

PRINCIPLES

ON ACCEPTING AND GRANTING GIFTS IN ORLEN S.A.

Pursuant to § 6 (1) point 4 of the *Anti-corruption policy in ORLEN Capital Group* introduced by way of a separate internal organizational act, it is hereby introduced the following *Principles on accepting and granting gifts in ORLEN S.A.*, hereinafter referred to as the “Principles”:

§ 1

General provisions

1. The Principles refer to persons employed in ORLEN S.A. under employment contracts and providing services for the benefit of ORLEN S.A. based on civil law contracts as well as persons who represent ORLEN S.A. in relations with representatives of contracting parties or public administration, including in relations between ORLEN Capital Group companies.
2. Accepting and granting of gifts is permitted only in accordance with separate documents adopted in ORLEN S.A. and the present Principles.
3. The present Principles shall not apply to gifts accepted and granted by staff members of ORLEN to staff members of ORLEN S.A.

§ 2

Guidelines on accepting and granting gifts

1. Gifts may be considered as revenue. Therefore, they are subject to income tax. In exceptional situations, revenue on account of obtaining a gift may be exempted from taxation.

2. Gifts granted to contracting parties are not subject to income tax on their part if:
 - a) a granted gift is related to promotion or advertising of ORLEN S.A. e.g. by placing the ORLEN S.A. logotype on the granted gift in a durable manner,
 - b) a staff member of ORLEN S.A. or a person who cooperates with ORLEN S.A. based on a civil law contract is not a recipient of a gift,
 - c) value of a gift does not exceed PLN 200 gross.
3. ORLEN S.A. may report an expenditure on a gift for a contracting party as fiscal costs if, at least indirectly, it has an influence on revenue earned by ORLEN S.A. e.g. in connection with promotion and advertising excluding representation.
4. Prior to granting a gift to a contracting party, it is necessary to strive for establishing:
 - a) principles of the contracting party on accepting gifts,
 - b) provisions on granting gifts in a country of the contracting party's jurisdiction.
5. While granting a gift, the person mentioned in § 1 (1) of the present Principles is obliged to provide the grantee with information about value of the gift. With regard to gifts whose value does not exceed PLN 200 gross, it is sufficient to inform the grantee that its value does not exceed this amount. With regard to gifts whose value exceeds PLN 200 gross, it is necessary to determine and indicate its market value.
6. If the adding of the information about value of a gift may be considered by the grantee as tactless, the information should be provided in another accepted manner.
7. The thresholds for value of gifts mentioned in § 2 (5) of the present Principles have been determined based on provisions concerning free of charge benefits free from income tax binding in Poland at the date when the present Principles come into force. These thresholds may change, in particular the differences in the amounts may be connected with legal regulations in force in a concrete country or at concrete time.
8. With regard to ORLEN Capital Group companies, branches of ORLEN Capital Group companies and agencies operating outside Poland, the thresholds mentioned in § 2 (5) of the present Principles should be determined in accordance

with regulations in force in a given country pertaining to free of charge benefits free from income tax.

§ 3

Categories of gifts

Gifts are divided into:

1. Gifts which can be accepted and granted without the necessity to obtain an additional consent.
2. Gifts which can be accepted and granted conditionally.
3. Gifts which cannot be accepted and granted.

§ 3

Gifts permitted in ORLEN S.A. without the necessity to obtain an additional consent

