## **6.**

### **Rights and obligations of shareholder**

- 6.1 The shareholder is entitled to participate, pursuant to the law and the Articles of Association of the Company, in the management and profits thereof and in the liquidation balance if the Company is wound up with liquidation.
- 6.2 Upon winding-up of the Company with liquidation, the shareholder is entitled to a share in the liquidation balance. The entitlement to the share in the liquidation balance arises as of the date of cancellation of the Company's shares registered in the registry of book-entered shares of central depository based on the liquidator's instruction.
- 6.3 In addition to other obligations, the shareholder is obliged to:
- a) pay within the set period and in duly manner the issue price of the shares subscribed by him/her/it; and
  - b) comply with the Articles of Association of the Company.

## **III.**

### ***Company's organization***

## **7.**

### **Structure of the Company**

- 7.1 The Company has chosen a dualistic system of its internal structure.
- 7.2 The Company's bodies are:
- a) the General Meeting (i.e., the Company's sole shareholder)

- b) the Board of Directors
- c) the Supervisory Board

#### **IV.** ***General Meeting***

##### **8.** **Status and powers of the General Meeting**

- 8.1 The General Meeting is the supreme body of the Company. Powers and authorities of the General Meeting are exercised by the Company's sole shareholder.
- 8.2 The General Meeting has the quorum, if the present shareholders hold the shares whose nominal value exceeds 50% (in words: fifty percent) of the registered capital.
- 8.3 The powers of the General Meeting include the following:
  - a) deciding on amendments of the Articles of Association, unless such change results from an increase in the registered capital by the authorized Board of Directors or such change is made by virtue of other legal facts;
  - b) deciding on changes of the amount of the registered capital and authorization of the Board of Directors to increase the registered capital;
  - c) deciding on the possibility of a set-off of a monetary receivable from the Company against a receivable to pay an issue price;
  - d) deciding on increase in the registered capital by non-monetary contributions;
  - e) deciding on issuance of convertible or priority bonds;
  - f) deciding on exclusion or restriction of shareholder's pre-emptive right to obtain convertible or priority bonds or to subscribe for new shares of the company in relation to increase of Company's registered capital;
  - g) deciding on change in form or class of shares and on change of rights assigned with a certain class of shares, decision on consolidation of shares;
  - h) deciding on acquisition of own shares by the Company, where such decision is required by applicable laws;
  - i) electing and recalling of members of the Supervisory Board and the Board of Directors;
  - j) approving of annual, extraordinary or consolidated financial statements and, in cases stipulated by law, also interim financial statements;
  - k) deciding on distribution of profits or other own resources or settlement of losses;
  - l) deciding on filing of an application for admission of Company's participating securities to trading on a European regulated market or withdrawal of such securities from trading on a European regulated market;
  - m) deciding on winding up of the Company with liquidation;
  - n) deciding on appointing and recalling of the liquidator;
  - o) approving of a proposal on liquidation balance distribution;

- p) approving of a transfer or a pledge of enterprise or such part thereof, which would substantially change the current structure of the enterprise or which would substantially change the scope of business of the Company;
- q) deciding on undertaking of consequences of acts made on behalf of the Company prior its incorporation;
- r) approving of an agreement on silent partnership, including amending and cancelling thereof;
- s) deciding on a transformation of the Company, unless the laws regulating transformations of business companies and cooperatives sets forth otherwise;
- t) approving of an agreement on performance of the office of a member of the Board of Directors and the Supervisory Board, including remuneration of members of the Board of Directors and the Supervisory Board and rules of providing discretionary and other benefits to members of the Board of Directors and the Supervisory Board;
- u) deciding on auditor for auditing financial statements of the Company and consolidated financial statements of the Company, as well as, for verifying other documents, if such verification is required by applicable laws;
- v) decision on acquisition for consideration of assets by the Company from its founder or shareholder pursuant to Section 255 of Act on Corporations;
- w) other decisions delegated to the powers of the General Meeting by this Articles of Association or by law.

8.4 The General Meeting may not reserve deciding on matters, which are not entrusted into its authority by law or these Articles of Association.

## 9.

### Sole shareholders' consent

The consent of General Meeting, or the sole shareholder of the Company is required for:

- a) disposal of components of long-term assets within the meaning of the International Financial Reporting Standards classified as intangible assets, tangible fixed assets or long-term investments, including bringing them as a contribution in kind to a company or cooperative, if the market value of these components exceeds 5% of the Company's total assets, determined on the basis of the latest approved financial statements of the Company, as well as transfer of these components for use to another entity for a period longer than 180 days in a calendar year, based on a legal action, if the market value of the subject of the legal action exceeds 5% of the Company's total assets, whereas, in the case of:
  - tenancy agreements, leases and other agreements on transfer of asset for paid use to other entities - the market value of the subject of the legal action is understood as the value of benefits for:
    - a year - if the asset was transferred based on agreements concluded for an indefinite period of time,

- the entire duration of the agreement - in the case of agreements concluded for a definite period of time,
- free-of-charge lending agreements and other agreements for free-of-charge transfer of an asset for use to other entities - the market value of the subject of the legal action is understood as the equivalent of benefits that would be payable in the event of a tenancy or a lease agreement for:
  - a year - if the asset will be handed over under an agreement concluded for an indefinite period of time,
  - the entire duration of the agreement - in the case of agreements concluded for a definite period of time;
- b) acquisition of components of long-term assets within the meaning of the International Financial Reporting Standards, the value of which exceed:
  - CZK 550,000,000, or
  - 5% of the total Company's assets, determined on the basis of the latest approved financial statements of the Company;
- c) taking up or acquiring shares in another company, the value of which exceed:
  - CZK 550,000,000, or
  - 10% of the total Company's assets, determined on the basis of the latest approved financial statements of the Company;
- d) disposal of ownership interests or shares in another company.

