

FORM

**authorising the proxy to exercise the voting right
at
the Ordinary Shareholders Meeting of PKN ORLEN S.A. on 29 June 2011**

A Shareholder is not obliged to use this form; nor does this form constitute a prerequisite for the vote being cast by a Proxy. The use of this form is subject to mutual arrangements and commitments in this respect between the Proxy and the Shareholder. This document is not a substitute for a proxy. The Shareholder and the Proxy may use, at their own discretion, only certain pages of this form.

Upon its completion by the Shareholder granting the proxy, the form may be used as a voting sheet by the Proxy during the open voting. In the event of a secret ballot, the completed form shall be treated exclusively as a written instruction concerning the voting method for the Proxy during such a voting and should be kept by the Proxy.

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

If the Shareholder and the Proxy decide to use this form, the Company shall not be responsible for verifying the compliance of voting with the content of the instruction specified in the form. Any votes cast for or against by the Proxy remain valid even if cast contrary to the Shareholder's instruction.

Shareholder's data:

first name/surname/company
full address (residence/registered office)
PESEL/REGON
Identity Document/KRS No.

I/We the undersigned authorised to participate in the Ordinary Shareholders Meeting of PKN ORLEN S.A. held on (hereinafter referred to as the Meeting or the Shareholders Meeting), pursuant to the certificate No. concerning the right to participate in the Shareholders Meeting issued by on

represented by:

Proxy's data:

first name/surname/company
full address (residence/registered office)

PESEL/REGON
Identity Document/KRS No.

with the use of the forms below, provide the instructions regarding the voting for the Proxy over each of the resolutions to be adopted in accordance with the agenda specified in the notice of convening the Shareholders Meeting.

The votes regarding individual matters are cast by marking the appropriate field with X¹.

.....
date and Shareholder's signature

1. Election of the Chairman of the General Shareholders Meeting

Instruction for the Proxy related to the voting over the resolution No. 1

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the election of the Chairman of the Ordinary Shareholders Meeting

§ 1

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

§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:

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2. Adoption of the agenda.

¹ If a different vote is to be cast from each share, the Shareholder shall specify in each field the number of shares from which the votes are to be cast as votes for, against or as an abstention. If no specification is provided, the Proxy casts votes from all shares in a manner agreed with the Shareholder.

Instruction for the Proxy related to the voting over the resolution No. 2

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the adoption of the agenda of the Ordinary Shareholders Meeting

§ 1

The Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to adopt the following agenda:

- 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 Management Board report on the Company's activities, the Company's financial statements, the motion of the Management Board regarding the distribution of profit for 2010, report of the Supervisory Board on evaluating the Management Board report on the Company's activities and the Company's financial statements in terms of their compliance with books, records, and facts, and the motion of the Management Board regarding the distribution of profit for 2010.*
- 7. Examination of the report of the Management Board on the ORLEN Capital Group activities and consolidated financial statements of the ORLEN Capital Group for the financial year 2010, and examination of the opinion of the Supervisory Board regarding the report of the Management Board on the ORLEN Capital Group activities and consolidated financial statements of the ORLEN Capital Group for the financial year 2010.*
- 8. Examination of the report of the Supervisory Board for 2010 compliant 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 statements for the financial year 2010.*
- 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 statements for the financial year 2010.*
- 11. Adoption of the resolution regarding the allocation of profit for the financial year 2010.*
- 12. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Management Board in 2010.*
- 13. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Supervisory Board in 2010.*
- 14. Examination of the motion and adoption of the resolutions regarding amendments to the Company's Articles of Association and establishing the unified text of the amended Articles of Association.*
- 15. Examination of the motion and adoption of the resolutions regarding amendments to the Rules of Procedure for the General Shareholders Meeting and establishing the unified text of the amended Rules of Procedure for the General Shareholders Meeting.*

16. Conclusion of the Shareholders Meeting.

§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:

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.....

3. Election of the Tellers Committee

Instruction for the Proxy related to the voting over the resolution No. 3

RESOLUTION NO.

**OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the election of the Tellers Committee

§ 1

Pursuant to § 8 of the Rules of Procedure for the General Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall elect the following persons as members of the Tellers Committee:

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§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:

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4. Approval of the report of the Management Board on the Company's activities and the Company's financial statements for the financial year 2010

Instruction for the Proxy related to the voting over the resolution No. 4

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the approval of the report of the Management Board on the Company's activities and the Company's financial statements for the financial year 2010

§ 1

Pursuant to Article 395 § 2 point 1 of the Code of Commercial Companies and Article 45 and Article 53 item 1 of the Accountancy Act in conjunction with § 7 item 7 point 1 of the Company's Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Supervisory Board, shall resolve to approve the following reports submitted by the Company's Management Board:

1. report of the Company's Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the financial year ended 31 December 2010;
2. stand-alone financial statements of the Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2010, including the following items verified by a certified auditor:
 - stand-alone statement of financial position as of 31 December 2010 presenting the amount of PLN 39,894,058,304.55 (in words: thirty nine billion eight hundred and ninety four million fifty eight thousand three hundred and four Polish zlotys, 55/100) both on the side of the total assets and the total equity and liabilities;
 - stand-alone income statement (included in the report on total income) for the period from 1 January 2010 to 31 December 2010 presenting a net profit of PLN 2,357,127,065.35 (in words: two billion three hundred and fifty seven million one hundred and twenty seven thousand sixty five Polish zlotys, 35/100);
 - additional information including the introduction to the stand-alone financial statements and additional notes and explanations;
 - stand-alone statement of changes in equity presenting an increase in the equity as at 31 December 2010 of PLN 2,406,150,250.58 (in words: two billion four hundred and six million one hundred and fifty thousand two hundred and fifty Polish zlotys, 58/100);
 - stand-alone cash flow statement presenting a decrease in the net cash of PLN 554,922,025.77 (in words: five hundred and fifty four million nine hundred and twenty two thousand twenty five Polish zlotys, 77/100).

§ 2

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

- Vote for Number of shares
- Vote against Number of shares
- Vote abstained Number of shares

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

Other instructions of the Shareholder:
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5. Approval of the report of the Management Board on ORLEN the Capital Group's activities and the ORLEN Capital Group's consolidated financial statements for the financial year 2010

Instruction for the Proxy related to the voting over the resolution No. 5

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

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 statements for the financial year 2010

§ 1

Pursuant to Article 395 § 5 of the Code of Commercial Companies and Article 55 and Article 63c item 4 of the Accountancy Act in conjunction with § 7 item 7 point 1 of the Company's Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Supervisory Board, shall resolve to approve the following reports submitted by the Company's Management Board:

- 1. The report of the Management Board on the activities of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the financial year ended 31 December 2010;*
- 2. Consolidated financial statements of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the year ended 31 December 2010, including the following items verified by a certified auditor:*
 - consolidated statement of financial position as of 31 December 2010 presenting the amount of PLN 51,149,790,994.12 (in words: fifty one billion one hundred and forty nine million seven hundred and ninety thousand nine hundred and ninety four Polish zlotys, 12/100) both on the side of the total assets and the total equity and liabilities;*
 - consolidated income statement (included in the report on total income) for the period from 1 January 2010 to 31 December 2010 presenting a net profit of PLN 2,455,466,693.75 (in words: two billion four hundred and fifty five million four hundred and sixty six thousand six hundred and ninety three Polish zlotys, 75/100);*
 - additional information including the introduction to the consolidated financial statements and additional notes and explanations;*
 - consolidated statement of changes in equity presenting an increase in the equity as at 31 December 2010 of PLN 2,532,741,127.53 (in words: two billion five hundred and thirty two million seven hundred and forty one thousand one hundred and twenty seven Polish zlotys, 53/100);*
 - consolidated cash flow statement presenting a decrease in the net cash of PLN 107,600,163.72 (in words: one hundred and seven million six hundred thousand one hundred and sixty three Polish zlotys, 72/100).*

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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6. The allocation of profit for the financial year 2010

Instruction for the Proxy related to the voting over the resolution No. 6

*RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011*

regarding the allocation of profit for the financial year 2010

§ 1

Pursuant to Article 395 § 2 point 2 of the Code of Commercial Companies and § 7 item 7 point 3 of the Company's Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined the motion of the Management Board, shall resolve to allocate the total profit for 2010 in the amount of PLN 2,357,127,065.35 (in words: two billion three hundred and fifty seven million one hundred and twenty seven thousand sixty five Polish zlotys, 35/100) to the Company's supplementary capital.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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7. Acknowledgement of the fulfilment of duties by Mr. Dariusz Jacek Krawiec in 2010

Instruction for the Proxy related to the voting over the resolution No. 7

RESOLUTION NO.

**OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Dariusz Jacek Krawiec in the financial year 2010, in connection with the function of the President of the Management Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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8. Acknowledgement of the fulfilment of duties by Mr. Sławomir Robert Jędrzejczyk in 2010

Instruction for the Proxy related to the voting over the resolution No. 8

RESOLUTION NO.

**OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Sławomir Robert Jędrzejczyk in the financial year 2010, in connection with the function of the Vice-President of the Management Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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9. Acknowledgement of the fulfilment of duties by Mr. Wojciech Robert Kotlarek in 2010

Instruction for the Proxy related to the voting over the resolution No. 9

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Wojciech Robert Kotlarek in the financial year 2010, in connection with the function of a Member of the Management Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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10. Acknowledgement of the fulfilment of duties by Mr. Krystian Pater in 2010

Instruction for the Proxy related to the voting over the resolution No. 10

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Krystian Pater in the financial year 2010, in connection with the function of a Member of the Management Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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11. Acknowledgement of the fulfilment of duties by Mr. Marek Serafin in 2010

Instruction for the Proxy related to the voting over the resolution No. 11

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Marek Serafin in the financial year 2010, in connection with the function of a Member of the Management Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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12. Acknowledgement of the fulfilment of duties by Mr. Maciej Damian Mataczyński in 2010

Instruction for the Proxy related to the voting over the resolution No. 12

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Maciej Damian Mataczyński in the financial year 2010, in connection with the function of the Chairman of the Supervisory Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:

13. Acknowledgement of the fulfilment of duties by Mr. Marek Karabula in 2010

Instruction for the Proxy related to the voting over the resolution No. 13.

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties

by Mr. Marek Karabula in the financial year 2010, in connection with the function of a Member of the Supervisory Board held by him during the period from 1 January 2010 to 31 December 2010, and the function of the Vice-Chairman of the Supervisory Board held by him from 1 January 2010 to 25 June 2010, and from 20 July 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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14. Acknowledgement of the fulfilment of duties by Mr. Grzegorz Borowiec in 2010

Instruction for the Proxy related to the voting over the resolution No. 14.

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Grzegorz Borowiec in the financial year 2010, in connection with the function of a Member of the Supervisory Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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15. Acknowledgement of the fulfilment of duties by Mr. Krzysztof Kolach in 2010

Instruction for the Proxy related to the voting over the resolution No. 15.

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Krzysztof Kolach in the financial year 2010, in connection with the function of a Member of the Supervisory Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:

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16. Acknowledgement of the fulfilment of duties by Mr. Piotr Jan Wielowieyski in 2010

Instruction for the Proxy related to the voting over the resolution No. 16.

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Piotr Jan Wielowieyski in the financial year 2010, in connection with the function of a Member of the Supervisory Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO
Other instructions of the Shareholder:
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17. Acknowledgement of the fulfilment of duties by Ms. Angelina Anna Sarota in 2010

Instruction for the Proxy related to the voting over the resolution No. 17.

***RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011
regarding the acknowledgement of the fulfilment of duties in 2010***

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Ms. Angelina Anna Sarota in the financial year 2010, in connection with the function of a Member of the Supervisory Board held by her during the period from 1 January 2010 to 31 December 2010, and the function of the Secretary of the Supervisory Board held by her from 1 January 2010 to 25 June 2010, and from 20 July 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO
Other instructions of the Shareholder:
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18. Acknowledgement of the fulfilment of duties by Mr. Jarosław Stanisław Ročlawski in 2010

Instruction for the Proxy related to the voting over the resolution No. 18.

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Jarosław Stanisław Rocławski in the financial year 2010, in connection with the function of a Member of the Supervisory Board held by him during the period from 1 January 2010 to 25 June 2010.

§ 2

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

Vote for	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Vote abstained	<input type="checkbox"/>	Number of shares

In the event of voting AGAINST, I raise an objection YES NO
Other instructions of the Shareholder:
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19. Acknowledgement of the fulfilment of duties by Mr. Janusz Zieliński in 2010

Instruction for the Proxy related to the voting over the resolution No. 19.

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Janusz Zieliński in the financial year 2010, in connection with the function of a Member of the Supervisory Board held by him during the period from 1 January 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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20. Acknowledgement of the fulfilment of duties by Mr. Artur Gabor in 2010

Instruction for the Proxy related to the voting over the resolution No. 20.

***RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011***

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Artur Gabor in the financial year 2010, in connection with the function of a Member of the Supervisory Board held by him during the period from 25 June 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
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.....

21. Acknowledgement of the fulfilment of duties by Mr. Leszek Jerzy Pawłowicz in 2010

Instruction for the Proxy related to the voting over the resolution No. 21.

***RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011***

regarding the acknowledgement of the fulfilment of duties in 2010

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Leszek Jerzy Pawłowicz in the financial year 2010, in connection with the function of a Member of the Supervisory Board held by him during the period from 25 June 2010 to 31 December 2010.

§ 2

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

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:

.....
.....

22. Amendments to the Company's Articles of Association § 7 item 2a

Instruction for the Proxy related to the voting over the resolution No. 22.

RESOLUTION NO.

**OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Code of Commercial Companies, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to introduce the following amendment to the Company's Articles of Association: § 7 item 2 shall be supplemented with item 2a with the following wording:

"2a

1. *As from 1 January 2012, provided that it is thus specified in the announcement on convening the Shareholders Meeting, a shareholder may participate in the Shareholders Meeting by using electronic means of communication, which include:*
 - a) *broadcast of the Shareholders Meeting,*
 - b) *real-time bilateral communication enabling shareholders to take the floor during a Shareholders Meeting from a location other than the venue of the Shareholders Meeting,*
 - c) *exercising the voting right in person or through a duly authorised representative.*
2. *Detailed rules of participation in a Shareholders Meeting in the way referred to in point 1, including requirements and restrictions, in particular those necessary for identification of shareholders and security of electronic communication, are specified by the Management*

Board and the Rules of Procedure for the General Shareholders Meeting of PKN ORLEN S.A.”

§ 2

This Resolution shall come into force on the day of its adoption, with effect from the day of registration.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
.....
.....

23. Amendments to the Company’s Articles of Association § 1 item 4, § 7 item 11 points 1 and 6

Instruction for the Proxy related to the voting over the resolution No. 23.

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the amendments to the Company’s Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies, the Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to introduce the following amendments to the Company’s Articles of Association:

1. *in § 1 item 4 the following shall be deleted:*

“ ‘Act on Trading in Financial Instruments’ - acts mentioned in § 7 item 11 point 3 and 5 of the Articles of Association. ”

2. *§ 7 item 11 point 1 as below:*

“The voting right of the Company’s shareholders is restricted in such a way that on the Shareholders Meeting none of them can exercise more than 10 percent of the total votes existing in the Company as of the day when the Shareholders Meeting takes place, with the reservation that for the purpose of establishing principles for persons buying significant stakes of shares stated in Law on Public Trading of Securities such restrictions concerning voting rights do not exist. The above mentioned voting right restriction does not concern Nafta Polska S.A., the State Treasury and depositary bank, which on the basis of an agreement between the bank and the Company issued depositary receipts in connection with the Company’s shares (in case this entity exercises its voting right from the Company’s shares). For the purposes of this item the voting right exercised by the subsidiary is understood as exercise of voting right by the parent entity as stated in the Law on Public Trading of Securities, and for the counting of votes to which a shareholder is entitled the number of votes per share is added to the number of votes per share a shareholder would have if depositary receipts owned by him/her were exchanged for shares.”

shall be amended to read as follows:

“The voting right of the Company’s shareholders is restricted in such a way that on the Shareholders Meeting none of them can exercise more than 10 percent of the total votes existing in the Company as of the day when the Shareholders Meeting takes place, with the reservation that for the purpose of establishing principles for persons buying significant stakes of shares stated in the acts referred to in points 3 and 5 below such restrictions concerning voting rights do not exist. The above mentioned voting right restriction does not concern the State Treasury and depositary bank, which on the basis of an agreement between the bank and the Company issued depositary receipts in connection with the Company’s shares (in case this entity exercises its voting right from the Company’s shares). For the purposes of this item the voting right exercised by the subsidiary is understood as exercise of voting right by the parent entity as stated in the acts referred to in points 3 and 5 below, and for the counting of votes to which a shareholder is entitled the number of votes per share is added to the number of votes per share a shareholder would have if depositary receipts owned by him/her were exchanged for shares.”