1. Without the necessity to obtain an additional consent, it is permitted to accept and grant gifts in connection with promotion or advertising whose unit value does not exceed PLN 200 gross if they are accepted and granted in accordance with the rules mentioned in the present Principles.
2. Meals with representatives of a contracting party up to value of PLN 200 gross per one person are acceptable if:
 - a) they are sporadic and may be offered under the principle of reciprocity,
 - b) an inviting person offering a meal or his/her representatives participate(s) in a meal,
 - c) members of family, or spouse, descendants, ascendants, direct kinds, relatives up to the second degree of the persons mentioned in § 1 (1) of the present Principles have not participated in a meal,
 - d) a meal organized by the persons mentioned in § 1 (1) of the present Principles should be attended by at least two representatives of ORLEN S.A. unless participation of only one representative of ORLEN S.A. is justified by objective circumstances regarding business relations with a given contracting party or a representative of public administration.
3. For the avoidance of doubts, catering service (understood as delivery of ready or unready food or drinks or together with relevant supporting services allowing to consume them immediately, taking place outside a service provider's premises)

during business negotiations, other business meetings organized in the registered office of ORLEN S.A. (or outside the registered office but at the expense of ORLEN S.A.) or during meetings of ORLEN S.A. bodies or committees functioning on the basis of internal regulations of ORLEN S.A. shall not be considered as a gift within the meaning of the present Principles provided that such an expenditure may be qualified as general costs, administrative costs or other connected with the conducted activity.

4. Invitations to entertainment events understood as sports events, theatre performances, concerts or other cultural events up to value of PLN 200 gross are acceptable if:
 - a) they are occasional and may be offered under the principle of reciprocity,
 - b) a person who offers a ticket also intends to participate in the event.
5. Invitations to events, trainings or workshops conducted by a person who grants the invitation as a host are acceptable and are not considered as a gift if participation in the event is free of charge.
6. Advertising gifts such as e.g.: pens, notebooks, calendars and other petty items as far as possible with ORLEN S.A. logotype or accordingly with a logotype of a contracting party with unit value not exceeding PLN 200 gross are acceptable.
7. It is acceptable to grant the gifts mentioned in § 3 (6) of the present Principles without the necessity to enter them in the register of benefits referred to in § 6 of the present Principles, within meetings (e.g. sector-specific fairs, conferences, symposia) organized, co-organized or sponsored by ORLEN S.A. based on separate provisions during which a group of grantees is numerous and it is impossible to identify particular grantees. With regard to this type of meetings, it is necessary to be guided by the following rules:
 - a) An organizer of a meeting (ORLEN S.A.) should keep records which shall contain information about the type, number, unit costs of advertising gifts intended for distribution during it. The records should include settlement of costs after the end of the meeting. Records with settlement of the group costs mentioned in § 3 (7) of the present Principles are not entered in the register of benefits of ORLEN S.A.

- b) Unit value of advertising gifts intended for these meetings should not exceed PLN 200 gross. Otherwise, the procedure described in § 4 of the present Principles shall be in force.
- 8. It is permitted to accept or grant the gifts mentioned in § 3 (2), (4), (6) of the present Principles if it is proper in concrete circumstances and consistent with ethical principles of ORLEN S.A. and the granter. A decision about accepting or granting a gift should be preceded by an individual assessment of the person mentioned in § 1 (1) of the present Principles. If circumstances do not allow conducting the assessment, they should carry out a consultation with a superior or the Ethics Advocate.
- 9. While making the decision on acceptance of a gift, it is necessary to be guided by the following rules:
 - a) Principle of fair intents of the granter.
 - Circumstances, the fact of granting and character of a gift aim solely at building or strengthening business relations or demonstrating politeness.
 - The granting of a gift is not aimed at exerting a negative influence on the grantee and his/her objectivity in making business decisions.
 - A proposal of granting a gift does not take place if the grantee participates in a decision-making process the beneficiary of which may be the person granting the gift or a person related to him/her.
 - b) Principle of legalism.
 - The type of a gift and circumstances of granting it do not infringe decency as well as national, foreign and international provisions of law.
 - c) Principle of proportionality.
 - Unit value of a gift falls within the acceptable limit and is consistent with standards adopted in a given case.
 - A gift is granted sporadically and is related to a concrete occasion.
 - Granting of a gift cannot impose any obligation onto a grantee or give the appearance of such.
 - d) Principle of transparency.

- It is not permitted to accept a gift which according to a grantee's feeling may give rise to his/her embarrassment due to their value or the feeling of a necessity to reciprocate the gesture or willingness to hide the fact of obtaining such gifts from a superior and co-workers.

