

FORM

**authorising the Proxy to exercise the voting right
at
the Extraordinary General Meeting of PKN ORLEN S.A.**

A shareholder is not obliged to use this form, this form does not constitute a prerequisite for casting a vote by the Proxy. The use of this form is subject to mutual arrangements and obligations of the Proxy and the Shareholder. This document is not a substitute for a power of attorney. The Shareholder and the Proxy may use, at their own discretion, only certain pages of this form.

Upon its completion by the Shareholder granting the power of attorney, the form may be used as a voting sheet by the Proxy during the open voting at the General Meeting. In the event of a secret ballot, the completed form shall be treated exclusively as written instructions on the voting method for the Proxy during such a voting and should be kept by the Proxy.

*Please find below draft resolutions of the General Meeting. Each draft resolution is followed by a space intended for the instructions on the voting method specified by the Shareholder for the Proxy and by fields for marking whether the vote is cast for or against a given resolution during the voting and whether an objection is raised in the event of a vote cast against. A vote shall be cast for or against and an objection shall be raised by marking an appropriate *. In addition, if the Proxy is casting different votes assigned to different shares within the represented shareholding and during one ballot, he or she shall complete each field with the number of shares/votes dedicated to a given type of vote in a given voting.*

The Company reserves that if the Shareholder and the Proxy decide to use this form, the Company shall not be responsible for verifying the compliance of voting with the content of the instructions specified in the form. The determining factor shall be whether the Proxy casts a vote or not, even if the vote is cast contrary to the Shareholder's instructions.

Data of the Principal - Shareholder:

name/surname/business name
residence address/registered office
PESEL/REGON
identity card number/ KRS number

I, undersigned, authorised to participate in the Extraordinary General Meeting of PKN ORLEN S.A., held on (hereinafter referred to as the "Meeting" or the "General Meeting"), under the certificate on the right to participate in the General Meeting, issued by on, number,

represented by:

Proxy's data:

name/surname/business name
residence address/registered office
PESEL/REGON
identity card number/ KRS number

provide with the use of the below forms the instructions for the Proxy to vote on each of the resolutions to be adopted in accordance with the agenda specified in the notice on convening the General Meeting.

Votes regarding individual matters shall be cast by marking the appropriate field with X¹.

.....
date and signature of the Shareholder

1. Election of the Chairman of the General Meeting.

Instructions for the Proxy on voting on resolution No. 1

RESOLUTION NO. ...
OF THE EXTRAORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 24 January 2017

on election of the Chairman of the Extraordinary General Meeting

§ 1

Pursuant to Article 409 § 1 sentence I of the Polish Code of Commercial Companies and Partnerships in conjunction with § 5 of the Rules of Procedure for the General Meeting of Polski Koncern Naftowy ORLEN S.A., the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall elect Mr/Ms as the Chairman of the General Meeting.

§ 2

The Resolution shall become effective from the date of its adoption.

Vote "for" number of shares

Vote "against" number of shares

Vote "abstaining" number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Principal:

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2. Adoption of the agenda.

Instructions for the Proxy on voting on resolution No. 2

¹ In the event of a decision to vote differently under each held share, the Principal shall indicate in each field the number of shares under which the Proxy shall cast a vote "for", "against" or "abstaining". In the event of a failure to indicate the number of shares under which a vote shall be cast, the Proxy shall cast a vote under all shares in the manner agreed with the Principal.

RESOLUTION NO. ...
OF THE EXTRAORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA

dated 24 January 2017

on adoption of the agenda of the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. shall resolve to adopt the following agenda:

1. Opening of the General Meeting of Shareholders.
2. Election of the Chairman of the General Meeting of Shareholders.
3. Confirmation of the proper convocation of the General Meeting of Shareholders and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Election of the Tellers Committee.
6. Adoption of the resolution regarding rules of determining of the PKN ORLEN Management Board remuneration.
7. Adoption of the resolution regarding rules of determining of the PKN ORLEN Supervisory Board remuneration.
8. Change in the composition of the Supervisory Board.
9. Conclusion of the General Meeting of Shareholders.

