

JUSTIFICATION
for determining the fixed part of the remuneration
of members of the management board of ORLEN Unipetrol Doprava s.r.o.

Pursuant to Article 4 (3) of the Act on the Principles of Shaping the Remuneration of Managers of Certain Undertakings (hereinafter the Act), the draft resolution on the principles of shaping the wages of members of company governing bodies may provide for their fixed part to be different from that determined on the basis of customary parameters (revenues, employment, assets, etc.), provided that this is justified by exceptional circumstances related to the company or the market on which it operates, in particular if the company:

- (1) Pursues a programme of consolidation of companies in its capital group leading to a significant change in the structure of its assets or revenues;
- (2) Implements an investment programme that significantly exceeds the value of its fixed assets;
- (3) Implements a restructuring programme with a time horizon of at least 3 years, leading to a significant change in the structure of the company's assets or revenues;
- (4) Has its registered address outside the Republic of Poland or the rules of its activity are set out in an international agreement binding on the Republic of Poland;
- (5) Has been in operation for less than a year;
- (6) Was established for the purpose of implementing a project, in particular one subsidized with contributions from the budget of the European Union or non-reimbursable aid from the Member States of the European Free Trade Agreement (EFTA) or from other non-reimbursable foreign sources.

In the case of ORLEN Unipetrol Doprava s.r.o. (hereinafter: the Company), there were circumstances, justifying the establishment of a different amount of the fixed part of the remuneration of the company's management board members, resulting from exceptional circumstances relating to the Company or the market.