§ 4

Conditionally permitted gifts

1. Accepting and granting of gifts is conditionally permitted only if the following rules have been fulfilled:
 - a) Accepting and offering of meals with unit value exceeding PLN 200 gross per person shall require approval within the procedure specified
in the present Principles, after the fact, based on accounting documents or statement of expenditures, in line with provisions binding in ORLEN S.A. Meals of this value should have an exceptional nature and take place in accordance with principles in force in ORLEN S.A.
 - b) Gifts of unit value exceeding PLN 200 gross may be granted by a staff member of ORLEN S.A. only if they have been approved earlier by his/her direct superior or a person supervising activities executed by persons employed based on civil law contracts.
 - c) It is necessary to refuse to accept a gift if, according to a grantee, unit value may be higher than PLN 200 gross. If the refusal might offend a granter, the gift must be accepted. After the end of a meeting at which a gift has been accepted, a grantee – the person mentioned in § 1 (1) of the present Principles – should immediately report this fact to a superior (supervising person). A superior shall decide whether the grantee may retain the gift or whether – in accordance with the rules binding in ORLEN S.A. – it should be handed over for the benefit of a charitable organization with which ORLEN S.A. cooperates, the status of which entitles to deduct value of the gift from income.
 - d) An invitation to entertainment events should not be personal but addressed to ORLEN S.A. (with regard to accepted gifts) or to a contracting party (with regard to granted gifts) and should contain a request for indication of the

person mentioned in § 1 (1) of the present Principles. The person shall be indicated by a manager of an organizational unit of ORLEN S.A. which has obtained the invitation.

2. The provision of § 3 (9) of the present Principles shall be applied mutatis mutandis to the acceptance of the gifts mentioned in § 4 (1) of the present Principles.
3. In case of doubts, the exceptions mentioned in § 4 (1) of the present Principles must be interpreted strictly.

§ 5

Unpermitted gifts

1. It is not permitted to accept and grant gifts which fulfil at least one of the following conditions:
 - a) A gift has a pecuniary form or a pecuniary equivalent, inter alia: gift vouchers, loans, shares, stocks, other securities, etc.
 - b) A gift is improper, inter alia: includes erotic contents or has sexual implied meaning or might, for other reasons, unfavourably influence the good name of ORLEN S.A. or any third party.
 - c) Accepting or granting of a gift is inconsistent with the anti-corruption policy of ORLEN Capital Group companies or a contracting party.
 - d) Circumstances of accepting or granting of a gift indicate that the other party expects reciprocal behaviour or give rise to a commitment.
 - e) A gift the granting of which may result in a conflict of interests.
 - f) Accepting or granting of a gift is dependent on value or magnitude of achieved parameters related to the cooperation level.
 - g) A gift is granted before entering into business relations unless it aims at presenting the party's basic activity, within the reservation that, also in this case, special caution is advisable.
2. It is unacceptable to grant any gifts to Polish or foreign public officials in connection with the functions performed by them, except the gifts mentioned in § 3 (6) of the present Principles, in accordance with the rules specified in § 3 (9) of the present Principles.

