

FORM

**for exercising voting rights by proxy
at
the Ordinary General Meeting of PKN ORLEN S.A. on 27 June 2013**

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 document. 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 draft resolutions of the General 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 in favour 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 in favour or against and an objection is raised by marking an appropriate *. In addition, if the Proxy casts 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 instruction.

Shareholder's data:

Full name
Full address (residence/registered office)
PESEL/REGON
Identity Document/KRS No.

I, the undersigned,, entitled to participate in the Ordinary General Meeting of PKN ORLEN S.A. held on (hereinafter the General Meeting or the General Meeting of Shareholders), according to the Certificate No. concerning the right to participate in the General Meeting of Shareholders, issued by on

represented by:

Proxy's data:

Full name
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 on convocation of the General Meeting.

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

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date and Shareholder's signature

1. Election of the Chairman of the General Meeting

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2013

regarding the election of the Chairman of the Ordinary General Meeting

§ 1

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

§ 2

The resolution shall come into force upon its adoption.

Vote in favour Number of shares

Vote against Number of shares

Abstention liczba akcji

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

Other instructions of the Shareholder:

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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 in favour, against or as an abstention. If no specification is provided, the Proxy casts votes from all shares in a manner agreed with the Shareholder.

2. Adoption of the agenda.

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013
regarding the adoption of the agenda of the Ordinary General Meeting

§ 1

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

1. Opening of the General Meeting of Shareholders.
2. Election of the Chairman of the General Meeting of Shareholders.
3. Confirmation of the proper convocation of the General Meeting of Shareholders 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 activities of the Company, the financial statements of the Company, the motion of the Management Board regarding the distribution of profit for the financial year 2012, report of the Supervisory Board on evaluating the Management Board report on activities of the Company and the financial statements of the Company in terms of their compliance with books, records, and facts, and the motion of the Management Board regarding the distribution of profit for the financial year 2012.
7. Examination of the report of the Management Board on activities of the ORLEN Capital Group and the consolidated financial statements of the ORLEN Capital Group for the financial year 2012, and examination of the opinion of the Supervisory Board regarding the report of the Management Board on activities of the ORLEN Capital Group and the consolidated financial statements of the ORLEN Capital Group for the financial year 2012.
8. Examination of the report of the Supervisory Board for 2012 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 activities of the Company for the financial year 2012.
10. Adoption of the resolution regarding the approval of the financial statements of the Company for the financial year 2012.
11. Adoption of the resolution regarding the approval of the report of the Management Board on activities of the ORLEN Capital Group for the financial year 2012.
12. Adoption of the resolution regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2012.
13. Adoption of the resolution regarding the distribution of profit for the financial year 2012 and determination of the dividend day and the dividend payment date.
14. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Management Board of the Company in 2012.

15. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Supervisory Board of the Company in 2012.
16. Examination of the motion and adoption of the resolutions regarding amendments to the Articles of Association of the Company and the establishment of the unified text of the amended Articles of Association.
17. Adoption of the resolution regarding the establishment of the number of the Supervisory Board members.
18. Adoption of the resolutions regarding the appointment of the Supervisory Board members for the new term of office.
19. Conclusion of the General Meeting of Shareholders.

§ 2

The resolution shall come into force upon its adoption.

Vote in favour Number of shares

Vote against Number of shares

Abstention 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 GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

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 General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to appoint the following persons as members of the Tellers Committee:

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§ 2

The resolution shall come into force upon its adoption.

Vote in favour Number of shares

Vote against Number of shares

Abstention 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 activities of the Company for the financial year 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding: the approval of the report of the Management Board on activities of the Company for the financial year 2012

§ 1

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code and § 7 item 7 point 1 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Supervisory Board, resolves to approve the report of the Management Board on activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended on 31 December 2012.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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 financial statements for the financial year 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding: the approval of the financial statements for the financial year 2012

§ 1

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code and Article 45 and Article 53 item 1 of the Accountancy Act in conjunction with § 7 item 7 point 1 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Supervisory Board, resolves to approve the stand-alone financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna submitted by the Management Board of the Company for the year ended on 31 December 2012, including the following items verified by the certified auditor:

- stand-alone statement of financial position as at 31 December 2012 presenting the total balance of assets, equity and liabilities in the amount of PLN 41,406,969,186.97 (in words: forty one billion four hundred and six million nine hundred and sixty nine thousand one hundred and eighty six Polish zlotys, 97/100);
- stand-alone income statement (included in the report on total income) for the period from 1 January 2012 to 31 December 2012 presenting a net profit of PLN 2,127,797,966.06 (in words: two billion one hundred and twenty seven million seven hundred and ninety seven thousand nine hundred and sixty six Polish zlotys, 06/100);
- 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 2012 of PLN 2,073,282,162.65 (in words: two billion seventy three million two hundred and eighty two thousand one hundred and sixty two Polish zlotys, 65/100);
- stand-alone cash flow statement presenting a decrease in the net cash and cash equivalents of PLN 3,321,847,252.34 (in words: three billion three hundred and twenty one million eight hundred and forty seven thousand two hundred and fifty two Polish zlotys, 34/100).

