

PUBLIC COMPANY ORLEN LIETUVA

APPROVED BY:
9 November 2022 Order No TV1(1.2-1)-2022-0574
of General Director

Conflict of Interest Management Rules

I. GENERAL PROVISIONS

1.1. Public Company ORLEN Lietuva (hereinafter, the Company) Conflict of Interest Management Rules (hereinafter, the Rules) developed in accordance with PKN ORLEN S.A. Conflict of Interest Management Policy at ORLEN Capital Group are aimed at establishing uniform principles and standards applicable in the companies within ORLEN Capital Group for counteracting abuse and corruption in any form.

1.2. These Rules apply to:

- a) employees of the Company in the positions listed in Annex 2 hereto;
- b) employees of the Company who, by the relevant decisions of organizational unit managers, may influence in business processes the selection of counterparties of the Company, or may enter into business relations with such parties, including the employees authorized to contract liabilities on behalf of the Company;
- c) employees of the Company who initiate formalization of Powers of Attorney to be issued to natural, legal persons or entities without legal personality for provision of services / performance of tasks for the Company on the basis of such Powers of Attorney.

1.3. The Rules shall not apply:

1.3.1. for identifying connections (links) in the transactions between related parties, or for defining obligations within the scope of transfer pricing;

1.3.2. to prevent competitive activities of former staff members of the Company;

1.3.3. to persons employed on the basis of an employment contract with the Company, unless Par. 1.2(a) and/or 1.2(b) of the Rules apply to such persons.

1.4. The Rules may apply, in exceptional cases, to any employee of the Company (Par. 4.11, 5.7 of the Rules).

II. TERMS AND DEFINITIONS

Company	Public Company ORLEN Lietuva;
ORLEN Group	PKN ORLEN S.A. and commercial companies which are the subsidiaries of PKN ORLEN S.A. within the meaning of International Financial Reporting Standard 10 – Consolidated Financial Statements, or any other standard applicable in lieu thereof, including their subsidiaries, branches and representative offices;
Conflict of interest	1) a situation where the Company's employee in the position subject to conflict of interest assessment, or an external representative of the Company makes a decision or deliberately engages in activities on behalf of the Company in a manner that brings or may bring undue benefit (financial or personal) to such employee or entities connected with him;

	2) a situation where the interests of the Company's employee in the position subject to conflict of interest assessment, or of an external representative of the Company, because of his legal or factual links with another entity, influence or may influence the assessment of a particular situation, the decisions taken, or the performance of entrusted tasks, and the nature of such legal or factual connections permit reasonable doubts as to the impartiality of such employee or representative;
potential conflict of interests	a situation that creates a risk of a conflict of interest because of the known connections of the Company's employee in the position subject to conflict of interest assessment or of the external representative of the Company;
actual conflict of interests	a situation where the Company's employee in the position subject to conflict of interest assessment, or the external representative of the Company who had influenced the decisions taken in particular process, becomes aware of own connections with the entity to which such decisions pertain directly or indirectly;
Counterparty	a natural or legal person, or an entity without legal personality: <ol style="list-style-type: none"> 1) being a party to an agreement concluded by the Company or providing services to the Company based on a duly issued order, 2) with which the Company conducts negotiations regarding conclusion of an agreement or placement of an order;
Declaration of Autonomy	a declaration submitted by persons (entities) referred to in Par 1.2 of the Rules prior to commencement or at the time of performance of the relevant professional activities, or prior to provision of services, or performance of relevant functions in the cases set forth herein in order to disclose a potential conflict of interests; the template of <i>Declaration of Autonomy</i> constitutes Annex 1 to the Rules and is also available on Intranet at: Vidinės OL tvarkos, taisyklės / Kontrolės ir saugos skyrius / Kova su korupcija;
declaration of an actual conflict of interest	a declaration submitted by persons (entities) referred to in Par 1.2 of the Rules, or by other entities subject to conflict of interest assessment under binding internal documents regulating prevention of corruption submitted to disclose an actual conflict of interests;
closest relation	spouse, partner in a consensual union or in a registered partnership (partner) of a declaring person, also their parents (adoptive parents), children (adoptive children), siblings (siblings in the same adoptive family), grandparents, grandchildren and their spouses;
connection with work	performance of activities under the employment contract, provision of services based on a civil law contract or other contract, or performance of functions in the management bodies of commercial companies;