3. § 7 item 11 point 6 as below:

“In relation to provision of point 1 of herein item, in accordance to which execution of voting rights by the subsidiary shall be considered as execution by the parent entity, to avoid interpretation doubts, it is stated that the reduction of the voting right, mentioned in point 1, does not concern subsidiaries of the State Treasury and Nafta Polska S.A.” shall be amended to read as follows:

“In relation to provision of point 1 of this item, in accordance to which execution of voting rights by the subsidiary shall be considered as execution by the parent entity, to avoid interpretation doubts, it is stated that the restriction of the voting right, mentioned in point 1, does not concern subsidiaries of the State Treasury.”

§ 2

This Resolution shall come into force on the day of its adoption, with effect from the day of registration.

- | | | |
|----------------|--------------------------|------------------------|
| Vote for | <input type="checkbox"/> | Number of shares |
| Vote against | <input type="checkbox"/> | Number of shares |
| Vote abstained | <input type="checkbox"/> | Number of shares |

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

Other instructions of the Shareholder:
.....
.....

24. Establishment of the unified text of the Company’s Articles of Association

Instruction for the Proxy related to the voting over the resolution No. 24.

**RESOLUTION NO. ...
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the establishment of the unified text of the Company’s Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Code of Commercial Companies, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. establishes the unified text of the amended Articles of Association of Polski Koncern Naftowy ORLEN S.A. including amendments accepted by this Ordinary Shareholders Meeting.

§ 2

This Resolution shall come into force on the day of its adoption, with effect from the day of registration.

The attachment to the draft resolution of the Ordinary Shareholders Meeting of PKN ORLEN S.A. shall constitute the attachment to this resolution.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
.....
.....

25. Amendments to the Rules of Procedure for the General Shareholders Meeting and establishment of the unified text of the Rules of Procedure for the General Shareholders Meeting

Instruction for the Proxy related to the voting over the resolution No. 25.

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA
dated 29 June 2011**

regarding the amendments to the Rules of Procedure for the General Shareholders Meeting and the establishment of the unified text of the Rules for Procedure for the General Shareholders Meeting

§ 1

The Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. resolves to introduce the following amendments to the Rules of Procedure for the General Shareholders Meeting of PKN ORLEN S.A.:

1) *Par. 1.3 as below:*

“All activities required to support the proceedings of the General Shareholders Meeting shall be managed by the Management Board, which may however entrust them to a specialist entity. In particular, such specialist entity may be entrusted with handling the voting procedure, including computerised ballot counting.”

shall be amended to read as follows:

“All activities required to support the proceedings of the General Shareholders Meeting shall be managed by the Management Board, which may however entrust them to a specialist entity. In particular, such specialist entity may be entrusted with handling the

voting procedure, including computerised ballot counting, broadcast of the Shareholders Meeting, bilateral communication enabling shareholders to take floor during the General Shareholders Meeting from a location other than the venue of the General Shareholders Meeting and exercise the voting right through means of electronic of communication.”

2) *Par. 1.6 shall be supplemented with Par. 1.7, Par. 1.8 and Par.1.9 with the following wording:*

“7. As from 1 January 2012, provided that the notice of convening the General Shareholders Meeting contains information on such possibility, a shareholder may participate in the General Shareholders Meeting by using means of electronic communication, which include:

a) broadcast of the Shareholders Meeting,

b) real-time bilateral communication enabling shareholders to take the floor during a Shareholders Meeting from a location other than the venue of the Shareholders Meeting,

c) exercising the voting right in person or through a duly authorised representative.

8. Detailed rules of participation in the General Shareholders Meeting in the manner referred to in Par. 1.7, including requirements and restrictions, in particular those necessary for identification of shareholders and security of electronic communication, are specified by the Management Board and the Rules of Procedure for the General Shareholders Meeting of PKN ORLEN S.A.

9. Debates of the General Shareholders Meeting shall be conducted in Polish. During the meeting translation into English shall be available.”

3) *Par. 2a. 8 as below:*

“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, however any such steps should be reasonably fit to their purpose.”

shall be amended to read as follows:

“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 their rights exercised using means of electronic communication, in particular by verifying the sent forms and powers of proxy or by contacting the shareholder or his/her/its proxy via telephone or email, however any such steps should be reasonably fit to their purpose.”