§ 6

Register of benefits

1. An accepted or granted gift whose value exceeds PLN 50 gross shall be entered in the electronic register of benefits, in line with the following provisions, excluding § 3 (7) of the present Principles and in consideration of § 1 (1) and (3) of the present Principles. Each and every person mentioned in § 1 (1) of the present Principles has the right to register a gift.
2. The ORLEN S.A. register of benefits shall be kept by the Control and Safety & Security Office. Gifts are registered with the use of the form available at the website: <http://mssp.orlen.pl/biura/biurobkib/PL/Strony/default.aspx> If it is impossible to make the registration with the use of the electronic form, gifts may be registered via the dedicated email address: upominek@orlen.pl
3. Information entered in the register of benefits includes:
 - a) First name and last name of a granter as well as an organizational unit and name of the represented entity,
 - b) First name and last name of a grantee as well as an organizational unit and name of the represented entity (the form technically blocks the possibility of entering an identical value of the field "First name and last name" and "name of the represented entity" in points a and b),
 - c) Date of accepting / granting a gift,
 - d) Name of a gift,
 - e) Value of a gift (the form technically blocks the possibility of registering gifts with value of PLN 50 gross and lower),
 - f) Position and name of an organizational unit of the person who approves the fact of accepting or granting a gift (the field in the form is active only if a value of the field is higher than PLN 200 gross),
 - g) A gift handling manner (selection from the list: "Retained by the grantee" or "Handed over for charitable purposes").
4. ORLEN Group companies keep electronic registers of benefits within their own scope. If it is impossible to introduce a register of benefits in a company, such a company may use the ORLEN S.A. register of benefits based on a separate contract concluded with ORLEN S.A. regulating the rules on making the register accessible, including protection of information.

5. Within 2 weeks from the date of accepting or granting a gift, the persons mentioned in § 1 (1) of the present Principles are obliged to enter the gift in the register of benefits.
6. An infringement of the obligation to report information on accepted or granted gifts shall constitute a rationale for incurring consequences in line with the Work Regulations of ORLEN S.A.
7. With regard to gifts whose value has been determined while granting, value specified by a granter shall be stated in the register. In case of problems with valuation of a gift, its value shall be specified in accordance with § 6 (8) of the present Principles.
8. With regard to gifts whose value has not been specified while granting, a grantee is obliged to determine a estimated value of the gift based on available information, using prices of products for this purpose in online shops, excluding auction portals, and the information about the valuation manner should be entered in the register.
9. With regard to gifts with nominal value exceeding PLN 200 gross granted by the persons mentioned in § 1 (1) of the present Principles, their superior is responsible & liable for fulfilling the obligations arising out of provisions of tax law and for providing the information to ORLEN Centrum Usług Korporacyjnych Sp. z o.o. Pursuant to internal regulations binding in the company, pertaining to fiscal settlements and a separate contract, responsibility & liability for issuing PIT-11 information for a grantee shall be borne by ORLEN Centrum Usług Korporacyjnych Sp. z o.o.
10. A scheme with registration obligations, depending on the thresholds of amounts and an abridged description of the category of gifts are specified in an Appendix No 1 to the present Principles.
11. Management Boards of ORLEN Group Companies are obliged to inform an anti-corruption coordinator of ORLEN S.A. about establishing the register of benefits and to indicate a staff member responsible & liable for keeping it, within a month from the date at which the present Principles come into force.

§ 7

Final provisions

1. Questions about accepting or granting of gifts in ORLEN S.A. may be sent to the email address: upominek@orlen.pl or asked by phone via contact with the Economic Security Department.
2. In case of accepting or granting gifts outside Poland and with regard to ORLEN Capital Group Companies registered in another country, the present Principles shall be applied in consideration of provisions, relevant to a given situation, of relevant jurisdiction and supranational provisions.
3. With regard to gifts accepted abroad, it is acceptable to appropriately apply the threshold of amount, specified in the present Principles, coming to PLN 200 gross, in consideration of relevant standards and purchasing power of money in a given place. The provisions of § 6 (8) of the present Principles shall be applied *mutatis mutandis*.
4. In case of accepting or granting gifts outside Poland, the provisions of the present Principles pertaining to fiscal issues shall be applied only within such a scope in which the Polish tax law is competent.
5. Exchange of information between ORLEN Group companies within the scope regulated by the present Principles cannot infringe provisions of the law on protection of personal data and protection of secret business information of the company.
6. The present Principles shall be applied in consideration of currently binding provisions of law and separate organizational acts in force in ORLEN S.A. and ORLEN Capital Group companies within the scope of protection of information, including inter alia concerning the introduction of the *Information protection policy, Principles on conducting protection of personal data*.