

**ARTICLES OF ASSOCIATION**  
**of Polski Koncern Naftowy ORLEN**

**Spółka Akcyjna of Płock**

*(consolidated text)*

Article 1

***Establishment, founding shareholder and name of the Company***

1

The Company was established as a result of the transformation of a state-owned enterprise under the name of Mazowieckie Zakłady Rafineryjne i Petrochemiczne of Płock in accordance with the Polish laws on privatisation of state-owned enterprises.-----

2

The Company's founder is the State Treasury of Poland.-----

3

The Company operates under the name of: Polski Koncern Naftowy ORLEN Spółka Akcyjna. The Company may use the abbreviated name of: PKN ORLEN S.A.-----

4

Unless expressly stated otherwise in these Articles of Association, the following capitalised terms shall have the following meanings:-----

"Group" shall mean a group within the meaning of the Accounting Act.-----

"Fuels" shall mean crude oil, petroleum products, biocomponents, biofuels and other fuels, including natural gas, industrial gases and fuel gases.-----

"Energy" shall mean electricity and property rights attached to certificates of origin for electricity or energy saving certificates.-----

"Material Transaction" shall mean a material transaction within the meaning of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005. -----

"Parent" shall mean any entity that meets at least one of the following conditions:

- a) Such entity holds the majority of total voting rights in the governing bodies of another entity (Subsidiary), including under agreements with other holders of voting rights, or-----
- b) Such entity has the power to appoint and remove a majority of members of the governing bodies of another entity (Subsidiary), or-----
- c) More than half of the members of the management board of another entity (Subsidiary) are at the same time management board members or persons holding managerial positions in such entity or in another subsidiary of such entity.-----

This definition shall not apply to Art. 7.11.1-7 of these Articles of Association.

“Related Party” shall mean a related party of the Company within the meaning of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005. -----

“Subsidiary” shall mean any entity in relation to which another entity is its Parent; this definition shall not apply to Art. 7.11.1-7 of these Articles of Association.-----

“Company” shall mean Polski Koncern Naftowy ORLEN S.A.-----

## Article 2

### ***Registered office, principal business activity and territory of operations***

1

The Company's registered office shall be in Płock, Poland.-----

2

The Company's principal business activity shall comprise:-----

1. Manufacture and processing of refined petroleum products (PKD 19.20.Z)-----
2. Manufacture of basic chemicals, fertilisers and nitrogen compounds, plastics and synthetic rubber in primary forms (PKD 20.1)-----
3. Manufacture of other chemical products (PKD 20.5)-----
4. Retail sale of automotive fuel in specialised stores (PKD 47.3)-----
5. Other specialised wholesale (PKD 46.7), including wholesale of fuels and related products (PKD 46.71 Z)-----
6. Extraction of crude petroleum (PKD 06.1)-----
7. Extraction of natural gas (PKD 06.2)-----
8. Support activities for petroleum and natural gas extraction (PKD 09.1)-----
9. Manufacture of basic iron, cast iron, steel, ferroalloys and metallurgical products (PKD 24.1)-----
10. Manufacture of tubes, pipes, hollow profiles and related fittings, of steel (PKD 24.2)-----
11. Manufacture of other products of first processing of steel (PKD 24.3)-----
12. Manufacture of basic precious and other non-ferrous metals (PKD 24.4)-----
13. Casting of metals (PKD 24.5)-----
14. Manufacture of structural metal products (PKD 25.1)-----
15. Repair of fabricated metal products, machinery and equipment (PKD 33.1)-----
16. Electric power generation, transmission, distribution and trade (PKD 35.1)-----
17. Manufacture of gas; distribution of gaseous fuels and trade of gas through mains (PKD 35.2)-----
18. Production and supply of steam, hot water and air for air-conditioning systems (PKD 35.3)-----
19. Remediation activities and other waste management services (PKD 39.0)-----
20. Construction of residential and non-residential buildings (PKD 41.2)-----
21. Construction of utility projects for fluids, electricity and telecommunications (PKD 42.2)-----
22. Construction of other civil engineering projects (PKD 42.9)-----
23. Demolition and site preparation (PKD 43.1)-----
24. Electrical, plumbing and other construction installation activities (PKD 43.2)-----

25. Other specialised construction activities (PKD 43.9)-----
26. Wholesale and retail sale of motor vehicles, excluding motorcycles (PKD 45.1)-----
27. Wholesale and retail sale of motor vehicle parts and accessories, except for motorcycles (PKD 45.3)-----
28. Wholesale and retail sale, maintenance and repair of motorcycles and related parts and accessories (PKD 45.4) -----
29. Retail sale in non-specialised stores (PKD 47.1)-----
30. Retail sale of other goods in specialised stores (PKD 47.7)-----
31. Freight rail transport (PKD 49.2)-----
32. Freight transport by road and removal services (PKD 49.4)-----
33. Transport via pipelines (PKD 49.5)-----
34. Sea and coastal freight water transport (PKD 50.2)-----
35. Inland freight water transport (PKD 50.4)-----
36. Warehousing and storage (PKD 52.1)-----
37. Support activities for transportation (PKD 52.2)-----
38. Hotels and similar accommodation (PKD 55.1)-----
39. Restaurants and mobile food service activities (PKD 56.1)-----
40. Event catering and other food service activities (PKD 56.2)-----
41. Beverage serving activities (PKD 56.3)-----
42. Wired telecommunications activities (PKD 61.1)-----
43. Wireless telecommunications activities other than satellite telecommunications activities (PKD 61.2)-----
44. Satellite telecommunications activities (PKD 61.3)-----
45. Other telecommunications activities (PKD 61.9)-----
46. Computer programming, consultancy and related activities (PKD 62.0)-----
47. Data processing, hosting and related activities; web portals (PKD 63.1)-----
48. Repair of computers and communication equipment (PKD 95.1)-----
49. Renting and leasing of other machinery, office equipment and tangible goods (PKD 77.3)
50. Monetary intermediation (PKD 64.1)-----
51. Activities of holding companies (PKD 64.2)-----
52. Other financial service activities, except insurance and pension funding (PKD 64.9)-----
53. Activities auxiliary to financial services, except insurance and pension funding (PKD 66.1)
54. Activities auxiliary to insurance and pension funding (PKD 66.2)-----
55. Accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.2)-----
56. Management consultancy activities (PKD 70.2)-----
57. Architectural and engineering activities and related technical consultancy (PKD 71.1)-----
58. Advertising (PKD 73.1)-----
59. Other professional, scientific and technical activities n.e.c. (PKD 74.9)-----
60. Activities of employment placement agencies (PKD 78.1) -----
61. Other human resources provision (PKD 78.3)-----
62. Regulation of the activities of providing health care, education, cultural services and other social services, excluding social security (PKD 84.12.Z)-----
63. Business support service activities n.e.c. (PKD 82.9)-----
64. Provision of services to the community as a whole (PKD 84.2), including fire service activities (PKD 84.25.Z)-----
65. Other education (PKD 85.5)-----
66. Retail sale of beverages in specialised stores (PKD 47.25.Z)-----
67. Publishing of newspapers (PKD 58.13.Z)-----
68. Security and commodity contracts brokerage (PKD 66.12.Z)-----
69. Activities of head offices and holding companies, excluding financial holding companies (PKD 70.10.Z)-----