legal relation	a situation where at least two persons are bound by mutual obligations regulated by the applicable legal provisions;
actual relation	social (informal) relationship and links such as friendship, acquaintance, etc.;
participation in management, control, or supervision	performance of management, control, or supervision, including as a member of a management board, supervisory board, also as financial, control, sales, procurement, or any other Director;
positions subject to conflict of interest assessment	<ol style="list-style-type: none"> 1) positions listed in Annex 2 to the Rules where persons are employed based on an employment contract, and/or other equivalent positions in other ORLEN Group Companies; and 2) positions in the Company and its subsidiaries where persons are employed based on an employment contract which, by a decision of the relevant organizational unit manager, are recognized in particular business processes as positions that influence or may influence the selection of counterparties of the Company; and 3) positions in the management or supervisory boards of the Company and its subsidiaries;
external representative of the Company	any external entity representing the Company in relations with counterparties, suppliers, state or local authorities, also any external entity that supports the Company in new customer acquisition or sale of goods, products, or services on behalf of the Company; external representatives are the persons acting on behalf and in the interest of the Company on the basis of a relevant legal transaction or Power of Attorney.

III. TYPES OF CONNECTIONS SUBJECT TO ASSESSMENT FOR THE PURPOSES OF THE CONFLICT OF INTEREST MANAGEMENT

3.1. Connections that may indicate presence of the conflict of interest, if the person in the position subject to conflict of interest assessment, or the external representative of the Company within the last five years:

3.1.1. was connected personally or by capital with an entity or a person performing management, control, or supervisory functions in such entity, or combines (combined) management, control, or supervisory functions in the Company and in such entity,

3.1.2. is (was) directly or indirectly involved in management, control or supervision of another foreign or domestic company, or has (had) a share in the capital or owns (owned) shares of such company,

if the entity referred to in items 3.1.1 and 3.1.2 is a counterparty within the meaning of these Rules.

3.2. Family or kinship connection

Family or kinship connection is present when the employee in the position subject to conflict of interest assessment, or the external representative of the Company is connected by closest relation to a person who is directly or indirectly involved in the management of the Company's counterparty or in the activities of its control or supervisory bodies.

3.3. Personal financial connection

Personal financial connection is present when the employee in the position subject to conflict of interest assessment or the external representative of the Company is connected to a counterparty via a person with whom he has financial links, such as by obligation or contract, which integrate their property e.g. partnership contract, joint venture contract, or franchise contract.

3.4. Personal professional connection

Personal professional connection is present when the employee in the position subject to conflict of interest assessment, or the external representative of the Company is connected to a counterparty where he performed work and had influence on its business decisions within five years prior to employment in the Company.

3.5. Capital relations

3.5.1. Direct capital relations are present where the employee in the position subject to conflict of interest assessment, or the external representative of the Company has no less than 25% of shares or stocks of the counterparty;

3.5.2. Indirect capital relations are present where the employee in the position subject to conflict of interest assessment, or the external representative of the Company has:

- i) jointly with another related entity or other related entities; or
- ii) via another connected entity or other connected entities

a total of no less than 25% of shares or stocks in the counterparty's share capital.

IV. MANAGEMENT OF POTENTIAL CONFLICT OF INTEREST

4.1. For managing potential conflicts of interest in the Company, the persons indicated in Par. 1.2 of the Rules, commencing in the Company's positions subject to conflict of interest assessment, or commencing representation of the Company shall submit Declaration of Autonomy, which must be updated within **7 business days** if the circumstances affecting the contents of Declaration arise.

4.2. The list of the Company's positions subject to conflict of interest assessment shall be drawn and regularly updated by Director of Control and Security of the Company in cooperation with competent managers of the Company's organizational units.

4.3. Declaration of Autonomy and Declaration of an actual conflict of interest shall be presented by the persons indicated in Par. 1.2 of the Rules.

4.4. When employing persons, or when appointing or transferring employees to the positions subject to conflict of interest assessment, the designated employee of Human Resources Department shall collect Declarations of Autonomy from such persons (employees and submit copies thereof to Director of Control and Security of the Company in order to obtain information that would allow limiting the risk of abuse and enable the relevant organizational unit manager to make a decision on employment, appointment, or transfer of a relevant candidate. Designated HR employee shall send Declaration of Autonomy to kontrolesirsaugoskyrius@orlenlietuva.lt or submit it in any other manner enabling presentation of documents in e-format. Original Declarations of Autonomy shall be stored by Human Resources Department in personal files of the Company' employees.

