

Convening of the Ordinary Shareholders Meeting of PKN ORLEN shareholders to be held on 25 June 2010

Polski Koncern Naftowy ORLEN Spolka Akcyjna headquartered in Plock, Chemikow 7 Street, registered by a District Court in Warsaw, registration no: 0000028860, nominal share capital: PLN 534,636,326.25, Tax Identification Number: 774-00-01-454 ("PKN ORLEN", "Company").

Date, hour and place of the shareholders meeting and agenda

PKN ORLEN, in line with Article 399 §1 and Article 395 §1 and §2 of the Code of Commercial Companies and in line with §7 item 3 of the Company's Articles of Association, convenes the Ordinary Shareholders Meeting ("Shareholders Meeting", "Meeting") of PKN ORLEN, to be held on 25 June 2010, at 10:00 CET in Plock (Poland) at the following address: Dom Technika, Kazimierza Wielkiego 41 Street.

Agenda of the Ordinary Shareholders Meeting:

1. Opening of the Shareholders Meeting.
2. Election of the Chairman of the Shareholders Meeting.
3. Confirmation of the proper convention of the Shareholders Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Election of the Tellers Committee.
6. Examination of the report of the Management Board on the Company's activities and the Company's financial statement, the motion of the Management Board regarding the distribution of the profit for the financial year 2009 and also examination of the report of the Supervisory Board opinion regarding the report of the Management Board on the Company's activities and the Company's financial statement in terms of their compliance with books, records and facts and regarding the motion of the Management Board regarding the distribution of the profit for the financial year 2009.
7. Examination of the report of the Management Board on the ORLEN Capital Group's activities, the ORLEN Capital Group's consolidated financial statement for the financial year 2009 and also examination of the opinion of the Supervisory Board regarding the report of the Management Board on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statement for the financial year 2009.
8. Examination of the report of the Supervisory Board for year 2009 complying with the requirements of the Best Practices of Companies Listed on the Warsaw Stock Exchange.
9. Adoption of the resolution regarding the approval of the report of the Management Board on the Company's activities and the Company's financial statement for the financial year 2009.
10. Adoption of the resolution regarding the approval of the report of the Management Board on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statement for the financial year 2009.
11. Adoption of the resolution regarding the distribution of the profit for the financial year 2009.
12. Adoption of resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Management Board in 2009.
13. Adoption of resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Supervisory Board in 2009.
14. Examination of the information and adoption of resolutions regarding changes to the Company's Articles of Association and establishing the unified text of the amended Articles of Association.
15. Examination of the information and adoption of resolution regarding disposal, lease or charge of other right to third party of the organised part of the enterprise.
16. Adoption of resolution regarding the establishment of the number of members of the Supervisory Board.
17. Adoption of resolutions regarding appointment of the Supervisory Board on the new term of office.
18. Conclusion of the Shareholders Meeting.

In line with Article 402² of the Code of Commercial Companies, the Company passes on following information regarding participation in the Meeting:

Shareholder's right to request that particular matters shall be placed on the agenda of the Shareholders Meeting

1. A shareholder or shareholders representing at least one-twentieth of the share capital may request that particular matters shall be placed on the agenda of the General Shareholders Meeting. Such request should be submitted to the Management Board no later than twenty-one days before to the date scheduled for the General Shareholders Meeting. The request should include grounds or draft resolution concerning the item proposed to be placed on the agenda. The request may be submitted by letter to Company's headquarter, Chemikow 7 Street, 09-411 Plock, or by electronic channels via the Company's website <http://www.orlen.pl> in the section investor relations / general meetings or via e-mail at walne.zgromadzenie@orlen.pl.
2. A shareholder or shareholders, referred to in point 1, should present that he/she holds appropriate number of shares at the date of request submission by enclosing to the request a deposit certificate / certificates or a document submitted by an entity keeping securities account. Additionally, if a shareholder or shareholders, referred to in point 1, are natural persons shall submit a copy of his/her identity card (passport or any other document based on which the identity of his/her as the shareholder; in the case of submission the motion via electronic channel – sending a scan of the documents). Where the motion is submitted by a shareholder or shareholders which are legal persons or an organisational units referred to in Art. 33¹ of the Civil Code, a shareholder or shareholders shall send the excerpt from the relevant register (in the case of submission the motion via electronic channel – sending a scan of this document), in which the entity is entered. Any documents sent to Company, including via electronic channels, should be translated into Polish by a sworn translator. Apostille certificates can also be sent. Additionally, if the request submitted by the shareholders is sending via electronic channel, all document should be send in PDF format.
3. The Company is authorised to take any steps necessary to establish the identity of a shareholder and his/her/its proxy, with a view to verifying the shareholder's rights exercised using means of electronic communication.