- 70. Wholesale on a fee or contract basis (PKD 46.1), including activities of agents involved in the sale of fuels, ores, metals and industrial chemicals (PKD 46.12.Z)-----
- 71. Wholesale of fruit and vegetables (PKD 46.31.Z)-----
- 72. Wholesale of meat and meat products (PKD 46.32.Z)-----
- 73. Wholesale of milk, dairy products, eggs, edible oils and fats (PKD 46.33.Z)-----
- 74. Wholesale of alcoholic beverages (PKD 46.34.A)-----
- 75. Wholesale of non-alcoholic beverages (PKD 46.34.B)-----
- 76. Wholesale of tobacco products (PKD 46.35.Z)-----
- 77. Wholesale of sugar, chocolate, confectionery and bakery products (PKD 46.36.Z)-----
- 78. Wholesale of coffee, tea, cocoa and spices (PKD 46.37.Z)-----
- 79. Wholesale of other food, including fish, crustaceans and molluscs (PKD 46.38.Z)-----
- 80. Wholesale of non-specialised food, beverages and tobacco products (PKD 46.39.Z)-----
- 81. Wholesale of clothing and footwear (PKD 46.42.Z)-----
- 82. Wholesale of electrical household appliances (PKD 46.43.Z)-----
- 83. Wholesale of porcelain, ceramic and glass products and cleaning products (PKD 46.44.Z)-----
- 84. Wholesale of perfume and cosmetics (PKD 46.45.Z)-----
- 85. Wholesale of pharmaceutical and medical products (PKD 46.46.Z)-----
- 86. Wholesale of watches, clocks and jewellery (PKD 46.48.Z)-----
- 87. Wholesale of other household appliances (PKD 46.49.Z)-----
- 88. Non-specialised wholesale (PKD 46.90.Z)-----

3

The Company shall operate in the Republic of Poland and abroad.-----

4

The Company may acquire and dispose of shares in other companies, acquire, dispose of, lease and rent businesses, establishments, property, movables and property rights, acquire and dispose of interests in income or assets of other companies, establish commercial-law companies and civil-law partnerships, become a partner in joint ventures, form branches, establishments, representative offices and other organisational units, as well as take any and all legal and practical actions falling within the scope of its business that are not forbidden by law.-----

Article 3  
**Share capital and shares**

1

The Company's share capital shall amount to PLN 534,636,326.25 (five hundred and thirty-four million, six hundred and thirty-six thousand, three hundred and twenty-six zloty, twenty-five grosz) and shall comprise 427,709,061 (four hundred and twenty-seven million, seven hundred and nine thousand, sixty-one) shares with a par value of PLN 1.25 (one zloty, twenty-five grosz) per share, including:

- a) 336,000,000 (three hundred and thirty-six million) Series A bearer shares, numbered from A-000000001 to A-336000000;-----
- b) 6,971,496 (six million, nine hundred and seventy-one thousand, four hundred and ninety-six) Series B bearer shares, numbered from B-0000001 to B-6971496;-----
- a) 77,205,641 (seventy-seven million, two hundred and five thousand, six hundred and forty-one) Series C bearer shares, numbered from C-00000001 to C-77205641;-----

d) 7,531,924 (seven million, five hundred and thirty-one thousand, nine hundred and twenty-four) Series D bearer shares, numbered from D-0000001 to D-7531924.-----

2

Conversion of bearer shares into registered shares shall not be permitted.-----

3

The Company's share capital may be increased by issuing new shares or increasing the par value of the existing shares.-----

#### Article 4

#### ***Cancellation of shares***

- 1 Shares may be cancelled only through a share capital reduction carried out on the terms and conditions defined by the General Meeting, except where the Commercial Companies Code and these Articles of Association provide for share cancellation without the need for the General Meeting to pass a resolution.-----
- 2 Company shares may be cancelled subject to consent of the affected shareholder, by way of their acquisition by the Company (voluntary cancellation).-----
- 3 The terms and conditions of such acquisition shall be set out in a General Meeting's resolution authorising the Management Board to take steps to acquire shares to be cancelled.-----
- 4 Cancellation of Company shares shall require a resolution by the General Meeting, subject to Art. 363.5 of the Commercial Companies Code.-----
- 5 A resolution on the cancellation of shares should specify, without limitation, the legal basis for the cancellation, the amount of consideration due to the shareholder in respect of the cancelled shares, or the reasons for cancellation without consideration, as well as the manner of share capital reduction.-----

