

Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, September 20th 2022

**Draft resolution proposed by shareholder for PGNiG Extraordinary General Meeting  
convened for October 10th 2022**

Current Report No. 53/2022

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA (“PGNiG”, the “Company”) publishes a draft resolution pertaining to item 6 of the agenda of the PGNiG Extraordinary General Meeting convened for October 10th 2022: “Voting on a resolution on the merger of Polski Koncern Naftowy ORLEN Spółka Akcyjna with the Company and consent to the proposed amendments to the Articles of Association of Polski Koncern Naftowy ORLEN Spółka Akcyjna”, as per a proposal submitted by the State Treasury as the Company’s entitled shareholder pursuant to Art. 401.4 of the Commercial Companies Code.

The draft resolution is in addition to the draft resolutions presented by the Company in Current Report No. 51/2022 on September 2nd 2022.

Legal basis:

Par. 19.1.4 of the Minister of Finance’s Regulation 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 March 29th 2018 (Dz.U. of 2018, item 757).

Draft

**RESOLUTION NO. ...**  
**of the Extraordinary General Meeting**  
**of**  
**Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna (the “Company”)**  
**dated October ... 2022**

on **the merger of the Company with Polski Koncern Naftowy ORLEN Spółka Akcyjna of Płock, National Court Register Number KRS 0000028860 (“PKN ORLEN”), and consent to the proposed amendments to the Articles of Association of PKN ORLEN**

Acting pursuant to Art. 492.1.1 and Art. 506 of the Polish Commercial Companies Code (the “**Commercial Companies Code**”), as well as Art. 56.4.1 of the Company’s Articles of Association, having reviewed the plan of merger of the Company with PKN ORLEN (the “**Plan of Merger**”), appendices to the Plan of Merger, the Management Board’s report presenting reasons for the merger with PKN ORLEN and the auditor’s opinion drawn up pursuant to Art. 503.1 of the Commercial Companies Code, the Extraordinary General Meeting resolves as follows:

**SECTION 1**

1. The Extraordinary General Meeting hereby grants its consent to:
  - a) the merger of the Company with PKN ORLEN by way of transfer of all the assets and liabilities of the Company to PKN ORLEN in exchange for shares to be delivered by PKN ORLEN to Company shareholders in accordance with the Plan of Merger;
  - b) the Plan of Merger, attached as Appendix 1 hereto;
  - c) the proposed amendments to the Articles of Association of PKN ORLEN, as specified in Appendix 3 to the Plan of Merger.

**SECTION 2**

This Resolution shall come into force on condition that:

1. the control authority does not issue a decision raising an objection against subsequent acquisition of the parent status within the meaning of Art. 3.7.2 of the Act on Control of Certain Investments of July 24th 2015 (Dz. U. of 2020, item

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2145, as amended), or that the control authority issues a decision refusing to initiate proceedings on grounds that the transaction covered by the notification of subsequent acquisition of the parent status is not subject to the Act, pursuant to the provisions of the Act; and

2. the licensing authority does not raise the objection referred to in Art. 36a.8 of the Geological and Mining Law of June 9th 2011 (Dz.U. of 2022, item 1072, as amended) against the effect of the merger of the Company with PKN ORLEN as regards the transfer of licences held by the Company to PKN ORLEN, within 60 days from the date when the intended merger is notified to the licensing authority pursuant to Art. 36a.1.1 of the Geological and Mining Law of June 9th 2011, taking into account Art. 36a.6 of the Geological and Mining Law of June 9th 2011.

### Rationale

for the draft resolution on the merger of the Company with PKN ORLEN and consent to the proposed amendments to the Articles of Association of PKN ORLEN

Given the need to modify the condition for entry into force of the resolution, it is proposed that the text of the resolution be modified and extended.