§ 2

The Resolution shall become effective from the date of its adoption.

Vote "for" number of shares

Vote "against" number of shares

Vote "abstaining" number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Principal:
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3. Election of the Returning Committee

Instructions for the Proxy on voting on resolution No. 3

RESOLUTION NO. ...

OF THE EXTRAORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA

dated 24 January 2017

on election of the Returning Committee

§ 1

Pursuant to § 8 of the Rules of Procedure for the General Meeting of Polski Koncern Naftowy ORLEN S.A., the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. shall elect the following persons as Members of the Returning Committee:

-.....
-.....

§ 2

The Resolution shall become effective from the date of its adoption.

Vote "for" number of shares

Vote "against" number of shares

Vote "abstaining" number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Principal:

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4. Principles of shaping remuneration of Members of the Management Board

Instructions for the Proxy on voting on resolution No. 4

RESOLUTION NO. ...

OF THE EXTRAORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 24 January 2017

on the principles of shaping remuneration of Members of the Management Board

Acting on the basis of Article 2 Section 2 item 1, Article 4, Article 5, Article 6, Article 7 and Article 8 of the Act on the Principles of Shaping Remuneration of Persons Managing Some Companies of 9 June 2016 (Dz. U. of 2016, item 1202), the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. (the "Company") resolves as follows:

§ 1

1. A management service provision agreement shall be concluded with a Member of the Company's Management Board, for the term of the office (the "Agreement"), including an obligation to provide services on its own.
2. The content of the Agreement shall be defined by the Supervisory Board under the terms defined in the Act on the Principles of Shaping Remuneration of Persons Managing Some Companies of 9 June 2016 (the "Act") and in compliance with the provisions hereof.

§ 2

1. The total remuneration of a Member of the Company's Management Board shall be composed of the fixed part, constituting monthly basic salary (the "Fixed Remuneration") and the variable part, constituting supplementary remuneration for the Company's financial year (the "Variable Remuneration").
2. The amount of the monthly Fixed Remuneration of Members of the Management Board shall be established by the Supervisory Board, save that:
 - a) the Fixed Remuneration of the President of the Management Board shall be established within the range of - times of the average remuneration in the sector of enterprises without distributions in Q4 of the previous year, announced by the President of the Central Office of Statistics,
 - b) the Fixed Remuneration of Members of the Management Board shall be established within the range of - times of the average remuneration in the sector of enterprises

without distributions in Q4 of the previous year, announced by the President of the Central Office of Statistics.

3. The Company's Supervisory Board shall be authorised to define the amount of the Fixed Remuneration for particular Members of the Management Board in compliance with the provisions of Section 2.

§ 3

1. The Variable Remuneration shall depend on the degree of fulfilment of the Management Objectives and may not exceed % of the Fixed Remuneration.
2. A general catalogue of Management Objectives shall be established, including:
 - a)
 - b)
 - c)
3. Additional Management Objectives shall be established, to be accomplished by 30 June 2017, in the form of:
 - a) implementation of the principles of remuneration of Members of the management and supervisory authorities in compliance with the provisions of the Act in all companies of the Group,
 - b) shaping the composition of Supervisory Boards in all companies of the Group so that their Members hold a licence to sit on Supervisory Boards, confirmed by a positive result of the examination for candidates for Members of Supervisory Boards, as set out in Article 12 Section 2 of the Commercialisation and Privatisation Act of 30 August 1996 or hold licences releasing from the obligation to take the said examination, indicated in § 5 items 2 and 3 of the Ordinance of the Council of Ministers on trainings and examinations for candidates for Members of Supervisory Boards of companies in which the State Treasury is the only shareholder of 7 September 2004, i.e. have a degree of doktor nauk ekonomicznych or doktor nauk prawnych or are entered into the list of legal counsels, advocates, chartered auditors or investment advisors. A derogation from the obligation to hold the licences set out above shall be permissible in the event that the fulfilment of the function of a Member of the Supervisory Board in a company from the Group is connected with the performance of the duties of an employee of the parent company with regard to subsidiaries or affiliated companies.
4. The Supervisory Board shall be authorised to elaborate on the Management Objectives and to define the weights of the said objectives as well as objective and measurable criteria of their performance and settlement (KPIs), taking into account the fact that:
 - a) a given Member of the Management Board shall be entitled to the Variable Remuneration following the approval of the Directors' Report and the Company's Financial Statements for the previous financial year and giving discharge to the Member of the Management Board for the fulfilment of its duties by the General Meeting,
 - b) the payment of a part of the Variable Remuneration may be deferred for the period not exceeding 36 months, depending on the fulfilment within the set time limits of the conditions in compliance with the set Management Objectives, when the part of the Variable Remuneration may be paid in the whole or a part at the end of the billing period,
 - c) the Variable Remuneration shall be calculated on a proportional basis; the proportional basis shall depend on the number of days of the provision of services by Members of the Management Board in a given financial year,
 - d) the fulfilment of the conditions of the Variable Remuneration by particular Members of the Management Board, for whom Management Objectives were set for a given financial year and who fulfilled the function in the evaluated financial year shall be determined by the Supervisory Board by defining the due amount, based on the audited financial statements and other documents, depending on the set Objectives.