#### Article 5

#### **Statutory reserve funds and other capital reserves**

1

The Company shall create statutory reserve funds to cover losses that may arise in connection with its activities. Annual contributions to the statutory reserve funds shall amount to 8% or more of the net profit for each financial year and shall be made until the statutory reserve funds reach at least one-third of the share capital amount. The General Meeting shall set the amount of annual contributions to the statutory reserve funds. The statutory reserve funds shall also include any excess of the issue proceeds received by the Company over the par value of shares (share premium), net of the issue costs, as well as contributions to equity made by shareholders. The General Meeting shall determine the allocation of the statutory reserve funds, provided, however, that a portion of the statutory reserve funds equal to one-third of the share capital may be used exclusively for coverage of losses shown in the Company's financial statements.-----

2

The Company shall create other capital reserves from distributions from net profit allocated to such capital reserves. The General Meeting shall set the amount of distributions to be allocated to other capital reserves. Other capital reserves may be allocated to cover any specific losses or

expenses, to increase the share capital, and to distribute dividends. The Company may also create other funds, reserves and special accounts provided for in the applicable laws.-----

Article 6

**Profit allocation**

The Company's net profit shall be allocated to dividend distributions, funds and capital reserves created by the Company, and to other purposes, in accordance with the General Meeting's resolution. -----

Article 7

**General Meeting**

1

The General Meeting shall be held at the Company's registered office or in Warsaw.-----

2

The Management Board shall convene the General Meeting when required under these Articles of Association or the Commercial Companies Code.-----

3

The Annual General Meeting shall be held within six months from the end of each financial year.--

4

1. The Management Board shall convene an Extraordinary General Meeting on its own initiative, at the request of the Supervisory Board, or at the request of a shareholder or shareholders representing at least one-twentieth of the Company's share capital, within two weeks from the submission of such request. The request to convene the General Meeting should specify matters to be included on its agenda or a draft resolution on the proposed agenda of the meeting.-----
2. An Extraordinary General Meeting may also be convened by shareholders representing at least half of the share capital or total voting rights in the Company.-----
3. A shareholder or shareholders representing at least one-twentieth of the Company's share capital may request that certain matters be placed on the agenda of the next General Meeting, in accordance with the laws of general application.-----

5

The Supervisory Board may convene an Extraordinary General Meeting in any case where it deems it advisable. The Supervisory Board may convene the Annual General Meeting if the Management Board has failed to convene it within two weeks from the Supervisory Board's submission of the relevant request.-----

The General Meeting shall be convened as provided for and subject to the rules specified in the laws of general application.-----

The powers of the General Meeting shall include in particular:-----

1. Reviewing and approving the full-year financial statements of the Company, the Directors' Report on the Company's operations, the consolidated financial statements of the Group, and the Directors' Report on the Group's operations, for the previous financial year;-----
2. Granting discharge from liability to members of the Management Board and the Supervisory Board;-----
3. Deciding on allocation of profit or coverage of loss, as well as application of funds and accounts created from profit, subject to any specific provisions which may require different application of such funds;-----
4. Appointing members of the Supervisory Board, subject to Art. 8.2 of these Articles of Association, and defining rules for their remuneration;-----
5. Increasing and reducing the Company's share capital unless the Commercial Companies Code or these Articles of Association provide otherwise;-----
6. Decisions concerning claims for redress of any damage caused upon formation of the Company or when managing or supervising the Company;-----
- 6a. Adoption of a policy defining the rules of remuneration for members of the Company's Management Board and Supervisory Board; -----
7. Consenting to disposal or lease of, or creation of limited property rights in, the Company's business or its organised part;-----
8. Consenting to disposal of property, perpetual usufruct of or an interest in property with a net carrying amount exceeding one-twentieth of the Company's share capital.-----
9. Amending the Company's Articles of Association;-----
10. Creating and releasing the Company's capital reserves, funds and special accounts;-----
11. Passing resolutions to cancel Company shares and acquire Company shares for cancellation, subject to Art. 4 of these Articles of Association;-----
12. Issuing convertible bonds, senior bonds and subscription warrants; -----
13. Dissolution, liquidation or transformation of the Company, or its merger with another entity;-----
14. Concluding a parent/subsidiary agreement within the meaning of Art. 7 of the Commercial Companies Code.-----

7a

Acquisition of property, perpetual usufruct of or an interest in property, irrespective of its value, as well as disposal of property, perpetual usufruct of or an interest in property with a net carrying amount not exceeding one-twentieth of the Company's share capital shall not require consent of the Company's General Meeting.-----

8

Unless the Commercial Companies Code or these Articles of Association provide otherwise, resolutions of the General Meeting shall be passed by an absolute majority of votes cast, with the proviso that votes cast shall be deemed to comprise votes 'in favour of', votes 'against' and abstentions.-----

9

Any resolution of the General Meeting on preference rights attached to shares, a merger of the Company with another entity by way of transferring all of the Company's assets to such other entity, dissolution of the Company (including as a result of transferring the Company's registered office or principal establishment abroad), liquidation of the Company, transformation of the Company, or reduction of the Company's share capital by way of cancellation of a part of Company shares without a simultaneous capital increase shall require a majority of no less than 90% of votes cast.-----

9a

Any resolution not to consider a matter on the agenda may only be passed by the General Meeting for a good reason. Any resolution to remove or not to consider a matter on the agenda at the request of shareholders shall be passed by a majority of no less than 75% of votes cast, with the proviso that the requesting shareholders present at the Meeting have given their consent for the matter to be removed from the agenda or not to be considered. -----

10

Subject to Art. 7.11 below, each share shall confer the right to one vote at the General Meeting. Shareholders may attend the General Meeting and exercise their voting rights in person or by proxy.-----