## 10.

### Performance of powers of the General Meeting by the sole shareholder

- 10.1 If the Company has a sole shareholder, the sole shareholder exercises the powers of the General Meeting. A decision of the sole shareholder *in lieu* of the General Meeting ("**Decision of the sole shareholder**") shall be adopted in written form and shall be signed by the shareholder. One counterpart of the Decision of the sole shareholder shall be always without undue delay delivered to the Company's Board of Directors and the Supervisory Board.
- 10.2 Upon a written request of the sole shareholder delivered to the Company no later than ten (10) days before decision-making pursuant to the provision 10.1 hereof, such decision-making shall be attended by members of the Board of Directors, respectively members of the Supervisory Board. The request shall contain matters which will be decided.
- 10.3 The sole shareholder is entitled to demand the Board of Directors, respectively the Supervisory Board, to submit him written materials necessary for adoption of a Decision of the sole shareholder. The written request of the sole shareholder shall specify the matter of the requested documents and also the deadline for submission of the documents; this deadline shall be not less than fourteen (14) days from delivery of the request. The Board of Directors shall submit the audited annual financial statements and the report on Company's business activity and state of its assets to the sole shareholder even without request.

## **11.**

### **Information duty of the Board of Directors and the Supervisory Board**

- 11.1 The Board of Directors shall notify in a written form the sole shareholder without undue delay upon discovering that the total losses of the Company pursuant to any financial statements reached such amount that when settling them from disposable resources of the Company the unsettled losses would reach one half of the registered capital. The same shall apply if the above may be expected with respect to all relevant circumstances or if the Board of Directors discovers another important reason. In all such cases the Board of Directors shall propose to the sole shareholder winding up of the Company or adoption of another measure, unless stipulated otherwise by law.
- 11.2 The Board of Directors shall without undue delay inform in a written form the sole shareholder on all matters of the Company, which require a Decision of the sole shareholder pursuant to article 8 and 9 hereof and shall submit a proposal of decision in the respective matter.
- 11.3 If required by interests of the Company, the Supervisory Board shall without undue delay inform in a written form the sole shareholder and propose necessary measures. The Supervisory Board shall also inform in a written form the sole shareholder on results of its controlling activity; the report on review of the financial statements and review of the Board of Directors' proposal for distribution of profits or settlement of losses shall be submitted by the Supervisory Board to the sole shareholder within fourteen (14) days after reception of these documents from the Board of Directors.
- 11.4 The Board of Directors or, if applicable, the Supervisory Board shall submit a copy of the written information submitted to the sole shareholder pursuant to the above provisions also to the other body of the Company.

## **12.**

### **Report on representation expenses**

- 12.1 The Company's Board of Directors, together with an annual report of the Board of Directors on the Company's activity for the previous financial year, submits to the Company's General Meeting, together with opinion of the Supervisory Board, the report on representation expenses as well as the report on expenses for legal services, marketing services, public relations services, social communication services and consultancy services connected with business management, as well as the report regarding observance of the good practices addressed to entities with Polish State Treasury shareholding, concerning in particular corporate governance rules, corporate social responsibility and rules of conducting sponsorship activity, and issued by the Polish Prime Minister based on article 7.3 of Polish Act on Rules of Management of State Property.

- 12.2 The Supervisory Board is obliged to provide opinion on the report concerning representation expenses and on report concerning expenses for legal services, marketing services, public relations services, social communication services, and consultancy services connected with business management, as well as the report regarding observance of the good practices addressed to entities with Polish State Treasury shareholding, concerning in particular corporate governance rules, corporate social responsibility and rules of conducting sponsorship activity, and issued by the Polish Prime Minister based on article 7.3 of Polish Act on Rules of Management of State Property, drawn up by the Board of Directors. The Supervisory Board specifies the scope of the abovementioned reports and its opinions, taking into account the need to respect confidential information.

### **13. Archiving**

- 13.1 Decisions of the sole shareholder and written information of the Board of Directors and Supervisory Board pursuant to article 11 hereof shall be archived in the Company's archive for the whole period of existence of the Company. In case of winding up of the Company with liquidation the liquidator shall provide archiving or storage of such documents for as long as ten (10) years after winding up of the Company. If the Company is wound up without liquidation and its rights and obligations are being transferred to its legal successor, the documents shall be stored in the archive of such legal successor like similar documents of the legal successor.

