

## **Convening of the EGM of PKN ORLEN to be held on 2 February 2018 Regulatory Announcement no 1/2018 dated 4 January 2018**

Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock at ul. Chemików 7, entered in the register of entrepreneurs kept by the District Court for the capital city of Warsaw, Commercial Division of the National Court Register, under the number 0000028860, with share capital/paid-up capital in the amount of PLN 534,636,326.25, Tax Identification Number, NIP 774-00-01-454 (hereinafter referred to as PKN ORLEN or the Company).

### **Date, time, venue and agenda of the General Meeting**

The Management Board of PKN ORLEN S.A., acting pursuant to Article 399 § 1, Article 402(1) of the Commercial Companies Code and § 7 item 4 point 1 of the Company's Articles of Association in conjunction with the motion of the Minister of Energy convenes the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. (hereinafter referred to as the General Meeting of Shareholders or General Meeting) to be held on **2 February 2018** at 11:00 a.m. (Polish time) in Płock, Dom Technika building, at Kazimierza Wielkiego 41 Street, with 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 change in resolution no 4 of the Extraordinary General Meeting as of 24 January 2017 regarding rules of determining of the PKN ORLEN Management Board remuneration.
7. Adoption of the resolutions regarding changes in the composition of the Supervisory Board.
8. Adoption of the resolutions regarding amendments to the Company's Articles of Association and determination of the uniform text of the Articles of Association.
9. Conclusion of the General Meeting of Shareholders.

Pursuant to Article 402<sup>2</sup> of the Commercial Companies Code the Company provides information regarding participation in the Extraordinary General Meeting:

### **Shareholder's right to request for specific issues to be included in the agenda of the General Meeting**

1. A shareholder or shareholders representing at least one twentieth of the share capital may request particular issues to be placed on the agenda of the Company's Extraordinary General Meeting. The request should be submitted to the Management Board not later than twenty one days before the due date of the Extraordinary General Meeting. Such request should include grounds or draft resolution concerning the item proposed to be placed on the agenda. The request may be submitted in writing at the registered office of the Company at ul. Chemików 7, 09-411 Płock or sent in an electronic form via the website <http://www.orlen.pl>, tab: Investor relations/General Meetings or to the following e-mail address of the Company: [walne.zgromadzenie@orlen.pl](mailto:walne.zgromadzenie@orlen.pl).
2. The shareholder or shareholders, referred to in point 1, should prove they hold an adequate number of shares as at the date of submission of the request by enclosing with the request a share certificate(-s) or a certificate issued by the entity keeping the securities account. Additionally, the shareholder(-s) referred to in point 1, being natural persons should submit a copy of the identity card (passport or other document allowing to identify the shareholder; if the request is sent electronically - a scanned copy of the said documents). Where the request is submitted by a shareholder/shareholders being legal persons or organisational units referred to in Article 33<sup>1</sup> of the Civil Code, the shareholder/shareholders should send an excerpt from the register (if the request is sent electronically, a scanned copy of the said document) in which the entity is entered and submit documents confirming authority of proxies and further proxies to represent the shareholder/shareholders (sequence of proxies). Any documents sent to the Company, including those sent via electronic channels, should be translated into Polish by a sworn translator. Submission of apostilled documents is also permissible. Moreover, where shareholders submit the request via electronic channels all documents should be sent in PDF format.
3. The Company is authorized to take any steps necessary to establish the identity of a shareholder and his/her/its proxy in order to verify their rights exercised by means of electronic communication.

### **Shareholder's right to submit draft resolutions**

4. A shareholder or shareholders of the Company representing at least one twentieth of the share capital may, before the Extraordinary General Meeting, submit in writing at the registered office of the Company at ul. Chemików 7, 09-411 Płock or via electronic channels (in a manner and to the e-mail address specified in point 1 hereinabove) draft resolutions regarding issues included in the agenda of the Extraordinary General Meeting or issues to be included therein.

As provided for in points 2 and 3 hereinabove, the shareholder(-s) should prove that they hold an adequate number of shares as at the date of submission of the request and attach documents allowing to identify the applicant(-s).

5. During the Extraordinary General Meeting, each shareholder entitled to participate in the General Meeting has the right to propose draft resolutions concerning items included in the agenda of the General Meeting.