11

1. The voting rights of Company shareholders shall be limited so that at the General Meeting no shareholder can exercise more than 10% of total voting rights existing in the Company as at the date of the General Meeting, with the proviso that this limitation shall be deemed non-existent for the purpose of determining the obligations of buyers of major holdings of shares provided for in the laws referred to in Art. 7.11.3 and 7.11.5 below. The limitation of voting rights referred to above shall not apply to the State Treasury and the depositary bank which has issued depositary receipts representing Company shares under an agreement with the Company (if the bank exercises voting rights attached to such Company shares). For the purpose of this paragraph, the exercise of voting rights by a subsidiary shall be deemed the exercise of such voting rights by its parent as defined in the laws referred to in Art. 7.11.3 and 7.11.5 below, whereas the total number of voting rights held by a shareholder shall be the sum of the voting rights attached to shares and the voting rights which the shareholder would receive as a result of conversion of depositary receipts into shares.-----

2. For the purposes of this paragraph, a shareholder shall be any person, including a parent and a subsidiary of such person, directly or indirectly entitled to exercise voting rights at the General Meeting under any legal title, including persons that do not hold shares in the Company, in particular usufructuaries, pledgees, holders of rights under depositary receipts, as defined in the Act on Trading in Financial Instruments of July 29th 2005, as well as persons entitled to participate in the General Meeting despite having disposed of their shareholdings after the record date.-----
  
3. For the purpose of this paragraph, a parent or a subsidiary shall be any person that:--
  - a) is a parent, a subsidiary, or both a parent and a subsidiary within the meaning of the Competition and Consumer Protection Act of February 16th 2007, or-----
  - b) is a parent, ultimate parent, subsidiary, lower-tier subsidiary, jointly-controlled entity, or both a parent (including an ultimate parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity), within the meaning of the Accounting Act of September 29th 1994; or-----
  - c) exerts (in the case of a parent) or is subject to (in the case of a subsidiary) decisive influence within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, as well as on Financial Transparency of Certain Business Entities, of September 22nd 2006; or-----
  - d) is an entity whose voting rights conferred by Company shares held directly or indirectly are subject to aggregation with voting rights of other person or persons pursuant to the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005, in connection with the holding, disposal or acquisition of major holdings of shares in the Company.-----
  
4. Shareholders whose voting rights are aggregated or reduced pursuant to the rules described in this Art. 7.11 shall be jointly referred to as a Grouping. The aggregation of voting rights shall consist in adding up all voting rights held by individual shareholders comprising a Grouping. The reduction of voting rights shall consist in decreasing the total number of voting rights at the General Meeting held by shareholders comprising a Grouping. The reduction of voting rights shall be made as follows:-----
  - a) the number of voting rights of the shareholder holding the largest number of voting rights in the Company from among all the shareholders comprising a Grouping shall be reduced by the number of voting rights in excess of 10% of the total number of voting rights in the Company held by all the shareholders in the Grouping;-----
  - b) if the total voting rights held by the shareholders comprising the Grouping exceed the threshold defined in Art. 7.11.1 above despite the reduction referred to in Art. 7.11.4.a above, the number of voting rights held by the other shareholders in the Grouping shall be further reduced. Such further reduction shall be made in a sequence established based on the number of voting rights held by individual shareholders comprising the Grouping (from the highest to the lowest). The number of voting rights of the Grouping shall be further reduced until the number of voting rights held by shareholders comprising the Grouping does not exceed 10% of the total vote at the Company;-----

- c) in any case, a shareholder whose voting rights have been limited shall retain the right to exercise at least one vote;-----
  - d) the limitation of voting rights shall also apply to shareholders absent from the General Meeting.-----
5. For the purpose of calculating the basis for aggregating or reducing the number of voting rights pursuant to the rules described in this Art. 7.11, a Company shareholder, the Management Board or the Supervisory Board or any member thereof, may require that a Company shareholder provide information whether the shareholder:-----
- a) is a parent, a subsidiary, or both a parent and a subsidiary within the meaning of the Competition and Consumer Protection Act of February 16th 2007, or-----
  - b) is a parent, ultimate parent, subsidiary, lower-tier subsidiary, jointly-controlled entity, or both a parent (including an ultimate parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity), within the meaning of the Accounting Act of September 29th 1994; or-----
  - c) exerts (in the case of a parent) or is subject to (in the case of a subsidiary) decisive influence within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, as well as on Financial Transparency of Certain Business Entities, of September 22nd 2006; or-----
  - d) is an entity whose voting rights conferred by Company shares held directly or indirectly are subject to aggregation with voting rights of other person or persons pursuant to the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005, in connection with the holding, disposal or acquisition of major holdings of shares in the Company.-----
- The authority referred to herein shall also include the right to request that the Company shareholder disclose the number of voting rights held individually or jointly with other Company shareholders. A person who fails to comply with or improperly complies with the disclosure obligation referred to herein may only exercise voting rights attached to one share until the disclosure obligation is duly complied with, and any attempts to exercise voting rights attached to the remaining shares shall be ineffective.-----
6. Further to Art. 7.11.1 whereby the exercise of voting rights by a subsidiary is deemed the exercise of voting rights by its parent, and for the avoidance of doubt, the limitation of voting rights referred to in Art. 7.11.1 above shall not apply to subsidiaries of the State Treasury.-----
7. In the case of doubt, the provisions of this Art. 7.11 shall be interpreted in accordance with Art. 65.2 of the Civil Code.-----

Subject to the applicable regulations of the Commercial Companies Code, a change to the Company's principal business activities shall not require repurchase of its shares.-----

## Supervisory Board

1

The Supervisory Board shall consist of six to ten members, including the Chair.-----

2

The Supervisory Board shall be appointed and removed in the following manner:-----

- 1) The State Treasury, represented by the entity authorised to exercise the rights attached to the shares held by the State Treasury, shall have the right to appoint and remove one member of the Supervisory Board;-----
- 2) Other members of the Supervisory Board, including all members referred to in Art. 8.5 below, shall be appointed and removed by the General Meeting;-----

The State Treasury's right to appoint a Supervisory Board member shall expire upon disposal of all Company shares held by the State Treasury.-----

