



**Resolution No. 5489/15
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 9 December 2015**

regarding the convening of the Company's Extraordinary General Meeting of Shareholders.

Pursuant to § 9 item 7 point 1 of the Company's Articles of Association and § 5 item 5 points 3 and 4 of the Constitution of the Management Board and taking into account Article 399 § 1 in conjunction with Article 400 § 1 of the Commercial Companies Code, as well as § 8 item 11 point 7 of the Company's Articles of Association, the following shall be resolved:

§ 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to convene the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. on 29 January 2016 at 11 a.m. in Płock, Dom Technika building, at Kazimierza Wielkiego 41 Street, with the following agenda:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation of the proper convocation of the General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Election of the Tellers Committee.
6. Adoption of the resolution regarding the establishment of the number of the Supervisory Board members.
7. Adoption of the resolutions regarding changes in the composition of the Supervisory Board.
8. Conclusion of the General Meeting.

§ 2

The Company's Management Board shall resolve to apply to the Supervisory Board for the opinion on the agenda of the Extraordinary Meeting of Shareholders of PKN ORLEN S.A. adopted by the Management Board and presented in § 1 of this Resolution.

§ 3

The Resolution shall come into force on the day of its adoption.

Of the 5 votes cast, 5 votes were "FOR" the Resolution, 0 votes "AGAINST" the Resolution and 0 votes "ABSTAINING".

Signatures of the Management Board members present at the meeting:

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Dariusz Krawiec
President of the
Management Board

.....
Sławomir Jędrzejczyk
Vice-President of the
Management Board

.....
Piotr Chelmiński
Management Board
Member

.....
Krystian Pater
Management Board
Member

.....
Marek Podstawa
Management Board Member