4) *Par. 2 shall be supplemented with Par. 2b and Par. 2c with the following wording:*

“Par. 2b

[Broadcast of the General Shareholders Meeting]

- 1. The General Shareholders Meeting shall be broadcast in real time on the Internet.*
- 2. The General Shareholders Meeting shall be broadcast via PKN ORLEN S.A. website (www.orlen.pl) or other website specified by the Management Board of PKN ORLEN S.A.*
- 3. The Company shall not bear any liability: for acts or omissions of the entity referred to in Par. 1.3, in the event it is impossible to connect to the website referred to in Par. 2b.2 or a relevant link referring to the broadcast of the General Shareholders Meeting, lack of possibility to log on to the website, loss of connection with the meeting room where the General Shareholders Meeting is held during the broadcast.*

Par. 2c

[Bilateral communication during the General Shareholders Meeting and exercising the voting right by using means of electronic communication]

- 1. Any information regarding participation in the General Shareholders Meeting by using means of electronic communication referred to in Par. 1.7b and c shall be presented by the Management Board in the notice of convening the General Shareholders Meeting or on the Company's website.*
- 2. A shareholder participating in the General Shareholders Meeting in the manner referred to in Par. 2c.1 is obliged to fulfil the requirements specified by the Company's Management Board concerning participation in the General Shareholders Meeting, in particular requirements regarding the used connection, computer system and software.*
- 3. A shareholder intending to participate in the General Shareholders Meeting using means of electronic communication referred to in Par. 1. 7b and c is obliged to submit a request for admittance to participation in the General Shareholders Meeting in this manner within the time limit and in the form specified by the Management Board, attaching to it information and documents indicated by the Company's Management Board.*
- 4. The shareholder referred to in Par 2c.3 is obliged to provide the Company with information and documents specified by the Management Board, in particular data allowing to submit to the shareholder password and login necessary to register in the system enabling the shareholder to communicate with the meeting room where the General Shareholders Meeting is held and exercise the voting right by using means of electronic communication. The Company shall not be liable for failure to provide the shareholder with login and password within the time enabling the shareholder to participate in the General Shareholders Meeting, if such failure results from reasons not attributable to the Company.*
- 5. The Company warns that the shareholder participating in the General Shareholders Meeting in the manner referred to in Par. 1.7 b and c shall bear exclusive risk connected with the use of such form of participation in the General Shareholders Meeting. The Company shall not bear any liability for lack of possibility to connect to the website through which voting right is exercised with the use of means of electronic communication or a relevant link referring to this website, lack of possibility to log on to the website, loss of connection during the meeting with the meeting room where the General Shareholders Meeting is held, lack of possibility to vote and any damages resulting from such situation.*
- 6. The Company shall not bear any liability in the event the voting right is exercised by an unauthorised person, if due to reasons not attributable to PKN ORLEN S.A. any third party obtained the password or login referred to hereinabove.*
- 7. The Company emphasizes the possibility of delays in webcasts. The Company shall not be held liable for such situations.*

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8. *A shareholder or his/her/its proxy participating in the General Shareholders Meeting by using means of electronic communication referred to in Par. 1.7b and c is obliged to comply with instructions generated by the computer system and instructions on servicing the said system. The Company shall not bear any liability for failure to exercise the voting right and any damages resulting therefrom, if the shareholder or his/her/its proxy failed to comply with such instructions.*”
- 5) *Par. 4.4 shall be supplemented with Par. 4.5, Par. 4.6 and Par. 4.7 with the following wording:*
- “5. *The person opening the General Shareholders Meeting may appoint a Secretary or Secretaries to the General Shareholders Meeting from among its participants present in the meeting room upon the consent of such person/persons. The Secretary of the General Shareholders Meeting shall refrain from making any substantive decisions during the Meeting.*
6. *The duties of the Secretary/Secretaries of the General Shareholders Meeting consist exclusively in providing assistance in conducting the General Shareholders Meeting to the person opening the General Shareholders Meeting, and subsequently the Chair of the General Shareholders Meeting elected in accordance with Par. 5 hereof.*
7. *If there are shareholders participating in the General Shareholders Meeting by using means of electronic communication referred to in Par. 1.7b and c, the Secretary/Secretaries of the General Shareholders Meeting, with support of representatives of the entity referred to in Par. 1.3, shall handle the used computer system, verify the number of shareholders participating in the General Shareholders Meeting, submit to the person opening the General Shareholders Meeting and the Chair questions and statements of shareholders participating in the Meeting by using means of electronic communication. If a shareholder's statement contains any elements that may be considered offence, infringement of personal interests or offensive expressions, the Secretary/Secretaries shall submit such statement to the person opening the General Shareholders Meeting or the Chair, who shall take decision on further course of action in the abovementioned scope.*”
- 6) *in Par. 5.4 the 1st sentence shall be supplemented with the 2nd sentence with the following wording:*
- “*In fulfilment of the duties referred to in the previous sentence the Chair shall be supported by the Secretary/Secretaries of the General Shareholders Meeting who shall perform the tasks referred to in Par. 4. 5 - 7.*”
- 7) *Par. 6. 2c with the following wording:*
- “*give the floor to participants of the Meeting*”,
- shall be amended to read as follows:*
- “*give the floor to participants of the Meeting, and deprive of the right to take floor, if the statement contains elements that may be considered offensive, infringement of personal interests or offensive expressions,*”
- 8) *Par. 6. 2f as below:*
- “*issue instructions relating to the order and organisation of the Meeting,*”
- shall be amended to read as follows:*
- “*issue relevant instructions regarding the order and the course of the Meeting,*”
- 9) *Par. 6. 3 as below:*