3

1. Supervisory Board members shall be appointed for a joint term of office expiring on the date of the Annual General Meeting that approves the financial statements for the second full financial year of the term. May 31st 2007 shall be deemed to be the beginning of a joint term of office as defined above.-----
2. Any or all Supervisory Board members may be removed at any time prior to expiry of their term of office.-----

4

The Chair of the Supervisory Board shall be appointed by the General Meeting. The Deputy Chair and the Secretary shall be elected by the Supervisory Board from among other Supervisory Board members.-----

5

At least two Supervisory Board members shall each meet all of the following criteria (independent Supervisory Board members):-----

- 1) They are not employed by the Company or its Related Party;-----
- 2) They were not members of the Company's or its Related Party's management bodies in the last five years before being appointed to the Supervisory Board;-----
- 3) They are not a member of any supervisory or management bodies of a Related Party;-----
- 4) They do not receive, and did not receive in the last five years before being appointed to the Supervisory Board, any additional remuneration of a significant amount, i.e. an amount exceeding in aggregate six hundred thousand złoty, from the Company or its Related Party, other than remuneration for serving on supervisory bodies;-----
- 5) They are not, and were not in the last three years before being appointed to the Supervisory Board, a shareholder or employee of the present or former auditors of the Company or its Related Party;-----
- 6) They are not a shareholder holding 5% or more of total voting rights at the General Meeting of the Company or its Related Party;-----

- 7) They are not a member of the supervisory or management bodies, or an employee of, an entity holding 5% or more of total voting rights at the General Meeting of the Company or its Related Party;-----
- 8) They are not a parent, child, spouse, sibling, parent of the spouse, or an adoptee or adoptive parent of, any of the persons referred to the preceding items;-----
- 9) They have not been a member of the Company's Supervisory Board for more than three terms of office;-----
- 10) They are not a member of the management board in any company in which a member of the Company's Management Board is a supervisory board member;-----
- 11) They do not have any significant links to members of the Company's Management Board through their involvement with other companies.-----

Prior to their appointment, independent members of the Supervisory Board shall submit written representations to the effect that they meet the above criteria. If a situation arises that causes the criteria specified above not to be met, a Supervisory Board member shall promptly notify the Company thereof. The Company shall keep its shareholders informed of the current number of independent members on its Supervisory Board.-----

If the number of independent members of the Supervisory Board is less than two, the Management Board shall promptly convene a General Meeting whose agenda shall include changes to the composition of the Supervisory Board. Until the number of independent members of the Supervisory Board is increased to meet the requirements stipulated in these Articles of Association, the Supervisory Board shall operate in its then current composition, and the provisions of Art. 8.9a below shall not apply.-----

The provisions of this Art. 8.5. shall apply accordingly if a Supervisory Board member begins to meet the criteria to be recognised as an independent member of the Supervisory Board in the course of a term.-----

6

Meetings of the Supervisory Board shall be held when necessary, but at least once every two months. Furthermore, a meeting should be convened at a written request made by a shareholder or shareholders representing at least one-tenth of the Company's share capital, by the Management Board or by a Supervisory Board member; a meeting of the Supervisory Board should be convened within two weeks from the date of receipt of the request, to be held on a date falling within three weeks from the receipt of the request.-----

7

1. Supervisory Board meetings shall be convened by the Chair of the Supervisory Board or, if the Chair is absent or cannot perform his or her duties for other reasons, by the Deputy Chair of the Supervisory Board, and then by the Secretary of the Supervisory Board, at his or her own initiative or at a request made by authorised parties. Supervisory Board meetings shall be convened by means of written invitations, which should be sent to Supervisory Board members at such time as specified in the Rules of Procedure for the Supervisory Board.-----
2. In the event that the Chair, or – in the circumstances referred to in Art. 8.7.1– the Deputy Chair or Secretary of the Supervisory Board, as the case may be, fails to convene a Supervisory Board meeting within two weeks from the receipt of the request referred to in Art. 8.6 above, the requesting party may proceed to convene such a meeting on its own by

sending a written invitation to the Supervisory Board members at least seven days prior to the meeting date, specifying the date, venue, and the proposed agenda of the meeting.-----

8

The Supervisory Board may hold a meeting if all the Supervisory Board members have been properly invited. Supervisory Board meetings may also be held without being formally convened, provided that all Supervisory Board members are present and agree to hold a meeting and to include specific matters on its agenda.-----

9

1. The Supervisory Board may pass resolutions if at least half of its members are present at a meeting.-----
2. Subject to the provisions of the Commercial Companies Code, a resolution of the Supervisory Board may be passed in writing or with the use of means of remote communication.-----
3. Subject to Art. 8.9.4 below, resolutions of the Supervisory Board shall be passed by an absolute majority of votes cast, provided that at least half of the Supervisory Board members are present, and provided further that votes cast shall be deemed to comprise votes 'in favour of', votes 'against' and abstentions.-----
4. Any removal or suspension from duties of any or all Management Board members in the course of their term shall require that at least two-thirds of all Supervisory Board members vote in favour of such removal or suspension.-----
5. Members of the Supervisory Board may vote on resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. Matters placed on the agenda during the Supervisory Board meeting may not be voted on in writing through another member of the Supervisory Board.-----

Adoption of resolutions on the following matters:-----

- a) any performance to be rendered or benefits to be granted by the Company or any Related Party of the Company to Members of the Management Board,-----
- b) granting consent to the execution by the Company of a Material Transaction with a Related Party of the Company, taking into consideration the exclusions and detailed regulations in this respect specified in Chapter 4b of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, and granting consent to the execution by the Company or a Subsidiary of an agreement with a Supervisory Board or Management Board member, excluding any agreements commonly concluded with respect to minor daily life matters;-----
- c) appointment of an audit firm to audit the Company's financial statements -----

shall require consent of at least half of the independent members of the Supervisory Board, subject to Art. 8.5.-----

The above provisions shall be without prejudice to the application of Art. 15.1 and 15.2 of the Commercial Companies Code.-----

The Supervisory Board shall adopt its Rules of Procedure, defining its organisation and operating procedures.-----

