

Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, October 10th 2022

**Resolutions of the PGNiG Extraordinary General Meeting convened for October
10th 2022**

Current Report No. 58/2022

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA (“PGNiG” or the “Company”) is publishing resolutions adopted and the content of draft resolutions that were put to the vote but were not adopted by the Extraordinary General Meeting of PGNiG convened for October 10th 2022.

In point No. 6 of the agenda of the Extraordinary General Meeting of PGNiG, regarding a resolution on the merger of the Company with Polski Koncern Naftowy ORLEN S.A. (“PKN ORLEN”) and consent to the proposed amendments to the Articles of Association of PKN ORLEN, the draft resolution submitted on September 20th 2022 at the request of an authorized shareholder – State Treasury, which content was published in the Current Report No. 53/2022 was adopted for voting.

After the closing of the Extraordinary General Meeting, objections were raised and recorded in the minutes with regard to the resolution No.3 regarding the merger of the Company with PKN ORLEN and consent to the proposed amendments to the Articles of Association of PKN ORLEN.

Resolution No. 1/2022
of the Extraordinary General Meeting of
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated October 10th 2022,

to appoint the Chairperson of the General Meeting

Section 1

The Extraordinary General Meeting of PGNiG S.A. resolves to appoint Mr Radosław Leszek Kwaśnicki as Chair of the Meeting.

Section 2

This Resolution shall come into force as of its adoption.

Additional information concerning the Resolution:

Number of shares validly voted	4 959 664 765
Percentage of share capital represented by validly voted shares	85.83%
Total number of valid votes	4 959 664 765
Including: in favour	4 769 131 995, which constitutes 96.16% of valid votes
against	121 908
abstentions	190 410 862

Resolution No. .../2022
of the Extraordinary General Meeting of
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated October 10th 2022,

to adjourn the Extraordinary General Meeting.

Section 1

The Extraordinary General Meeting of PGNiG S.A. resolves to adjourn its proceedings until 12.00 noon on November 10th 2022. The Extraordinary General Meeting shall be resumed on that date at the Company's registered office.

Section 2

This Resolution shall come into force as of its adoption.

Additional information concerning the Resolution:

Number of shares validly voted	4 827 220 238
Percentage of share capital represented by validly voted shares	83.54%
Total number of valid votes	4 827 220 238
Including: in favour	137 318, which constitutes 0.003% of valid votes
against	4 350 769 899
abstentions	476 313 021

The resolution was not adopted.

Resolution No. .../2022
of the Extraordinary General Meeting of
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated October 10th 2022,

to adjourn the Extraordinary General Meeting.

Section 1

The Extraordinary General Meeting of PGNiG S.A. resolves to adjourn its proceedings until 12.00 noon on November 8th 2022. The Extraordinary General Meeting shall be resumed on that date at the Company's registered office.

Section 2

This Resolution shall come into force as of its adoption.

Additional information concerning the Resolution:

Number of shares validly voted		4 827 225 998
Percentage of share capital represented by validly voted shares		83.54%
Total number of valid votes		4 827 225 998
Including:	in favour	143 706, which constitutes 0.003% of valid votes
	Against	4 350 769 431
	abstentions	476 312 861

The resolution was not adopted.

Resolution No. 2/2022
of the Extraordinary General Meeting of
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated October 10th 2022,

to adopt the agenda of the Extraordinary General Meeting

Section 1

The Extraordinary General Meeting of PGNiG S.A. resolves to adopt the following agenda:

1. Opening of the Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been duly convened and has the capacity to pass resolutions.
4. Preparation of the attendance list.
5. Adoption of the agenda.
6. Voting on a resolution on the merger of the Company with Polski Koncern Naftowy ORLEN S.A. and consent to the proposed amendments to the Articles of Association of Polski Koncern Naftowy ORLEN S.A.
7. Closing of the Meeting.

Section 2

This Resolution shall come into force as of its adoption.

Additional information concerning the Resolution:

Number of shares validly voted	4 959 602 938
Percentage of share capital represented by validly voted shares	85.83%
Total number of valid votes	4 959 602 938
Including: in favour	4 959 521 760, which constitutes 99.99% of valid votes
against	61 233
abstentions	19 945

Resolution No. 3/2022
of the Extraordinary General Meeting of
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated October 10th 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 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.

Additional information concerning the Resolution:

Number of shares validly voted		4 959 654 443
Percentage of share capital represented by validly voted shares		85,83%
Total number of valid votes		4 959 654 443
Including:	in favour	4 959 494 443, which constitutes 99.99% of valid votes
	against	133 903
	abstentions	26 097