#### **Manner of exercising the voting right by a proxy**

6. Shareholders may participate in the General Meeting and exercise their voting rights in person or through their proxies. The power of proxy to participate in the General Meeting and exercise the voting right must be granted in writing or in an electronic form. A shareholder not being a natural person may participate in the General Meeting and exercise the voting right through a person authorized to make declarations of will on the shareholder's behalf or through a proxy.

7. Shareholders of the Company may notify the Company about granting a power of proxy to participate in the General Meeting and its revocation in an electronic form, as well as send a power of proxy or its revocation via the website [www.orken.pl](http://www.orken.pl), tab: Investor relations/General Meetings or by e-mail to the address [walne.zgromadzenie@orken.pl](mailto:walne.zgromadzenie@orken.pl).

Along with a notification of granting a power of proxy in an electronic form, the shareholder shall send the power of proxy document, as well as a scanned copy of his/her identity card, passport or any other document based on which the identity of the shareholder (as the grantor) and of the proxy can be established, including where the proxy is a natural person acting on behalf of a legal person or an organisational unit referred to in Article 33<sup>1</sup> of the Civil Code. The shareholder submits to the Company documents confirming authority of proxies and further proxies to represent the shareholder/shareholders (sequence of proxies). Where the power of proxy is granted by a legal person or an organisational unit referred to in Art. 33<sup>1</sup> of the Civil Code, the shareholder (as the grantor) shall additionally send in a scanned copy of the excerpt from the relevant register in which the grantor is entered. Where the proxy is a legal person or an organisational unit referred to in Article 33<sup>1</sup> of the Civil Code, the shareholder (as the grantor) shall additionally send in a scanned copy of the excerpt from the relevant register in which the proxy is entered. Any documents sent in via electronic channels should be translated into Polish by a sworn translator. Submission of apostilled documents via such channels is also permissible. Together with a notification of granting a power of proxy, the shareholder shall send an e-mail address through which the Company will be able to communicate with the shareholder and the proxy. All documents listed in this section shall be sent in an electronic form. These provisions do not release a proxy from the obligation to present the documents based on which his/her/its identity can be established during the preparation of the list of attendance of eligible participants of the General Meeting.

The abovementioned provisions with regard to identification of the grantor shall apply accordingly when notifying the Company about revoking power of proxy.

A notification of granting or revoking the power of proxy made without observing the requirements specified hereinabove results in no legal effects for the Company.

The Company is authorized to take any steps necessary to establish the identity of a shareholder and his/her/its proxy in order to verify their rights exercised by means of electronic communication.

8. Where the power of proxy is granted in writing, the proxy is obliged to leave its original in the Company. Moreover, when drawing up the list of attendance proxies of a shareholder(-s) should present their ID card, passport or other reliable document allowing to establish their identity. The right to represent a shareholder not being a natural person should result from a valid excerpt from a relevant register (submitted in the form of the original or a copy certified for conformity with the original by a notary or legal counsel) and documents confirming authority of proxies and further proxies to represent the shareholder/shareholders (sequence of proxies).
9. The Company hereby informs that the sample forms allowing to exercise the voting right by a proxy containing data specified in Article 402<sup>3</sup> of the Commercial Companies Code have been published on the Company's website [www.orken.pl](http://www.orken.pl), tab: Investor relations/General Meetings. The use of the abovementioned forms is not obligatory.

### **Participation in the General Meeting by means of electronic communication**

At present PKN ORLEN S.A. does not provide for the possibility to participate in the General Meeting by means of electronic communication.

### **The method of speaking at the General Meeting by means of electronic communication**

At present PKN ORLEN S.A. does not provide for the possibility to speak at the General Meeting by means of electronic communication.

### **Exercising the voting right by correspondence or by means of electronic communication**

At present PKN ORLEN S.A. does not provide for the possibility to exercise the voting right by correspondence or by means of electronic communication.

### **Date of registration for participation in the General Meeting (record date)**

The date of registration for participation in the General Meeting is 17 January 2018.

### **Information on the right to participate in the General Meeting**

The Extraordinary General Meeting may be participated exclusively by the persons who:

- a) are shareholders of the Company, i.e. shares of the Company are deposited on their securities account, sixteen days before the date of the Extraordinary General Meeting (i.e. 17 January 2018); and
- b) within the period between 4 January 2018 and 18 January 2018 apply for a certificate issued to their name confirming the right to participate in the Extraordinary General Meeting to the entity keeping the securities account where the shares of the Company are deposited.

It is recommended that the shareholders collect the abovementioned certificate confirming the right to participate and take it to the Extraordinary General Meeting.