### **14. General Meeting in case that the Company has multiple shareholders**

- 14.1 If the Company has multiple shareholders the General Meeting shall be convened by publishing of an invitation to the General Meeting on Company's web site and simultaneously by sending the invitation to the shareholders' addresses pursuant to a register of book-entered shares.
- 14.2 Members of the Board of Directors and members of the Supervisory Board shall attend the General Meeting. Auditor of the financial statement is entitled to attend such part of the General Meeting concerning the financial statements. Other persons may attend the General Meeting subject to the consent of General Meeting; the General Meeting may not be attended by the general public.
- 14.3 A voting shall be carried out by acclamation, unless the General Meeting decides otherwise.
- 14.4 A voting shall be carried out upon an instruction of the chairman of the General Meeting. At first a proposal of a convener of the General Meeting or, if the General Meeting was convened upon a request of a shareholder or shareholders in line with applicable law, the proposal of such shareholder or shareholders shall be voted on. If such proposal is not approved, then counterproposals in the order of their submission shall be voted on.

14.5 Article 13 hereof shall apply also on any minutes of Company's General Meeting.

**V.**  
***Board of Directors***

**15.**  
**Status and powers of the Board of Directors**

- 15.1 The Board of Directors is Company's statutory body.
- 15.2 The Board of Directors shall decide on all matters of the Company, except for matters entrusted by applicable law or by these Articles of Association to powers of other bodies of the Company.
- 15.3 No one is entitled to give instructions to the Board of Directors regarding business management, unless stipulated otherwise by law. Members of the Board of Directors may ask the General Meeting to grant an instruction regarding business management; this shall not affect their obligation to act with the due managerial care.
- 15.4 The Board of Directors is responsible particularly for:
- a) business management;
  - b) furnishing of a due bookkeeping;
  - c) furnishing preparation of annual, extraordinary, consolidated or, if applicable, interim financial statements including proposal for distribution of profits or settlement of losses and submitting them for a review by the Supervisory Board and for an approval by the General Meeting;
  - d) preparing report on business activities of the Company and on state of its property and other reports required by applicable laws;
  - e) carrying out resolutions of the General Meeting.
- 15.5 The Board of Directors shall ask the Supervisory Board of the Company for its prior consent to the following acts:
- a) encumbrance, disposal or renting of Company's property if the book value of such property exceeds under one agreement or, if applicable, several related agreements the amount of CZK 200,000,000 (in words: two hundred million Czech crowns);
  - b) issuance of bonds, if their issuance does not require the consent of the General Meeting;
  - c) provision of a loan or other financial indebtedness by the Company to other person or reception of a loan or other financial indebtedness by the Company from other person, if such loan or indebtedness exceeds in each

individual case the amount of CZK 300,000,000 (in words: three hundred million Czech crowns);

- d) realization of investment with financial costs under one agreement or, if applicable, under several related agreements exceeding the amount of CZK 300,000,000 (in words: three hundred million Czech crowns);
- e) provision of an indemnification, guarantee or other security for debts of third parties; this shall not apply to a case when the Company provides an indemnification, guarantee or other security for debts of persons controlled by the Company, unless the value of such debts, indemnifications, guarantees or other security exceeds the amount of CZK 150,000,000 (in words: one hundred and fifty million Czech crowns);
- f) establishment or dissolution of a foreign organizational unit of the Company;
- g) writing of a founding legal act, adoption of articles of association or conclusion of an agreement on establishing of a corporation, foundation or other legal entity, conclusion of an association agreement or establishing an interest association, or (2) writing of legal acts or conclusion of an agreement on contribution into a corporation, foundation or other legal entity and writing of legal acts or conclusion of an agreement on acquisition, pledging or disposal of ownership interests in other legal entities, including entities with registered offices outside the Czech Republic;
- h) exercising voting rights at general meetings of corporations which are directly controlled by the Company, *i.e.*, in such corporations in which the Company holds directly an ownership interest amounting to at least fifty per cent (50%) in their registered capital and which according to their most recent annual financial statements or consolidated annual financial statements (if such corporations prepare consolidated annual financial statements) attained a turnover of at least CZK 15,000,000 (in words: fifteen million Czech crowns) ("Directly Controlled Corporations"), in the following matters:
  - deciding on transformations of Directly Controlled Corporations,
  - deciding on amendments of articles of association or a founding legal act of a Directly Controlled Corporation,
  - deciding on distribution of net profits on the basis of the non-consolidated annual financial statements of a Directly Controlled Corporation,
  - deciding on winding up of a Directly Controlled Corporation, and
  - deciding on transfer, lease or pledge of enterprise of a Directly Controlled Corporation or such part thereof, which would substantially change the current structure of the enterprise or the scope of business or activity of a Directly Controlled Corporation.
- i) setting the Company's strategy and setting the Company's long-term business plan, annual business plan and mid-term business plan, including resources and means for their securing and mechanisms for controlling of their performance;
- j) adopting and amending of the rules of procedure of the Board of Directors;
- k) documents submitted by the Board of Directors to the General Meeting, and

