

FORM

**for exercising voting rights by proxy
at
the Ordinary General Meeting of PKN ORLEN S.A. on 15 May 2014**

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 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 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 Shareholder's 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 convening the General 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 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 15 May 2014

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 Regulations of the General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A., the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall elect Mr./Mrs./Ms. as the Chairman 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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2. Adoption of the agenda.

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

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.

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

dated 15 May 2014

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 the Company's activities and the Company's financial statement for the financial year 2013 and also the motion of the Management Board regarding the allocation of the net profit for the financial year 2013.
7. Examination of the report of the Management Board on ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statements for the financial year 2013
8. Examination of the report of the Supervisory Board for 2013 containing and taking into account:
 - a) evaluation of the report of the Management Board on Company's activities and the Company's financial statement for the financial year 2013 with regard to their compliance with books and documents and also the factual state, as well as the motion of the Management Board regarding the allocation of the net profit for the financial year 2013.
 - b) evaluation 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 2013
 - c) requirements of 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 2013.
10. Adoption of the resolution regarding the approval of the financial statements of the Company for the financial year 2013.
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 2013.
12. Adoption of the resolution regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2013.
13. Adoption of the resolution regarding the distribution of net profit for the financial year 2013 and the 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 2013.
15. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Supervisory Board of the Company in 2013.
16. Adoption of the resolution regarding the approval for liquidation of the Petrochemia Plock S.A. Privatisation Fund.

17. Adoption of the resolution regarding the establishment of the number of the Supervisory Board members.
18. Adoption of resolutions regarding changes in the composition of the Supervisory Board.
19. Conclusion of the General Meeting of Shareholders.

§ 2

The resolution shall come into force upon its adoption.

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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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 15 May 2014
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	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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4. Approval of the report of the Management Board on activities of the Company for the financial year 2013

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 15 May 2014

regarding the approval of the report of the Management Board on activities of the Company for the financial year 2013.

§ 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 of the Company, 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 2013.

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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5. Approval of the financial statements for the financial year 2013

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

RESOLUTION NO. ...
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI KONCERN
NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 15 May 2014

regarding the approval of the financial statements of the Company for the financial year 2013.

§ 1

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code and Article 45 and Article 53 item 1 of the Accounting Act in conjunction with § 7 item 7 point 1 of the Articles of Association of the Company, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Company's 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 2013, verified by the certified auditor, including the following items:

- stand-alone statement of financial position as of 31 December 2013 presenting the total balance of assets, equity and liabilities in the amount of PLN 42,062,925,707.31 (in words: forty-two billion sixty-two million nine hundred twenty-five thousand seven hundred and seven zlotys, 31/100)
- stand-alone income statement (included in the report on total income) for the period from 1 January 2013 to 31 December 2013 presenting a net profit of PLN 617,684,481.47 (in words: six hundred seventeen million six hundred eighty-four thousand four hundred eighty-one zlotys, 47/100);
- 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 2013 in the amount of PLN 215,137,938.07 (in words: two hundred fifteen million one hundred thirty-seven thousand nine hundred thirty-eight zlotys, 7/100);
- stand-alone cash flow statement presenting an increase in the net cash and cash equivalents of PLN 1,100,143,835.73 (in words: one billion one hundred million one hundred forty-three thousand eight hundred thirty-five zlotys, 73/100).

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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6. Approval of the report of the Management Board on activities of the ORLEN Group for the financial year 2013

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 15 May 2014

regarding: the approval of the report of the Management Board on activities of the ORLEN Capital Group for the financial year 2013.

§ 1

Pursuant to Article 395 § 5 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 of the Company, resolves to approve the report of the Management Board on activities of the ORLEN Capital Group for the year ended on 31 December 2013.

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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7. Approval of the consolidated financial statements of the ORLEN Group for the financial year 2013

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

RESOLUTION NO. ...

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

dated 15 May 2014

regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2013.

§ 1

Pursuant to Article 395 § 5 of the Commercial Companies Code and Article 55 and Article 63c item 4 of the Accounting Act in conjunction with § 7 item 7 point 1 of the Articles of Association of the Company, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Company's 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 2013, verified by the certified auditor, including the following items:

- consolidated statement of financial position as at 31 December 2013 presenting the total balance of assets, equity and liabilities in the amount of PLN 51,643,860,767.23 (in words: fifty-one billion six hundred forty-three million eight hundred sixty thousand seven hundred sixty-seven zlotys, 23/100);
- consolidated income statement (included in the consolidated report on total income) for the period from 1 January 2013 to 31 December 2013 presenting a net profit of PLN 89,462,874.22 (in words: eighty-nine million four hundred sixty-

- two thousand eight hundred seventy-four zlotys, 22/100);
- additional information including the introduction to the consolidated financial statement and additional notes and explanations;
- consolidated statement of changes in equity presenting a decrease in the equity as at 31 December 2013 in the amount of PLN 756,676,139.45 (in words: seven hundred fifty-six million six hundred seventy-six thousand one hundred thirty-nine zlotys, 45/100);
- consolidated cash flow statement presenting an increase in the net cash and cash equivalents of PLN 682,828,206.85 PLN (in words: six hundred eighty-two million eight hundred twenty-eight thousand two hundred and six zlotys, 85/100).