5. The expiry of the mandate following the expiry of the financial year evaluated as regards the accomplishment of the Management Objectives shall not result in loss of the right to the Variable Remuneration under the terms defined in items 1-4 above. The expiry of the mandate during the financial year shall not result in loss of the right to a part of the Variable Remuneration under the terms defined in items 1-4, provided that the time of fulfilling the function in the financial year was longer than months.

§ 4

1. The Agreement shall contain the obligation of the Member to inform the Management Board of its intention to fulfil a function in authorities of any other commercial company, acquisition of shares in such a company, and may provide for a prohibition against fulfilling a function in authorities of any other commercial company or introduce any other limitations related to additional activity of the Member of the Management Board.
2. A Member of the Management Board may not receive remuneration for the fulfilment of the function of a Member of the authority in the Company's subsidiaries as part of its group within the meaning of Article 4 item 14 of the Protection of Competition and Consumers Act of 16 February 2007.
3. The Supervisory Board shall be authorised to define the prohibitions and limitations set out in Sections 1 and 2 above, the reporting obligations related to the performance thereof and penalties for undue performance.

§ 5

1. The Supervisory Board shall define in the Agreement the scope and principles of making available to a Member of the Management Board the technical equipment and resources constituting the Company's property, necessary for the fulfilment of the function, and may define limits or the manner of defining limits with regard to costs incurred by the Company in connection with making available and using the equipment and resources by a Member of the Management Board for official purposes.

§ 6

1. In the event of expiry of a mandate, including without limitations as a result of death, removal or resignation, the Agreement shall be terminated on the last date of the fulfilment of the function, without a necessity to do any additional activities.
2. Either Party may terminate the Agreement with the immediate effect in the event of material breach of the provisions of the Agreement by the other Party.
3. The Company may terminate the Agreement for any other reasons than the ones defined in Section 2, with not more than a three-month notice, save that in the event of occurrence, within the notice period, of an event set out in Section 1, resulting in termination of the Agreement as a result of the cessation to fulfil the function, the Agreement shall be terminated in compliance with the content of Section 1.
4. In the event of termination of the Agreement by the Company for any other reasons than the ones defined in Section 2, a Member of the Management Board may be granted a severance pay, in the amount reaching not more than 3 (three) times of the fixed part of the remuneration, on condition of the fulfilment by it of the function for at least 12 (twelve) months prior to the termination of the agreement.
5. A Member of the Management Board shall not be entitled to the severance pay set out in Section 4 in the event of:
 - a) termination of or amendment to the Agreement as a result of a change of the function fulfilled by the Manager in the Management Board,
 - b) termination of or amendment to the Agreement as a result of appointment of the Manager for another term of the office in the Management Board,
 - c) taking up the function of a Member of the Management Board in a company from the Group,
 - d) resignation from the fulfilment of the function.