- l) proposals of the Board of Directors for increasing of the registered capital by a decision of the Board of Directors pursuant to section 511 et seq. of the Act on Corporations;
- m) conclusion of employment relationship with the Chief Executive Officer of the Company and recalling him from this function;
- n) conclusion of an agreement for legal services, marketing services, public relations services, social communication services, and consultancy services connected with business management, if the amount of remuneration for the services provided in this agreement or other agreements concluded with the same entity exceeds in total CZK 2,750,000 annually;
- o) amendment of the agreement for legal services, marketing services, public relations services, social communication services, and consultancy services connected with business management, through increasing the remuneration above the amount referred to in item n above;
- p) conclusion of an agreement for legal services, marketing services, public relations services, social communication services and consultancy services connected with business management, in which the maximum amount of remuneration is not provided for;
- r) the conclusion of a donation agreement or another agreement with a similar effect, the value of which exceed CZK 110,000 or 0.1% of the total Company assets, determined on the basis of the latest approved financial statements of the Company;
- s) release from a debt or conclusion of other agreement or undertaking action of similar effect, the value of which exceed CZK 275,000 or 0.1% of the total Company assets, determined on the basis of the latest approved financial statements of the Company.

15.6 The prior consent of the Supervisory Board for the actions referred to in Article 15.5 is not required, whenever the given action is subject to the consent granted by the General Meeting of the Company.

## **16.**

### **Board of Directors composition and terms of office**

16.1 The Board of Directors shall have seven (7) members, which shall be elected and recalled by the General Meeting of the Company.

16.2 The term of office of each member of the Board of Directors shall be three (3) years. Member of the Board of Directors may be re-elected.

16.3 The Board of Directors shall elect a chairman and two (2) vice-chairmen from its members. Each of the vice-chairmen individually shall fully substitute the chairman in performance of his office.

16.4 A member of the Board of Directors may resign from his office by a written notification addressed to the Supervisory Board and delivered to the Company, while informing the Board of Directors of the resignation. The member of the Board of Directors,

however, may not do so at a time which is impractical for the Company. The term of the office of the resigning member of the Board of Directors shall end upon expiry of one (1) month after delivery of such notification to the Company, unless the Supervisory Board approves a different end of the term of office upon request of the resigning member.

- 16.5 In case the member of Board of Directors dies, resigns, is recalled or in case of other termination of his term of office, the General Meeting of the Company shall elect a new member of the Board of Directors within two (2) months.
- 16.6 The Chairman or the Vice-chairman of the Board of Directors may resign from his office of the Chairman or the Vice-chairman by a written notification addressed to the Board of Directors and delivered to the Company or by resigning directly at a meeting of the Board of Directors. The performance of the position of the Chairman or the Vice-chairman of the Board of Directors shall terminate on a day when resignation is discussed on the next meeting of the Board of Directors, unless the Board of Directors approves a different moment of the office termination upon request of the resigning member. Termination of performance of the Chairman or Vice-chairman office does not cause the termination of office of member of the Board of Directors.
- 16.7 A member of the Board of Directors shall notify in writing to the General Meeting any event under Section 17.1 and 17.2 of these Articles of Association, if such an event occurs in the course of his/her performance of the position of the member of the Board of Directors. In such case the General Meeting of the Company shall proceed in line with Section 442 of the Act on Business Corporations.
- 16.8 A member of the Board of Directors shall perform his office in person; this, however, does not prevent him from authorizing another member of the Board of Directors in a particular case to vote on behalf of him in his absence at the meeting of the Board of Directors.

## **17.**

### **Requirements for a candidate for a member of the managing body**

- 17.1 A candidate for a member of the Company's Board of Directors may be a person who jointly meets all the following requirements:
- a) has a higher education degree (i) achieved at eligible university operating within the system of higher education of a member state of the European Union, Organisation for Economic Co-operation and Development or European Free Trade Association – party to the agreement on the European Economic Area (ii) recognised as equivalent to the higher education degree achieved in Republic of Poland pursuant to an international agreement or (iii) recognised as equivalent to the higher education degree achieved in Republic of Poland in the way of nostrification proceedings carried out in Republic of Poland;
  - b) for at least 5 years has been employed on the basis of an employment agreement, appointment, election, nomination, cooperative employment

agreement, or has been providing services under a different type of agreement or has been performing business activity on its own account;

- c) has at least 3-year experience on managerial or independent positions or experience resulting from performing business activity on its own account;
- d) meets other than those referred to in items a)-c) requirements specified in applicable generally binding legal regulations, in particular, does not violate restrictions or prohibitions on holding the position of a member of the management body in commercial companies.

17.2 A candidate for a member of the Company's Board of Directors cannot be a person who meets at least one of the following conditions:

- a) acts as an assistant to the member of the parliament or is employed in a parliamentary office, senatorial office, parliamentary-senator's office or a European Parliament member's office under a contract of employment or provides work on the basis of a contract of mandate or other agreement of similar nature;
- b) is member of the body of a political party representing the political party towards third parties and authorized to incur liabilities on behalf of the political party;
- c) is employed by a political party on the basis of an employment contract or provides work on the basis of a contract of mandate or another agreement of similar nature;
- d) performs the elected function in the trade union organization or in the trade union organization of a company being a member of the ORLEN Capital Group;
- e) its social or business activity causes a conflict of interest in relation to the Company's operations;
- f) carries out a business activity within a scope of business of the Company, (even if to the benefit of other persons) or intermediate business with the Company for a third person,
- g) is a member of statutory body or a person in a similar position in other legal entity with the same or similar scope of business, unless such entity is a member of ORLEN Capital Group,
- h) participates in a business activity of other corporation as a member with unlimited liability or as a person controlling other person with the same or similar scope of business.