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Approval of the report of the Management Board on activities of the ORLEN Capital Group for the financial year 2012

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

RESOLUTION NO.

OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding: the approval of the report of the Management Board on activities of the ORLEN Capital Group for the financial year 2012

§ 1

Pursuant to Article 395 § 5 of the Commercial Companies Code, § 7 item 7 point 1 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Supervisory Board, resolves to approve the report of the Management Board on activities of the ORLEN Capital Group for the year ended on 31 December 2012.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2012

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

RESOLUTION NO.

OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding: the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2012

§ 1

Pursuant to Article 395 § 5 of the Commercial Companies Code and Article 55 and Article 63c item 4 of the Accountancy Act in conjunction with § 7 item 7 point 1 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Supervisory Board, resolves to approve the consolidated financial statements of the ORLEN Capital Group

submitted by the Management Board of the Company for the year ended on 31 December 2012, including the following items verified by the certified auditor:

- consolidated statement of financial position as of 31 December 2012 presenting the total balance of assets, equity and liabilities in the amount of PLN 52,630,779,893.17 (in words: fifty eight billion seven hundred and thirty one million four hundred and seventy eight thousand four hundred and fifty four Polish zlotys, 14/100) fifty two billion six hundred and thirty million seven hundred and seventy nine thousand eight hundred and ninety three Polish zlotys, 17/100);
- consolidated income statement (included in the consolidated report on total income) for the period from 1 January 2012 to 31 December 2012 presenting a net profit of PLN 2,169,989,676.87 (in words: two billion one hundred and sixty nine million nine hundred and eighty nine thousand six hundred and seventy six Polish zlotys, 87/100);
- 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 2012 of PLN 1,508,152,344.87 (in words: one billion five hundred and eight million one hundred and fifty two thousand three hundred and forty four Polish zlotys, 87/100);
- consolidated cash flow statement presenting a decrease in the net cash and cash equivalents of PLN 3,197,142,586.55 (in words: three billion one hundred and ninety seven million one hundred and forty two thousand five hundred and eighty six Polish zlotys, 55/100).

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Distribution of profit for the financial year 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the distribution of profit for the financial year 2012 and determination of the dividend day and the dividend payment date

§ 1

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and § 7 item 7 point 3 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined the motion of the Management Board, resolves to distribute the profit for 2012 in the amount of PLN 2,127,797,966.06 (in words: two billion one hundred and twenty seven million seven hundred and ninety seven thousand nine hundred and sixty six Polish zlotys, 06/100), in the following manner:

1. to allocate the amount of PLN 641,563,591.50 (in words: six hundred and forty one million five hundred and sixty three thousand five hundred and ninety one Polish zlotys, 50/100) for dividend payment (PLN 1.5 per 1 share);
2. to allocate the remaining amount, i.e. 1,486,234,374.56 PLN (in words: one billion four hundred and eighty six million two hundred and thirty four thousand three hundred and seventy four Polish zlotys, 56/100) to the supplementary capital.

§ 2

Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., pursuant to Article 348 § 3 of the Commercial Companies Code determines 26 July 2013 as the dividend day and 13 August 2013 as the dividend payment date.

§ 3

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Dariusz Jacek Krawiec in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Dariusz Jacek Krawiec in the financial year 2012, in connection with the function of the President of the Management Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Sławomir Robert Jędrzejczyk in 2012

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

RESOLUTION NO.

OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA

dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Sławomir Robert Jędrzejczyk in the financial year 2012, in connection with the function of the Vice-President of the Management Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Krystian Pater in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Krystian Pater in the financial year 2012, in connection with the function of the Member of the Management Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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 Ms. Grażyna Piotrowska-Oliwa in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Ms. Grażyna Anna Piotrowska - Oliwa in the financial year 2012, in connection with the function of the Member of the Management Board held by her.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:
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13. Acknowledgement of the fulfilment of duties by Mr. Piotr Chelmiński in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Piotr Chelmiński in the financial year 2012, in connection with the function of the Member of the Management Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Marek Podstawa in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Marek Sylwester Podstawa in the financial year 2012, in connection with the function of the Member of the Management Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Piotr Jan Wielowieyski in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Piotr Jan Wielowieyski in the financial year 2012, in connection with secondment of the Member of

the Supervisory Board to temporarily perform the duties of the Member of the Management Board.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Maciej Damian Mataczyński in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Maciej Damian Mataczyński in the financial year 2012, in connection with the function of the Chairman of the Supervisory Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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 Mr. Marek Karabula in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Marek Karabula in the financial year 2012, in connection with the function of the Vice-Chairman of the Supervisory Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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 Ms. Angelina Anna Sarota in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of

Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Ms. Angelina Anna Sarota in the financial year 2012, in connection with the function of the Secretary of the Supervisory Board held by her.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Grzegorz Borowiec in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Grzegorz Borowiec in the financial year 2012, in connection with the function of a Member of the Supervisory Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Krzysztof Kołach in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Krzysztof Kołach in the financial year 2012, in connection with the function of a Member of the Supervisory Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention 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. Piotr Jan Wielowieyski in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of

Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Piotr Jan Wielowieyski in the financial year 2012, in connection with the function of a Member of the Supervisory Board held by him.