4.5. Prior to sending Declaration of Autonomy to Director of Control and Security of the Company, the designated HR employee, following the provisions of Article 13(1) and 13(2) of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation),

shall provide the candidate to the position subject to a conflict of interest assessment the information indicated in Annex 3 to the Rules.

4.6. In case of necessity of the conflict of interest assessment for candidates to other positions not included in the scope of the present Rules, the decision to commence verification activities shall be made by Director of Control and Security of the Company, who shall immediately notify Director of Human Resources of the same.

4.7. Once decision to commence verification activities is made, Director of Control and Security of the Company shall communicate the verification results to Director of Human Resources within 7 business days from the relevant inquiry receipt. The time limits for communicating results of verification may be extended by mutual agreement of Director of Human Resources and Director of Control and Security.

4.8. Delivery, during the process of verification, of information on the candidates to positions subject to conflict of interest assessment that includes personal data shall be secured with a password thus preventing access to such data by unauthorized persons, securing the data by means of organizational and technical measures in place at the Company. This requirement is permitted not to apply where the verification process is conducted with the use of special IT systems of HR Department in accordance with the acceptance path defined for a particular process.

4.9. In case of a potential conflict of interest, the manager of the Company's employee in the position subject to a conflict of interest assessment, or of the external representative of the Company needs to take actions to mitigate the risk of an actual conflict of interest, including such actions as withdrawal of the employee from certain activities, where he can give opinions or make decisions on selection of a counterparty, or influence the assumptions for selection of such counterparty.

4.10. Manager of the organizational unit of the employee to whom a potential conflict of interest pertains, after deciding to not withdraw the employee from the relevant process, shall immediately notify the decision to kontrolesirsaugoskyrius@orlenlietuva.lt along with a statement of reasons.

4.11. Irrespective of the cases defined herein, Director of Control and Security and Director of Legal Department of the Company, in connection with pursued verification or control activities, may request any employee or external representative of the Company to present Declaration of Autonomy or Declaration of an actual conflict of interest.

V. MANAGEMENT OF ACTUAL CONFLICT OF INTEREST

5.1. For managing actual conflicts of interest in the Company, the persons indicated in Par. 1.2 of the Rules and other persons subject to conflict of interest assessment under binding internal documents regulating prevention of corruption shall submit a declaration of an actual conflict of interest if the connections listed in Section III hereof are confirmed during performance of activities for the benefit of the Company.

5.2. Declaration of an actual conflict of interest shall be sent to kontrolesirsaugoskyrius@orlenlietuva.lt, with its copy presented to the relevant organizational unit manager, immediately after an actual conflict of interest is discovered; however, no later than within 3 days from discovery of such.

5.3. Declaration of an actual conflict of interest may be submitted by e-mail with the following information at least:

5.3.1. first and last name of the person reporting the conflict of interests,

5.3.2. name of the position and name of the organizational unit of the person reporting a conflict of interests,

5.3.3. first and last name of the person connected to the counterparty,

5.3.4. name of the position and name of the organizational unit of the person connected to the counterparty,

5.3.5. type of connection proving an actual conflict of interest defined under provisions of Section III above,

5.3.6. name of the entity/entities to which connections exist.

5.4. A person to whom the actual conflict of interests pertains shall immediately withdraw from the activities, further pursuit of which could give rise to suspicions that they are taken deliberately in a situation of a conflict of interest.

5.5. Manager of the organizational unit of the person to whom the actual conflict of interest pertains shall decide on:

5.5.1. exclude the person from the process or

5.5.2. leaving the person in the process, with indication of the grounds for such decision.

5.6. Manager of the organizational unit of the employee to whom the actual conflict of interest pertains, after deciding to not withdraw the employee from the relevant process, shall immediately notify the decision to kontrolesirsaugoskyrius@orlenlietuva.lt along with a statement of reasons.

5.7. Each employee of the Company in the position subject to conflict of interest assessment, or the external representative of the Company may anonymously provide information, via channels for reporting breaches of law, about a potential or actual conflict of interests pertaining to other persons that causes or may cause damages to the Company. The list of such channels for reporting breaches of law is available on Intranet at: Vidinės OL tvarkos, taisyklės / Kontrolės ir saugos skyrius / Anoniminė pažeidimų pranešimo sistema, or on Intranet at section 'For Business / Documents for Contractors:

<https://www.orlenlietuva.lt/LT/OurOffer/Forcontractors/Puslapiai/default.aspx>.