## **18.**

### **Decision-making of the Board of Directors**

18.1 In case of decision-making of the Board of Directors on its meeting, the Board of Directors may adopt decisions if there are present more than a half (1/2) of all members of the Board of Directors. Decision shall be adopted by the simple majority of votes of all members, unless applicable law requires a qualified majority. Each member of the Board of Directors shall have one (1) vote.

18.2 If all elected or appointed members of the Board of Directors agree so, the meetings of the Board of Directors may take place via communication means, i.e., via videoconference or teleconference:

- a) A consent of the member of the Board of Directors to holding of the particular meeting of the Board of Directors via communication means may be provided either verbally at the preceding meeting of the Board of Directors, or any time before the holding of the respective meeting in writing or through an e-mail sent from a company e-mail address assigned to the member of the Board of Directors, at latest, however, at the very beginning of the respective meeting in verbal form (which includes also the videoconference or teleconference communication).
- b) The member of the Board of Directors attending the meeting via communication means shall introduce himself/herself and other members present at the meeting shall confirm his/her identity by clearly stating his full name; rules of procedure of Board of Directors may allow for other suitable manner of verification of identity of the members of the Board of Directors. Such verification of the identity shall be recorded in the minutes of the meeting.
- c) Members of the Board of Directors attending the meeting via communication means are deemed to be present at the meeting and shall be recorded in the attendance list attached to the minutes of the meeting. In case of interruption of connection in the course of the meeting the respective member of the Board of Directors affected by such interruption shall be deemed not to be present from the moment of interruption of connection until the moment of eventual re-connection to the meeting via communication means. The occurrence of the interruption of connection must be recorded in the minutes of the meeting.
- d) The meetings of the Board of Directors held via communication means may be attended only by members of the Board of Directors and persons invited to such meeting of the Board of Directors. Persons attending the meeting of the Board of Directors via communication means must be mutually audible.
- e) On the meeting of the Board of Directors held via communication means, any voting shall be performed in the way that the Chairman asks step by step all individual members of the Board of Directors on their voting on a particular resolution and the members of the Board of Directors expressly state whether they vote for, against, or abstain; rules of procedure of Board of Directors may allow for other suitable manner of voting on the meeting of the Board of Directors held via communication means. At the meeting of the Board of Directors held via communication means a secret voting may not be performed.
- f) Other conditions for holding of the meeting of the Board of Directors by communication means may be stipulated in the rules of procedure of the Board of Directors.

- g) The provision 18.1 hereof shall be used accordingly.
- 18.3 The Board of Directors may adopt a decision outside of the meeting of the Board of Directors through a voting in writing or through a voting by communication means (particularly through e-mail, teleconference or videoconference). Other conditions of *per rollam* voting may be stipulated in the rules of procedure of the Board of Directors. The provision 18.1 hereof shall be used accordingly.
- 18.4 If a meeting of the Board of Directors takes place, the *per rollam voting* may be applied to members of the Board of Directors not attending the meeting.
- 18.5 Details on decision-making of the Board of Directors may be stipulated in the rules of procedure of the Board of Directors. The rules of procedure of the Board of Directors and amendments thereof shall be adopted by the Board of Directors with prior consent of the Supervisory Board.
- 18.6 Costs of holding the meeting of the Board of Directors including attendance by the members of the Board of Directors as well as further activities of the Board of Directors shall be borne by the Company.
- 18.7 The Company shall compensate the Board of Directors members for the reasonable costs incurred in relation with attending meetings of the Board of Directors.

## **VI.** ***Supervisory Board***

### **19.** **Status and powers of the Supervisory Board**

- 19.1 The Supervisory Board is Company's controlling body, which supervises performance of powers by the Board of Directors and functioning of the Company.
- 19.2 No one is entitled to give instructions to the Supervisory Board pertaining to its statutory obligation to supervise the performance of powers of the Board of Directors.
- 19.3 The Supervisory Board is responsible particularly for:
- a) reviewing of performance of powers by the Board of Directors, particularly reviewing of fulfillment of tasks assigned to the Board of Directors by the General Meeting, observing of the Articles of Association and applicable law within Company's activities, reviewing of Company's business activity, state of assets, receivables, debts, obligations and proper and verifiable accounting. The Supervisory Board shall submit results, conclusions and recommendations of its controlling activity to the General Meeting;

- b) reviewing of annual, extraordinary, consolidated or, if applicable, interim financial statements and proposal for distribution of profits or settlement of losses and submitting of its standpoints to the General Meeting;
- c) discussing of all proposals of the Board of Directors submitted to the General Meeting and potentially submitting of its standpoints on the respective matters to the General Meeting;
- d) asking the Board of Directors for insertion of an item into the agenda of General Meeting;
- e) setting a subject-matter, content and deadline for submission by the Board of Directors of annual financial plans, long term financial plans and plans of Company's development strategy;
- f) exercising other powers which are entrusted to the Supervisory Board by applicable law or by these Articles of Association.