Shareholder's right to propose draft resolutions

4. Before the date scheduled for a General Shareholders Meeting, a shareholder or shareholders representing at least one-twentieth of the share capital may submit to the Company - by letter to Company's headquarter, Chemikow 7 Street, 09-411 Plock or via electronic channels (in the way and at e-mail address referred to in point 1 above) – draft resolutions concerning matters included or to be included in the agenda of the General Shareholders Meeting.

In the way mentioned in points 2 and 3 above, a shareholder or shareholders should present that he/she holds appropriate number of shares at the date of request submission and enclose documents allowing to identity of requesting party.

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

The way of exercising of voting right by a proxy

6. A shareholder can participate in the Meeting and exercising of voting right in person or by a proxy. The power of proxy entitled to participate in the General Shareholders Meeting and to exercise the voting rights should be granting as text of the power of proxy document or in electronic form. If a shareholder is not a natural person, it can participate in the Meeting and exercise the voting rights by a person entitled to submit a declaration of will effected to its or by a proxy.
7. Via the Company's website <http://www.orlen.pl>, in the section investor relations/general meetings or via e-mail at walne.zgromadzenie@orlen.pl, the shareholders may notify the Company of granting a power of proxy in electronic form for participation in a Shareholders Meeting or its revoking and also send the document of power of proxy or its revoking.

Together with a notification of granting a power of proxy in electronic form, the shareholder shall send in the text of 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 Art. 33¹ of the Civil Code. Where the power of proxy is granted by a legal person or an organisational unit referred to in Art. 33¹ 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 Art. 33¹ 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. Apostille certificates can also be sent via such channels. Together with a notification of granting a power of proxy, the shareholder shall send in an e-mail address through which the Company will be able to communicate with the shareholder and the proxy. All documents listed in this point shall be sent to the Company in electronic form, however 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 Shareholders Meeting.

Above rules with regard to identification of the grantor shall apply accordingly when notifying the Company of revoking powers of proxy.

A notification of granting or of revoking powers of proxy submitted without compliance with the requirements set out above shall have no legal effect vis-à-vis the Company.

The Company is authorised to take any steps necessary to establish the identity of a shareholder and his/her/its proxy, with a view to verifying the shareholder's rights exercised using means of electronic communication.

8. If the power of proxy was submitted in writing, a proxy is obliged to leave the original document in the Company. Moreover, the proxy of a shareholder or shareholders, during the preparation of the list of attendance, shall present identity card, passport or any other document allowing to establish his/her identity. The right to representing a shareholder, if it is not a natural person, shall follow valid from the excerpt from the relevant register (submitted in original or a copy confirming consistency with the original by a notary or by a legal adviser) and from several proxies.
9. The Company informs that the draft form which allowed to exercising of voting right by a proxy, included data specified in Article 402³ of the Code of Commercial Companies, is submitted at the Company's website <http://www.orklen.pl> in the section investor relations/general meetings. Using of form mentioned above is not obligatory.

Possibility and the way of participation in the Meeting by means of electronic communication

PKN ORLEN currently does not stipulate a possibility of participation in the Meeting by means of electronic communication.

The way of speaking during the Meeting by means of electronic communication

PKN ORLEN currently does not stipulate a possibility of speaking during the Meeting by means of electronic communication.