§ 2

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

- Vote in favour Number of shares
- Vote against Number of shares
- Abstention Number of shares

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

Other instructions of the Shareholder:

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22. Acknowledgement of the fulfilment of duties by Mr. Janusz Zieliński in 2012

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

RESOLUTION NO.

OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Janusz Zieliński in the financial year 2012, in connection with the function of a Member of the Supervisory Board held by him.

§ 2

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

- Vote in favour Number of shares
- Vote against Number of shares
- Abstention Number of shares

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

Other instructions of the Shareholder:

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22. Acknowledgement of the fulfilment of duties by Mr. Artur Gabor in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Artur Gabor in the financial year 2012, in connection with the function of a Member of the Supervisory Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:
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23. Acknowledgement of the fulfilment of duties by Mr. Leszek Jerzy Pawłowicz in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of

Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Leszek Jerzy Pawłowicz in the financial year 2012, in connection with the function of a Member of the Supervisory Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:
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24. Acknowledgement of the fulfilment of duties by Mr. Cezary Banasiński in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Cezary Banasiński in the financial year 2012, in connection with the function of a Member of the Supervisory Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:
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25. Acknowledgement of the fulfilment of duties by Mr. Michał Gołębiowski in 2012

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

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Michał Gołębiowski in the financial year 2012, in connection with the function of a Member of the Supervisory Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:

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26. Acknowledgement of the fulfilment of duties by Mr. Paweł Bialek in 2012

Instruction for the Proxy related to the voting over the resolution No. 26

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the acknowledgement of the fulfilment of duties in 2012

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code in conjunction with § 7 item 7 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of

Polski Koncern Naftowy ORLEN S.A. resolves to acknowledge the fulfilment of duties by Mr. Paweł Białek in the financial year 2012, in connection with the function of a Member of the Supervisory Board held by him.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:

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27. Amendments to the Articles of Association of the Company

Instruction for the Proxy related to the voting over the resolution No. 27

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the amendments to the Articles of Association of the Company

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to introduce the following amendment to the Articles of Association of the Company:

§ 8 item 11 point 5 of the Articles of Association of the Company worded as follows:
"selecting an authorised entity to audit the Company's and its Capital Group's financial statements in accordance with act on accounting;"
shall be amended to read as follows:
"selecting an entity authorised to audit financial statements to audit or review the financial statements of the Company and consolidated financial statements of the Capital Group;"

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:

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28. Adoption of the unified text of the Articles of Association of the Company

Instruction for the Proxy related to the voting over the resolution No. 28

RESOLUTION NO. ...
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the unified text of the Articles of Association of the Company

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Ordinary General 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. incorporating the amendment adopted by the Ordinary General Meeting.

§ 2

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

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:

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29. Establishment of the number of the Supervisory Board members

Instruction for the Proxy related to the voting over the resolution No. 29

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the establishment of the number of the Supervisory Board members

§ 1

Pursuant to § 14 item 2 of the Rules of Procedure for the General Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., the Ordinary General Meeting of Shareholders shall resolve the composition of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A. to consist of persons.

§ 2

The resolution shall come into force upon its adoption.

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:
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30. Appointment of the Chairman of the Supervisory Board

Instruction for the Proxy related to the voting over the resolution No. 30

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the appointment of the Chairman of the Supervisory Board

§ 1

Pursuant to § 8 item 4 of the Articles of Association of the Company, the Ordinary General Meeting resolves to appoint..... to the position of the Chairman of the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

§ 2

The resolution shall come into force upon its adoption.

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

In the event of voting AGAINST, I raise an objection YES NO
Other instructions of the Shareholder:

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31. Appointment to the Supervisory Board

Instruction for the Proxy related to the voting over the resolution No. 31

RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated ... 2013

regarding the appointment to the Supervisory Board

§ 1

Pursuant to § 8 item 2 point 2 of the Articles of Association of the Company, the Ordinary General Meeting resolves to appoint..... to the composition of the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

§ 2

The resolution shall come into force upon its adoption.

Vote in favour Number of shares

Vote against Number of shares

Abstention Number of shares

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

Other instructions of the Shareholder:

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Shareholder's signature