19.4 The Supervisory Board is authorized to grant its prior consent to acts of the Board of Directors pursuant to the provision 15.5 hereof.

## **20.**

### **Supervisory Board composition and terms of office**

20.1 The Supervisory Board shall have nine (9) members, which shall be elected and recalled by the General Meeting. Section 20.12 shall not be affected hereby.

20.2 The term of office of each member of the Supervisory Board shall be three (3) years. Member of the Supervisory Board may be re-elected.

20.3 Unless the number of members of the Supervisory Board decreased below one half, the Supervisory Board may appoint substitute members till the next General Meeting. The time period when the substitute member of the Supervisory Board performs the position shall not be counted towards the term of office of the member of the Supervisory Board.

20.4 The Supervisory Board shall elect a chairman and two (2) vice-chairmen from its members. Each of the vice-chairmen individually shall fully substitute the chairman in performance of his office.

20.5 A member of the Supervisory Board may resign by a written notification addressed to the Supervisory Board and delivered to the Company. The member of the Supervisory Board, however, may not do so at a time which is impractical for the Company. The term of the office of the resigning member of the Supervisory Board shall end upon expiry of one (1) month after delivery of such notification to the Company, unless the Supervisory Board approves a different end of the term of office upon request of the resigning member.

- 20.6 The Chairman or the Vice-chairman of the Supervisory Board may resign from his office of the Chairman or the Vice-chairman by a written notification addressed to the Supervisory Board and delivered to the Company or by resigning directly at a meeting of the Supervisory Board. The performance of the position of the Chairman or the Vice-chairman of the Supervisory Board shall terminate on a day when resignation is discussed on the next meeting of the Supervisory Board, unless the Supervisory Board approves a different end of the office term of office upon request of the resigning member. Termination of performance of the Chairman or Vice-chairman position does not cause the termination of office of member in the Supervisory Board.
- 20.7 Should the General Meeting elect the member of the Supervisory Board, the agenda of the General Meeting shall include an item on potential disagreement pursuant to Section 452 of the Act on Corporations.
- 20.8 The Supervisory Board may, on the basis of its decision, establish committees of the Supervisory Board to support realization of Company's strategic goals through submitting of standpoints and recommendations to the Supervisory Board. Only members of the Supervisory Board shall be members of the Committees of the Supervisory Board. A decision of the Supervisory Board on establishment of a particular committee shall stipulate committee's composition and powers in a way that the powers of other Company's bodies would not be affected. Details on meetings of a committee of the Supervisory Board and its powers shall be stipulated in rules of procedure of a committee of the Supervisory Board, which shall be approved by the Supervisory Board.
- 20.9 A member of the Supervisory Board shall perform his office in person; this, however, does not prevent him from authorizing another member of the Supervisory Board in a particular case to vote on his behalf in his absence at the meeting of the Supervisory Board.
- 20.10 Costs of holding the meeting of the Supervisory Board including attendance by the members of the Supervisory Board as well as further activities of the Supervisory Board shall be borne by the Company.
- 20.11 The Company shall compensate the Supervisory Board members for the reasonable costs incurred in relation with attending meetings of the Supervisory Board.
- 20.12 In case the Company has more than five hundred (500) employees in labor law employment relationship (*pracovní poměr*), the two thirds (2/3) of members of the Supervisory Board shall be elected by the General Meeting and the one third (1/3) of members of the Supervisory Board shall be elected by the Company employees. A member of the Supervisory Board, who was elected by the employees of the Company, may be recalled by employees of the Company. Only employees of the Company in the labor law employment relationship (*pracovní poměr*) shall have the right to elect and recall such member(s) of the Supervisory Board of the Company.

## 21.

### Requirements for a candidate for a member of the supervisory body

- 21.1 A member of the Supervisory Board shall not:
- a) carry out a business activity within a scope of business of the Company, (even in favour of other persons) or intermediate business with the Company for a third person,
  - b) be a member of statutory body or a person in a similar position in other legal entity with the same or similar scope of business, unless such entity is a member of ORLEN Capital Group,
  - c) participate in a business activity of other corporation as a member with unlimited liability or as a person controlling other person with the same or similar scope of business
- 21.2 A candidate for a member of the Supervisory Board of the Company may only be a person having a positive opinion of the Council for companies with the Polish State Treasury's share and state legal persons (in Polish: *Rada do spraw Spółek z udziałem Skarbu Państwa i państwowych osób prawnych*).
- 21.3 The candidate referred to in Section 2 above, shall also:
- a) have a higher education degree referred to in Article 17.1 Section a) of the Articles of Association and for at least 5 years have been employed on the basis of an employment agreement, appointment, election, nomination, cooperative employment agreement, or has been providing services under a different type of agreement or has been performing business activity on its own account, and shall also meet at least one of the following requirements:
    - hold a PhD degree in economics, legal or technical sciences;
    - hold a professional title of an advocate, legal counsel, chartered accountant, tax advisor, investment adviser or restructuring adviser;
    - graduate from Master of Business Administration faculty (post-graduate studies);
    - hold a Chartered Financial Analyst (CFA) certificate;
    - hold a Certified International Investment Analyst (CIIA) certificate;
    - hold the Association of Chartered Certified Accountants (ACCA) certificate;
    - hold a Certified in Financial Forensics (CFF) certificate;
    - hold a confirmation of passing an examination before a commission appointed by the Polish Minister of Privatization (in Polish: Minister Przekształceń Własnościowych), Polish Minister of Industry and Trade (in Polish: Minister Przemysłu i Handlu), Polish Minister of Treasury (in Polish: Minister Skarbu Państwa) or the Polish Selection Committee (in Polish: Komisja Selekcyjna);
    - hold a confirmation of passing an exam for candidates for members of the supervisory boards of companies, in which Polish State Treasury is a sole shareholder;