The Company shall draw up the list of shareholders entitled to participate in the Extraordinary General Meeting of Shareholders on the basis of the list submitted to it by the National Depository for Securities (KDPW), drawn up on the basis of certificates issued to the names of shareholders by entities keeping the securities accounts, confirming the right to participate in the General Meeting. Three working days before the date of the Extraordinary General Meeting in the registered office of the Company in Płock at ul. Chemików 7 at the reception desk of the Administration Centre and in Warsaw at ul. Bielańska 12 at the reception desk of PKN ORLEN S.A. between 8 am and 4 pm the list of shareholders entitled to participate in the Extraordinary General Meeting shall be made available.

A shareholder may request to send him/her the list of shareholders, free of charge, in an electronic form, to the address provided by the shareholder. The list of shareholders shall be sent in PDF format.

When submitting a request for making available or sending the list of shareholders, the shareholder is obliged to prove his/her identity and status as a shareholder of PKN ORLEN S.A. in the manner specified in points 1-3 hereinabove. To this end it is permissible to present a certificate confirming the right to participate in the General Meeting or a share certificate.

When signing the list of attendance shareholders and their proxies appearing at the General Meeting should present their ID card, passport or other reliable document allowing to establish their identity. The right to represent a shareholder not being a natural person should result from a valid excerpt from a relevant register (submitted in the form of the original or a copy certified for conformity with the original by a notary or legal counsel) and documents confirming authority of proxies and further proxies to represent the shareholder/shareholders (sequence of proxies). The right to represent a shareholder being a natural person should result from the power of proxy submitted by signing the list of attendance.

Taking into consideration point of the agenda regarding amendments to the Company's Articles of Association, pursuant to Article 402 § 2 of the Commercial Companies Code, the Company's Management Board presents the proposed amendment to the Company's Articles of Association:

in § 2 item 2 after point 70 to add next points with the following wording:

- “71. Wholesale of fruit and vegetables (NACE 46.31.Z)
- 72. Wholesale of meat and meat products (NACE 46.32.Z)
- 73. Wholesale of milk, dairy products, eggs and edible oils and fats (NACE 46.33.Z)
- 74. Wholesale of alcoholic beverages (NACE 46.34.A)
- 75. Wholesale of non-alcoholic beverages (NACE 46.34.B)
- 76. Wholesale of tobacco products (NACE 46.35.Z)
- 77. Wholesale of sugar and chocolate and sugar confectionery (NACE 46.36.Z)
- 78. Wholesale of coffee, tea, cocoa and spices (NACE 46.37.Z)
- 79. Wholesale of other food, including fish, crustaceans and molluscs (NACE 46.38.Z)
- 80. Non-specialised wholesale of food, beverages and tobacco (NACE 46.39.Z)
- 81. Wholesale of clothing and footwear (NACE 46.42.Z)
- 82. Wholesale of electrical household appliances (NACE 46.43.Z)
- 83. Wholesale of china, ceramics and glassware and cleaning materials (NACE 46.44.Z)
- 84. Wholesale of perfume and cosmetics (NACE 46.45.Z)
- 85. Wholesale of pharmaceutical and medical goods (NACE 46.46.Z)
- 86. Wholesale of watches, clocks and jewellery (NACE 46.48.Z)
- 87. Wholesale of other household goods (NACE 46.49.Z)
- 88. Non-specialised wholesale trade (NACE 46.90.Z)”

### **Access to documents**

Persons entitled to participate in the Extraordinary General Meeting may obtain full text of documentation to be presented at the Extraordinary General Meeting and draft resolutions at the registered office of the Company in Płock at ul. Chemików 7 at the reception desk of the Administration Centre and in Warsaw at ul. Bielańska 12 at the reception desk of PKN ORLEN S.A. between 8 am and 4 pm or download the documents from the Company's website [www.ornen.pl](http://www.ornen.pl), tab: Investor relations/General Meetings.

The Company will make available all information regarding the Extraordinary General Meeting at the Company's website [www.ornen.pl](http://www.ornen.pl), tab: Investor relations/General Meetings.

*This announcement has been prepared pursuant to § 38 item 1 point 1 of the Regulation of the Minister of Finance, dated 19 February 2009, on current and periodic information to be published by issuers of securities and on the conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member state (Journal of Laws from 2014, item 133 with further amendments).*

### **PKN ORLEN S.A. Management Board**