

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.

The number of shares for which valid votes were cast, percentage of the said shares in the share capital

The total number of valid votes

There were votes in favour of the resolution, votes against the resolution and abstentions.