VI. ACTIONS WHEN UNDISCLOSED (UNDECLARED) CONFLICT OF INTEREST IS IDENTIFIED

6.1. Director of Control and Security of the Company shall monitor business processes in order to identify the circumstances where a conflict of interest may arise.

6.2. If an undisclosed conflict of interest is identified in the Company, the manager of the organization unit of the employee to whom the actual conflict of interest pertains, after obtaining an opinion from Director of Human Resources and Director of Control and Security, shall withdraw such employee from the relevant process and refer the case for examination to Control and Security Department in order to determine legal and factual circumstances of the case.

6.3. After confirmation of an undisclosed conflict of interest, the inspection shall be initiated of the entire professional performance of the Company's employee or the person to whom the actual conflict of interest pertains and who is likely to have committed a breach of the applicable legislation or internal organizational documents of the Company.

6.4. A confirmation of an undisclosed conflict of interest may result in termination of the employment contract pursuant to the provisions of Labour Code of the Republic of Lithuania, or the case may be transferred to law enforcement authorities in the event of reasonable grounds to suspect criminal activity.

VII. COMMUNICATION, TRAINING AND REPORTING

7.1. In order to ensure the appropriate level of awareness of these Rules by all persons concerned, the main provisions of the Rules shall be published on internal media and website of the Company.

7.2. Director of Control and Security of the Company shall ensure the possibility for the Company's organizational unit managers to consult the decisions taken on the issues of a conflict of interests, communicating such possibility on Intranet.

7.3. Employees in the positions subject to conflict of interest assessment, or the external representatives of the Company shall receive access to mandatory and periodic (every two years) trainings on the issues described herein, which may also be pursued in the e-training platform on Intranet Žmonės / Darbuotojų mokymai / E-mokymai.

7.4. Training programme shall be developed by Anti-Corruption Coordinator (Director of Control and Security) of the Company jointly with HR Department.

7.5. Exchange of information within ORLEN Group handled on the basis of the present Rules must be compatible with the requirements for protection of personal data and trade secret.

VIII. FINAL PROVISIONS

8.1. Director of Control and Security shall be responsible for arranging periodic review of the present Rules and update thereof, if needed.

Prepared by:

Director of Control and Security

Nerijus Giedra

<template Public Company ORLEN Lietuva>

.....

(full name (in capital letters))

.....

(place of residence)

DECLARATION OF AUTONOMY

I, the undersigned, employed to / working in the position _____ / carrying out the functions of _____ ¹ in Public Company ORLEN Lietuva (hereinafter, the Company), hereby confirm that I have read and understood *Conflict of Interest Management Rules* of the Company and thus declare to my best knowledge and belief that:

- 1) I do not conduct/conduct¹ any of the activities competing with ORLEN Group Companies;
- 2) I have/do not have¹ knowledge of any connections within the meaning of the Company's *Conflict of Interests Management Rules*³ that could lead to a conflict of interests;
- 3) I am connected *within the meaning of Conflict of Interest Management Policy at ORLEN Capital Group*³ to the following entities:

_____,²

- 4) within 7 days from the date of obtaining the information on any changes in the situation declared herein, I shall accordingly inform the Company (to: kontrolesirsaugoskyrius@orlenlietuva.lt) and submit an updated Declaration of Autonomy;
- 5) I have received the information on processing and protection of my personal data;
- 6) I have been informed on the possibility of verification by the Company of my connections with competing entities and counterparties.

_____-_____,
date, place

.....
signature⁴

¹ delete as appropriate.

² to be entered only if connections exist. Enter the name and tax identification number (VAT number), if known.

³ connections within the meaning of Conflict of Interest Management Rules are:

1. Connections that may indicate presence of the conflict of interest, if the person in the position subject to conflict of interest assessment, or the external representative of the Company within the last five years:

- 1) was connected personally or by capital with an entity or a person performing management, control, or supervisory functions in such entity, or who combines (combined) management, control, or supervisory functions in ORLEN Group Companies and in such entity;
- 2) is (was) directly or indirectly involved in management, control or supervision of another foreign or domestic company, or has (had) a share in the capital or owns (owned) shares of such company; if the entity referred to in Items (1) and (2) above is a counterparty.

2. Family or kinship connection.

Family or kinship connection is present when the employee in the position subject to conflict of interest assessment, or the external representative of the Company is connected by closest relation to a person who is directly or indirectly involved in the management of the Company's counterparty or in the activities of its control or supervisory bodies.