“When the needs arises, the Chair may appoint from among the participants of the General Shareholders Meeting a person to act as Secretary to the Meeting and assist the Chair in performing his/her duties”.

Thus Par. 6. 4 and Par. 6.5 shall be henceforth numbered Par. 6.3 and Par. 6.4, respectively.

10) *Par. 7.1 as below:*

“Immediately upon appointment, the Chair of the General Shareholders Meeting shall sign the attendance list, specifying the names of shareholders participating in the General Shareholders Meeting, the number of shares held by the respective participants and the number of votes attached to the shares.”

shall be amended to read as follows:

“Immediately upon appointment, the Chair of the General Shareholders Meeting shall sign the attendance list, specifying the names of shareholders participating in the General Shareholders Meeting, the number of shares held by the respective participants and the number of votes attached to the shares, and the names of shareholders or their proxies participating in the Shareholders Meeting by using means of electronic communication”.

11) *Par. 7.2 shall be supplemented with Par. 7.2a with the following wording:*

“If there are shareholders or their proxies participating in the General Shareholders Meeting in the manner referred to in Par. 1.7b and c, the provisions of Par. 7.2 shall be applied accordingly when drawing up the attendance list for these shareholders.”

12) *in Par. 10.5 the 2nd sentence shall be supplemented with the 3rd sentence with the following wording:*

“If there are shareholders participating in the General Shareholders Meeting by using means of electronic communication, the provisions of the preceding sentence shall be applied accordingly.”

13) *Par. 11.3 shall be supplemented with Par. 11. 4 with the following wording:*

“Proposals of persons participating in the General Shareholders Meeting by using means of electronic communication compliant with the criteria specified in Par. 11.3 above, shall be submitted to the Chair of the General Shareholders Meeting by the Secretary or a representative of the entity referred to in Par. 1. 3.”

14) *Par. 12.2a as below:*

“to limit or adjourn discussions”

shall be amended to read as follows:

“to limit or adjourn discussions, including statements of shareholders participating in the Meeting by using means of electronic communication,”

15) *Par. 14a.15 shall be supplemented with Par. 14a.16 with the following wording:*

“If the General Shareholders Meeting where the Supervisory Board is elected by block voting is participated by shareholders via means of electronic communication, the provisions of Par. 14a. 1-15 shall apply accordingly.”

16) *in Par. 16.1 the 3rd sentence as below:*

“The attendance list, signed by the participants of the General Shareholders Meeting, should be attached to the minutes.”

shall be amended to read as follows:

“The minutes should be attached with the attendance list, signed by the participants of the General Shareholders Meeting and information indicating the shareholders who participated in the General Shareholders Meeting by using means of electronic communication.”

§ 2

The Ordinary General Meeting of Shareholders establishes the unified text of the Rules of Procedure for the General Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. implementing amendments adopted by this Ordinary Shareholders Meeting. The unified text of the Rules is attached to this Resolution.

§ 3

The Resolution shall come into force on the day of its adoption and shall be effective from the following General Meeting of Shareholders.

The attachment to the draft resolution of the Ordinary Shareholders Meeting of PKN ORLEN S.A. shall constitute the attachment to this resolution.

- Vote for Number of shares
- Vote against Number of shares
- Vote abstained Number of shares

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

Other instructions of the Shareholder:
.....
.....