The way of exercising of voting right by a correspondence manner or by means of electronic communication

PKN ORLEN currently does not stipulate a possibility of exercising of voting right by a correspondence manner or by means of electronic communication.

Record day

The record day is 9 June 2010.

Information regarding the right to participate in the Meeting

The right to participate in the Ordinary Shareholders Meeting is possessed only by persons, which:

- a) are Company's shareholders on sixteen days before to the date of the General Shareholders Meeting (i.e. on 9 June 2010), i.e. Company's shares will be registered on their account, and
- b) in the date between 26 May 2010 and 10 June 2010 they submit a request for issuance personal certificate confirming the right to participate in the Ordinary Shareholders Meeting, in the entity keeping securities account, where Company's shares are registered.

It is recommended to shareholders to collect above mentioned certificate confirming the right to participate and take it to the Ordinary Shareholders Meeting with them.

The Company establishes the list of shareholders entitled to participate in the Ordinary Shareholders Meeting on the basis of register received from The National Depository for Securities (KDPW), which is prepared on the basis of personal certificates confirming the right to participate in the Meeting issued by the entities keeping securities accounts. The list of shareholders entitled to participate in the Meeting will be made available at the reception desk at the Company's headquarters in Plock, Chemikow 7 Street and in Warsaw, Chlodna 51 Street at the PKN ORLEN reception desk from 8:00 till 16:00 CET, for three business days before the Meeting.

A shareholder shall request for sending to him a list of shareholders free of charge via electronic mail, indicating address where the list should be send. The list of shareholders will be send in PDF format.

A shareholder requesting for access or send to him a list of shareholders has an obligation to prove his identity and status as PKN ORLEN shareholder in the manner specified in point 1-3 above. Due to that a shareholder shall present a certificate confirming the right to participate in the Meeting or a deposit certificate.

Shareholders and shareholders' proxies coming on the General Shareholders Meeting, during signing the list of attendance, shall present identity card, passport or any other document allowing to establish their identity. The right to representing a shareholder, if it is not a natural person, shall follow from valid excerpt from the relevant register (submitted in original or a copy confirming consistency with the original by a notary or by a legal adviser) and from several proxies. The right to representing a shareholder who is a natural person shall follow from a power of proxy, which is presented during signing the list of attendance.

Access to documentation

Persons entitled to participate in the General Shareholders Meeting can receive full text of documentation, which will be presented on the General Shareholders Meeting and draft resolutions at the Company's headquarters in Plock, Chemikow 7 Street and in Warsaw, Chlodna 51 Street at the PKN ORLEN reception desk from 8:00 till 16:00 CET or download full text of documentation from Company's website at <http://www.orlden.pl>, in the section investor relations/general meetings.

All information regarding the General Shareholders Meeting the Company will make accessible on the Company's website <http://www.orlden.pl>, in the section investor relations/general meetings.

Information regarding changes to the Company's Article of Association

Taking point 14 of the agenda regarding changes to the Company's Article of Association into consideration, in line with Article 402 § 2 of the Code of Commercial Companies, the Management Board presents the proposed changes to the Company's Articles of Association:

a) in § 2 item 2, after point 65, points 66 and 67 as below, are added:

“66. Retail sale of alcoholic and non-alcoholic beverages in specialized shops (NACE 47.25.Z)

67. Publishing services of newspapers (NACE 58.13.Z)”

b) § 8 item 11 point 5 as below:

“selecting a chartered accountant to audit the Company’s and its Capital Group’s financial statements in accordance with act on accounting”

to be replaced with the following:

“selecting an authorised entity to audit the Company’s and its Capital Group’s financial statements in accordance with act on accounting”

c) § 9a as below is deleted:

“§ 9 (a)
Observers

1. During the time when the State Treasury minister or other minister exercises the rights by virtue of the shares of PKN ORLEN S.A. that belong to the State Treasury, the appropriate minister can appoint one or two Observers in the Company.
2. Detail principles of functioning of the Observers are defined in the Regulations for the Shareholders Meeting, Regulations for the Supervisory Board and the Regulations for the Management Board.”