- pass an examination for candidates for the members of supervisory bodies before an examination board appointed by the Polish Prime Minister;
  - pass an examination for candidates for the members of supervisory bodies before an examination board appointed by Polish minister responsible for state assets;
  - another alternative to abovementioned requirement for candidates for the members of supervisory bodies set out in the Polish Act on Rules of Management of State Property.
- b) not to be employed by the Company or provide work or services to it on the basis of another legal relationship, except for membership in the supervisory bodies;
- c) not to hold shares in the Company's subsidiaries, with the exception of shares admitted to trading on a regulated market recognised by a member state of the European Union or a country being a party to the agreement on the European Economic Area, on the territory of which such market is maintained, as fulfilling conditions of a regulated market and indicated as such to the European Commission;
- d) not to be employed by the Company's subsidiaries or provide work or services to them on the basis of another legal relationship, except for membership in their supervisory bodies;
- e) not to be engaged in activities that would be in conflict with its duties as a member of the supervisory body or could arouse suspicion of partiality or self-interest or could lead to a conflict of interest in relation to the Company's operations;
- f) meet other requirements than those set out in points a) – e) above, set for a member of the Supervisory Board in applicable generally binding legal regulations.
- 21.4 The requirement to fulfil conditions referred to in Section 2 and Section 3 items a), b) and d) above does not apply to persons elected to the Supervisory Board by employees, where applicable.
- 21.5 A person may not be a candidate for a position of member of the Company's Supervisory Board provided such person meets at least one of the following conditions:
- 1) acts as an assistant to member of the parliament or is employed in an office of parliamentary member, office of senate member, parliamentary-senator's office or a European Parliament member's office under a contract of employment or provides work on the basis of a contract of mandate or other agreement of similar nature;
  - 2) is part of the body of a political party representing the political party outside and entitled to incur liabilities;
  - 3) is employed by a political party on the basis of an employment contract or provides work on the basis of a contract of mandate or another agreement of similar nature.
- 21.6 In case any member of the Company's Supervisory Board ceases to meet any of the criteria described in Articles 21.2-21.5., the shareholder shall be obliged to

immediately undertake any action necessary to dismiss such member of the Company's Supervisory Board.

## **22.**

### **Decision-making of the Supervisory Board**

- 22.1 In case of decision-making of the Supervisory Board on its meeting, the Supervisory Board may adopt decisions if there are present more than half of all members of the Supervisory Board. Decision shall be adopted by the simple majority of votes of all members, unless applicable law requires qualified majority. Each Supervisory Board member shall have one (1) vote.
- 22.2 If a simple majority of all elected or appointed members of the Supervisory Board agree so, the meetings of the Supervisory Board may take place via communication means, i.e., via videoconference or teleconference:
- a) A consent of the member of the Supervisory Board to holding of the particular meeting of the Supervisory Board via communication means may be provided either verbally at the preceding meeting of the Supervisory Board, or any time before the holding of the respective meeting in writing or through an e-mail sent from a company e-mail address assigned to the member of the Supervisory Board, at latest, however, at the very beginning of the respective meeting in verbal form (which includes also the videoconference or teleconference communication).
  - b) The member of the Supervisory Board attending the meeting via communication means shall introduce himself/herself and shall confirm his/her identity by clearly stating his full name; rules of procedure of Supervisory Board may allow for other suitable manner of verification of identity of the members of the Supervisory Board. Such verification of the identity shall be recorded in the minutes of the meeting.
  - c) Members of the Supervisory Board attending the meeting via communication means are deemed to be present at the meeting and shall be recorded in the attendance list attached to the minutes of the meeting. In case of interruption of connection in the course of the meeting the respective member of the Supervisory Board affected by such interruption shall be deemed not to be present from the moment of interruption of connection until the moment of eventual re-connection to the meeting via communication means. The occurrence of the interruption of connection must be recorded in the minutes of the meeting.
  - d) The meetings of the Supervisory Board held via communication means may be attended only by members of the Supervisory Board and persons invited to such meeting of the Supervisory Board. Persons attending the meeting of the Supervisory Board via communication means must be mutually audible.

