

**Priority question for written answer P-000174/2022  
to the Commission**

Rule 138

**Elżbieta Katarzyna Łukacijewska (PPE)**

Subject: Merger of Polish oil companies PKN Orlen and Grupa Lotos

On 14 July 2020, the Commission issued a conditional positive decision on a merger (Case M.9014) in which Grupa Lotos would be taken over by PKN Orlen pursuant to Article 3(1)(b) of Regulation 139/2004. On 12 May 2021, the Polish Ministry of State Assets (MAP) announced its intention to merge PKN Orlen and Grupa Lotos, which implies a change in the structure of the transaction compared to the original application to the Commission. This means that, once the merger is completed, Grupa Lotos shareholders will acquire new shares in the increased share capital of PKN Orlen and become shareholders of that company.

In the light of the above:

1. Is PKN Orlen SA, acting on the basis of the Commission's decision in force in case M.9014, permitted to carry out the transaction in an amended transaction structure consisting of the withdrawal from the acquisition of a controlling interest in Grupa Lotos in favour of the merger with Grupa Lotos, and does this amended transaction structure require a new decision on the part of the Commission?
2. Should PKN Orlen notify the Commission of the modified transaction structure and, if so, in what manner? What would be the consequences of carrying out the transaction under the modified transaction structure without notifying the Commission?
3. Should Grupa Lotos submit a joint application with PKN Orlen?