The Supervisory Board shall exercise ongoing supervision over the Company's activities.-----

The powers and responsibilities of the Supervisory Board shall also include:-----

- 1. Subject to Art. 9.1.3, appointing and removing the President, Vice Presidents and other members of the Management Board;-----
- 2. Representing the Company in agreements and contracts concluded with Management Board members, including with respect to the terms and conditions of their employment;---
- 3. Suspending, for a good reason, any or all Management Board members from their duties, as well as delegating its member(s) to temporarily stand in for Management Board members who are unable to perform their duties;-----
- 4. Approving the Rules of Procedure for the Management Board;-----
- 5. Appointing an audit firm to audit or review the financial statements of the Company and the consolidated financial statements of the Group;-----
- 6. Assessing the Company's financial statements in terms of their consistency with the accounting records and documents, as well as with the facts; assessing the Directors' Report on the Company's operations and the Management Board's proposals concerning allocation of profit or coverage of loss, and presenting written annual reports on findings of such assessments to the General Meeting;-----
- 6a. Assessing the Group's financial statements and of the Directors' Report on the Group's operations, and presenting written annual reports on findings of such assessments to the General Meeting;-----
- 7. Providing opinions on all matters to be submitted by the Management Board for consideration to the Annual or Extraordinary General Meeting;-----

8. Granting consent for members of the Management Board to serve, and receive remuneration for serving, on supervisory or management bodies of other entities;-----
9. Granting consent for the implementation of an investment project and for assuming related liabilities if these involve expenditure or charges exceeding the equivalent of a half of the Company's share capital;-----
10. Defining the scope, required level of detail, and dates of submission by the Management Board of annual and long-term budgets as well as growth strategies for the Company;-----
11. Approving the Company's growth strategies and long-term budgets;-----
12. Providing opinions on annual budgets;-----
13. Granting consent, at the Management Board's request, to disposal of property, perpetual usufruct of or an interest in property with a net carrying amount not exceeding one twentieth of the share capital;-----
14. Granting consent, at the Management Board's request, to acquisition of property, perpetual usufruct of or an interest in property whose value at net acquisition price exceeds one-fortieth of the share capital;-----
15. Approving the report on entertainment expenses, legal expenses, marketing expenses, public relations and communication expenses, and management consultancy fees; the scope of the report shall be defined by the Supervisory Board with due regard for the need not to disclose secrets protected by law, in particular those specified in Art. 428 of the Commercial Companies Code;-----
16. Approving the report on application of best practices referred to in Art. 7.3 of the Act on State Property Management of December 16th 2016 to the extent applicable to the Company; the scope of the report must be defined with due regard for the need not to disclose secrets protected by law, in particular those specified in Art. 428 of the Commercial Companies Code;-----
17. Granting consent to the acquisition by the Company of Company shares with a view to preventing serious damage as referred to in Art. 362.1.1 of the Commercial Companies Code, imminently threatening the Company;-----
18. Appointing acting President of the Management Board as referred to in Art. 9.3.3 if the President of the Management Board has been suspended from duties or his or her mandate has expired before the end of term.-----
19. Approving detailed rules and procedures for disposal of non-current assets.-----

The Management Board shall seek consent from the Supervisory Board for the following actions:-

1. Subject to Art. 7.7.7, Art. 7.7.8 and Art. 8.11.13, disposal of non-current assets within the meaning of the Accounting Act of September 29th 1994, classified as intangible assets, property, plant and equipment or long-term investments, including their contribution to a company or cooperative, if the market value of such assets exceeds PLN 100,000,000 or 5% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined on the basis of the most recent approved financial statements, as well as granting another entity the right to use such assets for a period longer than 180 days in a calendar year, on the basis of a legal transaction, if the market value of the assets covered by such legal transaction exceeds PLN 100,000,000 or 5% of total assets, with the proviso that if the right to use the assets is granted under:-----
  - a) lease or rental agreements or other agreements for granting another entity the right to use an asset for consideration – the market value of the asset is the amount of consideration for:-----
    - one year – if the right to use the asset is granted under an agreement concluded for an indefinite term;-----
    - the entire term of the agreement – if the right to use the asset is granted under a fixed-term agreement;-----
  - b) lending agreements or other agreements for granting another entity the right to use an asset free of charge – the market value of the asset is understood as the amount of consideration which would be receivable if a lease or rental agreement were concluded, for:-----
    - one year – if the right to use the asset is granted under an agreement concluded for an indefinite term;-----
    - the entire term of the agreement – if the right to use the asset is granted under a fixed-term agreement;-----
2. Subject to Art. 8.11.14, acquisition of non-current assets within the meaning of the Accounting Act of September 29th 1994 with a value exceeding PLN 100,000,000 or 5% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined on the basis of the most recent approved financial statements;-----
3. Subject to Art. 8.12.5, granting consent to the acquisition, subscription for or disposal of shares in companies, and to the Company's participation in other entities; the Supervisory Board may define the maximum amounts, terms and procedure to be applied by the Management Board to perform those actions without the Supervisory Board's consent, with the proviso that the following shall require the Supervisory Board's consent:-----
  - a) acquisition of or subscription for shares in another company where the value of such shares exceeds:-----
    - PLN 100,000,000, or-----
    - 10% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined based on the most recent approved financial statements.-----
  - b) disposal of shares in another company where the market value of such shares exceeds:-----
    - PLN 100,000,000, or-----
    - 10% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined based on the most recent approved financial statements.-----
4. Establishment of a division abroad;-----