3. Personal financial connection.

Personal financial connection is present when the employee in the position subject to conflict of interest assessment, or the external representative of the Company is connected to a counterparty via a person with whom he has financial links, such as by obligation or contract, which integrate their property e.g. partnership contract, joint venture contract, or franchise contract.

4. Personal professional connection.

Personal professional connection is present when the employee in the position subject to conflict of interest assessment, or the external representative of the Company is connected to a counterparty where he performed work and had influence on its business decisions within five years prior to employment in the Company.

5. Capital relations:

- 1) Direct capital relations are present where the employee in the position subject to conflict of interest assessment, or the external representative of the Company has no less than 25% of shares or stocks of the counterparty;
- 2) Indirect capital relations are present where the employee in the position subject to conflict of interest assessment, or the external representative of the Company has:
 - i) jointly with another related entity or other related entities; or
 - ii) via another related entity or other related entitiesa total of no less than 25% of shares or stocks in the counterparty's share capital.

⁴ signature, date, and place are not required for declarations submitted via a dedicated application or in e-form.

Annex 2

List of standard positions subject to conflict of interest assessment

The list has been developed by including all positions of the Company (managers, specialists, clerks), except for workers under Collective Agreement of the Company:

- 1) Director General
- 2) Director I, II, III
- 3) Manager I, II, III, IV
- 4) Project Manager I, II, III, IV
- 5) Expert I, II
- 6) Legal Adviser I, II, III
- 7) Analyst I, II, III, IV
- 8) Specialist I, II, III, IV
- 9) Inspector I, II, III, IV
- 10) Coordinator I, II, III, IV
- 11) Accountant I, II, III
- 12) Administrator I, II, III, IV
- 13) Production Process Engineer I, II, III, IV
- 14) Production Support Engineer I, II, III, IV
- 15) Production Process Manager I, II, III
- 16) Production Support Manager I, II, III, IV,
- 17) Sales Manager I, II
- 18) Sales Representative I, II, III
- 19) Customer Service Officers I, II, III

Annex 3

**Information for Persons Submitting
Declaration of Autonomy to Public Company ORLEN Lietuva**
*(in fulfilment of the obligation to provide information pursuant to Articles 13(1) and 13(2), and
Articles 14(1) and 14(2) of General Data Protection Regulation of 27 April 2016)*

1. Public Company ORLEN Lietuva, with its registered office at Mažeikių st. 75, Juodeikiai Village, 89453 Mažeikiai Distr. Municipality (hereinafter, the Company) hereby informs that it is the controller of your personal data. Contact phone number of Data Controller is +370 443 92121.

2. Data Protection Officer of the Company may be contacted by e-mail: DAP@orlenlietuva.lt. Data Protection Officer may also be contacted in writing to the abovementioned address of the registered office of Company, with additional note: 'Data Protection Officer'. Details of Data Protection Officer are also available at www.orlenlietuva.lt in the tab 'Privacy Policy'.

3. Categories of your personal data provided to the Company constitute:
- a) identification data: name, surname, signature, position, work functions performed;
 - b) contact data: place of residence;
 - c) other data: entities you are connected to that may cause a conflict of interest.

4. Your personal data will be processed by the Company for the following purposes:
- a) verifying and identify connections that may indicate existing conflict of interest,
 - b) handling matters, and defending in the event of a conflict of interests,
 - c) handling correspondence received.

5. The legal basis for the processing of your personal data by the Company for the purposes stated in Par. 4 above is the legitimate interest of the Company (according to Article 6(1)(f) of GDPR).

6. Your personal data may be disclosed by the Company to cooperating entities (recipients), in particular, the entities providing IT services, correspondence and parcel delivery services, security services for the protection of property and individuals, occupational health and safety services, also consultancy, legal and archiving services.

7. Your personal data shall be processed for the period required in the pursuit of the legitimate interest of the Company and necessary to fulfil the obligations arising out of the applicable law. The data processing period may be extended only if and to the extent this is explicitly provided for in the applicable legislation.

8. You have the following rights in relation to the processing of your personal data:
- a) the right to access your data,
 - b) the right to rectification of your personal data,
 - c) the right to erasure of your personal data or restriction of its processing,
 - d) the right to lodge a complaint to the State Data Protection Inspectorate.

You may sent the request for the exercise of the foregoing rights to DAP@orlenlietuva.lt or to the abovementioned address of the registered office of Company, with additional note 'Data Protection Officer'.