- e) On the meeting of the Supervisory Board held via communication means, any voting shall be performed in the way that the Chairman asks step by step all individual members of the Supervisory Board on their voting on a particular resolution and the members of the Supervisory Board expressly state whether they vote for, against, or abstain; rules of procedure of Supervisory Board may allow for other suitable manner of voting on the meeting of the Supervisory Board held via communication means. At the meeting of the Supervisory Board held via communication means a secret voting may not be performed.
  - f) Other conditions for holding of the meeting of the Supervisory Board by communication means may be stipulated in the rules of procedure of the Supervisory Board.
  - g) The provision 22.1 hereof shall be used accordingly.
- 22.3 The Supervisory Board may adopt a decision outside of the meeting of the Supervisory Board through a written voting or through a voting by communication means (particularly through e-mail, teleconference or videoconference). Other conditions of *per rollam* voting may be stipulated in the rules of procedure of the Supervisory Board. The provision 22.1 hereof shall be used accordingly.
- 22.4 If a meeting of the Supervisory Board takes place, the *per rollam voting* may be applied to members of the Supervisory Board not attending the meeting.
- 22.5 Details on Supervisory Board's acting and performance of controlling activity shall be stipulated in the rules of procedure of the Supervisory Board. The rules of procedure of the Supervisory Board and its amendments shall be approved by the Supervisory Board.

## **VIII.** **Other provisions**

### **23.**

#### **Distribution of profits, settlement of losses and creating of funds**

- 23.1 Profits may, in accordance with a decision of the General Meeting, be used particularly for: a distribution to the shareholder, an increase of the registered capital from Company's own resources, voluntary contributions to reserve or other funds of the Company (provided that such funds were created), a distribution among members of the Board of Directors and the Supervisory Board of the Company, a distribution among Company's employees and other purposes allowed by law, or potentially a settlement of losses or a transfer to a retained profits account. The previous sentence hereof shall be used similarly on a decision of the General Meeting on method of distribution of retained profits from previous periods. The General Meeting shall decide on a ratio, in which shareholder, members of the Board of

Directors, members of the Supervisory Board and employees shall participate on the distributed profits provided that this ratio shall be applicable only for an individual distribution of profits and may not be used for profits distribution in other time periods, unless shall be decided otherwise.

- 23.2 The Company's duty to create and supplement the reserve fund as such duty was regulated in Section 217 of the Act No. 513/1991 Coll., the Commercial Code, valid as of 31.12.2013, was cancelled based on the decision of the General Meeting of the Company dated 26.5.2014 on amendments to the Articles of Association and submission to the Act on Corporations as a whole. The right to decide on disposing of the reserve fund in the extent in which it was created as of 26.5.2014 is vested within the powers of the Board of Directors; this shall not affect the right of the General Meeting to decide on the distribution of this reserve fund to the shareholder.
- 23.3 The Board of Directors may decide on establishment of reserve or other funds of the Company and disposing with them.
- 23.4 Company's losses may, in accordance with a decision of the General Meeting, be covered from retained profits from previous periods, share premium, reserve or other funds (provided that such funds were created), by a decrease of the registered capital, or potentially by a settlement of losses from results of future business activity by their transferring to account of losses from previous periods.

## **24.**

### **Rules of disposal of non-current assets**

- 24.1 The disposal by the Company of components of long-term assets within the meaning of the International Financial Reporting Standards, with the market value amounting to more than 0.1% of the Company total assets determined on the basis of the latest approved financial statements of the Company, is made within tender or auction procedure, unless the market value of the disposed asset is less than CZK 110,000.
- 24.2 In the situation referred to in Section 1 above, the Company may dispose long-term assets without conducting a tender or auction if:
- a) the disposal is carried out upon prior consent of the General Meeting;
  - b) the disposal is carried out to subsidiaries, entities indirectly and directly dominant or their subsidiaries;
  - c) the necessity of carrying out a tender or auction procedure may expose the Company to incur a loss (in particular, negatively impact terms of potential disposal of long-term assets) or may lead to a breach by the Company of the requirements arising from applicable generally binding legal regulations – following the 14 days prior notice to the Supervisory Board regarding the intention to withdraw from tender or auction procedure;
  - d) in other justified cases, upon prior consent from the Supervisory Board.

## **25.**

### **Submission under Commercial Corporations Act**

- 25.1 By adoption of these Articles of Association the Company submitted itself under the regime of the Act No. 90/2012 Coll., the Commercial Corporations Act (the "Act on Corporations") as a whole, based on the decision of the General Meeting of the Company dated 26.5.2014.
- 25.2 Rights and obligations not expressly regulated by these Articles of Association shall be governed by the applicable law.

## **26.**

### **Change in Articles of Association**

- 26.1 The changes in the Articles of Association shall become valid and effective at the moment when they are approved by the General Meeting, unless the resolution of the General Meeting on the change in the Articles of Association or the applicable law provides that the changes become valid and effective on the different date.
- 26.2 These Articles of Association were adopted on 19<sup>th</sup> of November 2019, as amended on 7<sup>th</sup> of October 2020 and 29<sup>th</sup> of October 2020.

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