5. Disposal or encumbrance of any shares in the following companies: Naftoport Sp. z o.o., Inowrocławskie Kopalnie Soli S.A., and the company to be established to handle the transport of liquid fuels via pipelines;-----
6. Assumption of any other liability whose value, under a single legal transaction or a series of related legal transactions executed in one financial year, exceeds the equivalent of one-fifth of the share capital, excluding:-----
  - a) any actions taken in the ordinary course of business, in particular any actions related to trade in Fuels and Energy;-----
  - b) any actions that received a favourable opinion of the Supervisory Board in annual budgets;-----
  - c) any actions requiring consent of the General Meeting,-----
  - d) any actions undertaken in connection with the implementation of an investment project consented to by the Supervisory Board pursuant to Art. 8.11.9 above, up to an amount representing 110% of the budgeted cost of such investment project;----
  - e) any actions related to the implementation of an investment project and assumption of the related liabilities, if the resulting expenditure or charges do not exceed the threshold specified in Art. 8.11.9 above;-----
- 6a Execution of a Material Transaction with a Related Party of the Company, taking into consideration the exclusions and detailed regulations in this respect specified in Chapter 4b of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005;-----
7. Equity investments and investments in property, plant and equipment carried out by the Company on foreign markets, with a value exceeding one-twentieth of the Company's share capital;-----
8. Exercise by the Company of its voting rights at general meetings of Subsidiaries and other companies if the value of shares held by the Company, measured at acquisition or subscription price, exceeds one-fifth of the Company's share capital, where the vote relates to:-----
  - the company's merger with another company or its transformation;-----
  - sale or lease of the company's business or its encumbrance with usufruct rights;-----
  - amendments to the company's articles of association;-----
  - conclusion of a parent/subsidiary agreement within the meaning of Art. 7 of the Commercial Companies Code;-----
  - dissolution of the company;-----
9. Conclusion of an agreement for legal services, marketing services, public relations and communication services, and management consultancy services, if the total expected fees for providing services under such agreement or under other agreements concluded with the same entity exceed PLN 500,000.00, VAT exclusive, per year.-----
10. Amendments to agreements for legal services, marketing services, public relations and communication services, and management consultancy services which increase the amount of fees above the amount specified in item 9;-----
11. Conclusion of an agreement for legal services, marketing services, public relations and communication services, and management consultancy services in which the maximum amount of fees is not specified;-----

12. Conclusion of a donation agreement or any other agreement having a similar effect, with a value exceeding PLN 20,000 or 0.1% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined on the basis of the most recent approved financial statements;-----
13. Conclusion of a debt cancellation agreement or any other agreement having a similar effect, with a value exceeding PLN 50,000 or 0.1% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined on the basis of the most recent approved financial statements;-----
14. Payment of interim dividend.-----

12 a

If the Supervisory Board does not consent to a given action, the Management Board may request the General Meeting to pass a resolution granting consent to such action.-----

13

As long as the State Treasury is entitled to appoint a member of the Supervisory Board, to pass a resolution to approve any of the actions referred to in Art. 8.12.5 above shall require that the Supervisory Board member appointed by the State Treasury vote in favour of such resolution.---

14

At the request of at least two members, the Supervisory Board shall be required to consider undertaking supervisory measures specified in such request.-----

15

Supervisory Board members delegated to individually perform certain supervisory functions on a permanent basis shall be bound by the same non-compete obligation as Management Board members and shall be subject to restrictions on participation in competing companies.-----

Article 9

**Management Board**

1

1. The Management Board shall consist of five to nine members, including the President, Vice President other members of the Management Board. -----
2. Subject to Art. 9.1.3, Management Board members shall be appointed and removed by the Supervisory Board. A member of the Management Board shall be appointed following a recruitment process performed to verify and evaluate qualifications of candidates and to select the best candidate for a Management Board member. When initiating a recruitment process for the position of a Management Board member, the Supervisory Board shall determine the detailed terms and procedure of recruitment, the place and deadline for accepting applications, the place and time of the interview, the matters to be covered during the interview, as well as the criteria to be met by and the method of evaluating a candidate.-----
3. One member of the Management Board shall be appointed and removed by the entity authorised to exercise the rights attached to the shares held by the State Treasury, as long as the State Treasury holds at least one share in the Company.-----
4. A Management Board candidate is required to meet all of the following criteria:-----

- 1) he/she has a university degree obtained in Poland or a university degree obtained abroad and recognised in Poland under separate legislation;-----
  - 2) he/she has at least five years of employment under a contract of employment, election or appointment, an employment contract for cooperative members, other agreement for provision of services, or as a business owner;-----
  - 3) he/she has at least three years of experience serving in managerial or independent positions or as a business owner;-----
  - 4) he/she meets requirements stipulated in separate legal regulations – other than the requirements listed in items 1–3 above, in particular, he/she is not in breach of any restrictions or prohibitions on serving on the management bodies of commercial-law companies.-----
5. A Management Board candidate may not be a person who meets at least one of the following criteria:-----
- 1) He/she works at the office of a member of the lower or upper house of the Polish Parliament (Sejm or Senate) or of a member of the European Parliament as an assistant or under an employment, temporary employment or similar contract;-----
  - 2) He/she is a member of a political party's body representing the party before third parties and authorised to assume obligations;-----
  - 3) He/she works for a political party under an employment, temporary employment or similar contract;-----
  - 4) He/she holds an elected position in a trade union operating at the Company or any Group company;-----
  - 5) His/her social activities or profession give rise to a conflict with the interests of the Company.-----

2

The Supervisory Board shall represent the Company in agreements and contracts between the Company and Management Board members, including agreements governing the terms and conditions of their employment. Declarations of will on behalf of the Supervisory Board may be made by two Supervisory Board members authorised by a relevant Supervisory Board resolution.-----

3

1. Management Board members shall be appointed for a joint term of office expiring on the date of the Annual General Meeting that approves the financial statements for the second full financial year of the term. June 7th 2008 shall be deemed to be the beginning of a joint term of office as defined above.-----
2. The President, Vice Presidents and other members of the Management Board, as well as the Management Board as a whole, may be suspended from duties at any time by the Supervisory Board for good reason.-----
3. If the President of the Management Board is suspended from duties or removed from office, or his or her mandate otherwise expires before the end of term, until a new President is appointed or the existing President resumes his/her duties following suspension, all the President's powers, excluding the casting vote power referred to in Art. 9.5.2 below, shall be performed by a person appointed acting President of the Management Board by way of a Supervisory Board resolution.-----

