

**Ordinary Shareholders Meeting  
of Polski Koncern Naftowy ORLEN S.A.**

Dear Sir or Madam,

Hereby we would like to inform you that the agenda of the Ordinary Shareholders Meeting includes an item that refers to amendments to the Company's Articles of Association. The proposed amendments concern the following areas:

I. Participation in the Shareholders Meeting by using means of electronic communication

Pursuant to the Best Practices of Companies Listed on the Warsaw Stock Exchange, the company should enable its shareholders, as from 1 January 2012 at the latest, to participate in the Shareholders Meeting by using means of electronic communication, which include:

- a) real-time 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 proxy during the Shareholders Meeting.

Pursuant to Article 406 (5) § 1 of the Code of Commercial Companies, the Company's Articles of Association need to be adequately amended in order to allow for participation in the Shareholders Meeting in the manner specified hereinabove.

Taking the foregoing into account, the Management Board proposes to introduce the relevant amendments to the Company's Articles of Association, which will enable shareholders to participate in the Shareholders Meeting by using means of electronic communication. The provisions proposed by the Management Board are based on two assumptions:

- firstly, that participation in the Shareholders Meeting via the Internet will be possible not earlier than on 1 January 2012,
- secondly, such form of participation in the Meeting will be accepted, provided that the Management Board takes a relevant decision in this scope and informs the shareholders

about the said decision in the notice of convening the Shareholders Meeting. The decision of the Management Board in this scope shall be taken before each Shareholders Meeting of the Company.

## II. Amendment to § 7 item 11 of the Articles of Association.

On 22 July 2009 Nafta Polska S.A. transferred the possessed shares in Polski Koncern Naftowy ORLEN S.A. to the State Treasury. Whereas on 1 April 2011 Nafta Polska S.A. held the Ordinary Shareholders Meeting to place the company into liquidation, where the company's liquidation report and the liquidator's report on their activities in 2011 were approved. An application for removal of the company from the register of entrepreneurs was submitted to the court of registration.

Taking the foregoing into account, the Company's Management Board proposes to introduce relevant amendments to § 7 item 11 point 1 and 6 of the Company's Articles of Association, by removing information concerning Nafta Polska S.A. Due to completion of the process of liquidation of the said company and transfer of PKN ORLEN S.A. shares to the State Treasury, there is no need to maintain any reference to the said company in the Company's Articles of Association.

Moreover, by introducing amendments to § 7 item 11 point 1 of the Articles of Association, the Management Board proposes to replace the name of the no longer binding act – the Act on Trading in Financial Instruments, by references to the acts already mentioned in the Articles of Association in § 7 item 11 point 3 and 5. Reference to these acts allows to remove the definition of the Act on Trading in Financial Instruments included in § 1 of the Articles of Association as irrelevant.

As the proposed amendments to the Company's Articles of Association are not numerous, we apply to the Ordinary Shareholder Meeting for adoption of the unified text of the Company's Articles of Association.