§ 7

1. The Supervisory Board may conclude with a Member of the Management Board a non-competition agreement related to the period after the cessation of the fulfilment of the function, save that the agreement may be only concluded in the event of fulfilment of the function by a Member of the Management Board for the period of minimum 3 (three) months.
2. The conclusion of the non-competition agreement after termination of the management service provision agreement shall be impermissible.
3. The period of the non-competition may not exceed 6 (six) months following the cessation of the fulfilment of the function by a Member of the Management Board.
4. In the event of non-performance or undue performance by a Member of the Management Board of the non-competition agreement, the Member of the Management Board shall pay a contractual penalty to the Company, which shall not be lower than the value of the indemnification due for the whole period of non-competition.
5. The Supervisory Board shall define in the non-competition agreement at least the activity that is competitive to the activity conducted by the Company, the amount of the indemnification for the non-competition, time limits for payment thereof, information obligations of the manager and the events in which the non-competition ceases to apply, and it may define the Company's right to withdraw from the non-competition agreement or the parties' rights to terminate the non-competition agreement.

§ 8

The Resolution shall become effective from the date of its adoption.

Vote "for" number of shares

Vote "against" number of shares

Vote "abstaining" number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Principal:

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5. Principles of shaping remuneration of Members of the Supervisory Board

Instructions for the Proxy on voting on resolution No. 5

RESOLUTION NO. ...
OF THE EXTRAORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 24 January 2017

on laying down the principles of shaping remuneration of Members of the Supervisory Board

Acting on the basis of Article 2 Section 2 item 1, Article 10 of the Act on the Principles of Shaping Remuneration of Persons Managing Some Companies of 9 June 2016 (Dz. U. of 2016, item 1202), the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. (the "Company") resolves as follows:

§ 1

1. The monthly remuneration of Members of the Supervisory Board shall be established as the product of the average monthly remuneration in the sector of enterprises without

distribution in Q4 of the previous year, announced by the President of the Central Office of Statistics, and the multiplier:

- a) for the Chairman of the Supervisory Board –
 - b) for the Vice-Chairman of the Supervisory Board and the Secretary of the Supervisory Board -
 - c) for other Members of the Supervisory Board –
2. Members of the Supervisory Board shall be entitled to remuneration set out in Section 1, without regard to the number of convened meetings.
3. No remuneration shall be due for the month in which a Member of the Supervisory Board was not present at any meeting convened properly and the absence was not excused. A decision whether or not to excuse the absence of a Member of the Supervisory Board at a meeting shall be made by the Supervisory Board in the form of a resolution.

§ 2

The Resolution shall become effective from the date of its adoption.

- Vote "for" number of shares
- Vote "against" number of shares
- Vote "abstaining" number of shares
- In the event of voting AGAINST, I raise an objection YES NO

6. Change in the composition of the Supervisory Board

Instructions for the Proxy on voting on resolution No. 6

RESOLUTION NO.
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI
KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 24 January 2017

regarding the dismissal from the Supervisory Board of PKN ORLEN S.A.

Acting in accordance with art. 385 § 1 of the Commercial Companies Code and § 8 item 2 point 2 of the Company's Articles of Association

§ 1

..... is dismissed from the position on the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§ 2

The resolution shall come into force upon its adoption.

- Vote "for" number of shares
- Vote "against" number of shares
- Vote "abstaining" number of shares
- In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Principal:

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Instructions for the Proxy on voting on resolution No. 7

RESOLUTION NO.
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI
KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA

dated 24 January 2017

regarding the appointment to the Supervisory Board of PKN ORLEN S.A.

Acting in accordance with art. 385 § 1 of the Commercial Companies Code and § 8 item 2 point 2 of the Company's Articles of Association

§ 1

..... is appointed to the composition of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§ 2

The resolution shall come into force upon its adoption.

Vote "for" number of shares

Vote "against" number of shares

Vote "abstaining" number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Principal:

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The Principal's signature