4

Declarations of will on behalf of the Company may be made by:-----

- two members of the Management Board acting jointly, or-----
- one member of the Management Board acting jointly with a Commercial Proxy.-----

A declaration of will signed by one Management Board member shall be sufficient to assume obligations or perform acts in law concerning disposal of assets in the ordinary course of business for an amount of up to PLN 100,000 (one hundred thousand zloty).-----

5

1. The President of the Management Board shall direct the Management Board's activities. The specific powers of the President in this respect shall be defined in the Rules of Procedure for the Management Board.-----
2. Management Board resolutions shall be passed by a simple majority of votes. In the event of a tied vote, the President of the Management Board shall have the casting vote.-----
3. The Management Board shall adopt the organisational rules for the Company's business.
4. The Management Board may vote on resolutions using means of remote communication.

6

The Management Board shall adopt the Rules of Procedure for the Management Board, specifying in detail the organisation of the Management Board and the procedures to be followed by the Management Board in managing the Company's affairs, including the manner of voting on resolutions under Art. 9.5.4 of these Articles of Association; the Rules of Procedure and any amendments thereto shall become effective upon approval by the Supervisory Board.-----

7

The following matters shall require a resolution by the Management Board:-----

1. Any matters falling outside the ordinary course of business, as specified in the Rules of Procedure for the Management Board.-----
2. Disposal of property or perpetual usufruct of or an interest in property with a net carrying amount not exceeding one twentieth of the share capital. Any such disposal shall be subject to prior consent of the Supervisory Board. -----
3. Acquisition of property, perpetual usufruct of or an interest in property, with the proviso that the acquisition of property, perpetual usufruct of or an interest in property whose value at net acquisition price exceeds one-fortieth of the Company's share capital shall require consent of the Supervisory Board.-----

7a

1. The Management Board shall be authorised to pass a resolution on the distribution of interim dividend to shareholders, provided that the Company holds sufficient funds to do so. Payment of interim dividend shall require consent of the Supervisory Board.-----
2. Interim dividend may be paid if the Company's approved financial statements for the previous financial year show a net profit. Interim dividend may not exceed half of the profit earned from the end of the previous financial year, as disclosed in the audited financial statements, increased by the amount of capital reserves created from profits, which may be used by the Management Board to pay out interim dividend, and reduced by the amount of any uncovered losses and treasury shares.-----

8

In managing the Company's affairs, the Management Board shall be limited by the applicable laws, the provisions of these Articles of Association, and General Meeting resolutions.-----

9

The Management Board shall prepare and adopt annual and long-term budgets and growth strategies for the Company, whose form, scope and submission dates shall be defined by the Supervisory Board.-----

10

The Management Board shall prepare and present to the Supervisory Board:-----

1. Full-year financial statements of the Company and the Directors' Report on the Company's operations – within three months from the end of financial year;-----
2. Full-year financial statements of the Group for the previous financial year and the Directors' Report on the Group's operations – within six months from the end of financial year.-----

11

The Management Board shall prepare and submit to the General Meeting and the Supervisory Board, along with the Directors' Report on the Company's operations in the previous financial year, a report on entertainment expenses, legal costs, marketing costs, public relations and communication expenses, and management consultancy fees, as well as a report on application of best practices referred to in Art. 7.3 of the Act on State Property Management of December 16th 2016 to the extent they are applicable to the Company. The reports should be prepared with due regard for the need not to disclose secrets protected by law, in particular those specified in Art. 428 of the Commercial Companies Code.-----

## Article 10

### **Rules for disposal of non-current assets**

1

Non-current assets within the meaning the Accounting Act of September 29th 1994, with a market value exceeding 0.1% of total assets as determined on the basis of the most recent approved financial statements, shall be disposed of by the Company by way of a tender or auction unless the market value of assets to be disposed of is PLN 20,000 or less.-----

2

The Company may dispose of non-current assets without carrying out a tender or auction if:

- 1) the agreement provides for the disposal of shares or other non-current financial assets, or licences, patents or other industrial property rights or know-how, and the terms of the disposal and the sale procedure other than a tender or auction are defined in detailed rules for the disposal of non-current assets, approved by the Supervisory Board;-----
- 2) the disposal is effected by way of liquidation proceedings, on the terms specified in a General Meeting resolution in compliance with separate laws;-----
- 3) the assets to be disposed are residential units owned by the Company, and they are to be sold for a price equal to or higher than 50% of their market value to the tenant or a close person permanently cohabiting with the tenant as defined in Art.

4.13 of the Property Management Act of August 21st 1997; the price is determined taking into account the fact that the residential units to be sold are occupied; the value of any improvements made by the tenant shall be reflected in the price of the unit;-----

- 4) in any other justified cases with the consent of the Supervisory Board;-----
- 5) the disposal is made to a subsidiary;-----
- 6) the assets to be disposed of are CO2 emission allowances or their equivalents.-----

3

Detailed rules for the disposal of non-current assets as referred to in Art. 10.1 and the rules referred to in Article 10.2.1. shall be prepared by the Management Board and approved by the Supervisory Board.-----

Article 11

The Management Board shall take steps with a view to introducing into the Articles of Association of companies with respect to which the Company is the parent within the meaning of Art. 4.3 of the Act on Competition and Consumer Protection of February 16th 2007 the principles set out in Art. 17.1-4, Art. 17.6 and Art. 17.6a, taking into consideration the provisions of Art. 17.5, Art. 18.1, Art. 19.1-3, Art. 19.5 and Art. 22 of the Act on State Property Management of December 16th 2016 as well as the obligation to immediately remove any member of such company's supervisory body who does not meet the requirements set out in the Articles of Association.-----

Article 12

**Company duration and financial year**

1

The Company's duration shall be unlimited.-----

2

The Company's financial year shall be the calendar year.-----