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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8. Distribution of profit for the financial year 2013 and determination of the dividend day and the dividend payment date

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

RESOLUTION NO. ...
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI KONCERN
NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 15 May 2014

regarding the distribution of net profit for the financial year 2013 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 Shareholders of Polski Koncern Naftowy ORLEN S.A., having considered the motion of the Management Board resolves to allocate the net profit for the financial year 2013 in the amount of PLN 617,684,481.47 (in words: six hundred seventeen million six hundred eighty-four thousand four hundred eighty-one zlotys, 47/100) in the following way:

- 1) an amount of PLN 615,901,047.84 (in words: six hundred fifteen million nine hundred and one thousand and forty-seven zlotys, 84/100) for dividend payment (PLN 1.44 per 1 share);
- 2) the remaining amount, i.e. PLN 1,783,433.63 (in words: one million seven hundred

eighty-three thousand four hundred thirty-three zlotys, 63/100) for the supplementary capital of the Company.

§ 2

Pursuant to Article 348 § 3 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. determines 16 June 2014 as the dividend day and 8 July 2014 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 2013

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 15 May 2014

regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Dariusz Jacek Krawiec in the financial year 2013, in connection with the position 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 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Sławomir Robert Jędrzejczyk in the financial year 2013, in connection with the position 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	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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11. Acknowledgement of the fulfilment of duties by Mr. Krystian Pater in 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by

Mr. Krystian Pater in the financial year 2013, in connection with the position 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 Mr. Piotr Chelmiński in 2013

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 15 May 2014

regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Piotr Chelmiński in the financial year 2013, in connection with the position 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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13. Acknowledgement of the fulfilment of duties by Mr. Marek Sylwester Podstawa in 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Marek Sylwester Podstawa in the financial year 2013, in connection with the position 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	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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14. Acknowledgement of the fulfilment of duties by Mr. Maciej Damian Mataczyński in 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Maciej Damian Mataczyński in the financial year 2013, in connection with the position 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	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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15. Acknowledgement of the fulfilment of duties by Ms. Angelina Anna Sarota in 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Ms. Angelina Anna Sarota in the financial year 2013, in connection with the position of the Secretary of the Supervisory Board and then the position of the Chairperson of the Supervisory Board held by her.

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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16. Acknowledgement of the fulfilment of duties by Mr. Leszek Jerzy Pawłowicz in 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Leszek Jerzy Pawłowicz in the financial year 2013, in connection with the position of the Vice-Chairman of the Supervisory Board and the position of the Member of the Supervisory Board held by him.

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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17. Acknowledgement of the fulfilment of duties by Mr. Grzegorz Borowiec in 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Grzegorz Borowiec in the financial year 2013, in connection with the position of the Member of the Supervisory Board held by him.

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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18. Acknowledgement of the fulfilment of duties by Mr. Artur Gabor in 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Artur Gabor in the financial year 2013, in connection with the position of the Member of the Supervisory Board held by him.

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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. Cezary Banasiński in 2013

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 15 May 2014

regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Cezary Banasiński in the financial year 2013, in connection with the position of the Member of the Supervisory Board held by him.

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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20. Acknowledgement of the fulfilment of duties by Mr. Michał Gołębiowski in 2013

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 15 May 2014

regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Michał Gołębiowski in the financial year 2013, in connection with the position of the Member of the Supervisory Board held by him.

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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21. Acknowledgement of the fulfilment of duties by Mr. Paweł Bialek in 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Paweł Bialek in the financial year 2013, in connection with the position of the Member of the Supervisory Board held by him.

§ 2

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

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<input type="checkbox"/>	Number of shares

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

Other instructions of the Shareholder:

22. Acknowledgement of the fulfilment of duties by Mr. Cezary Możejński in 2013

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 15 May 2014
regarding the acknowledgement of the fulfilment of duties in 2013

§ 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 Shareholders of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr. Cezary Możejński in the financial year 2013, in connection with the position of the 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. Liquidation of the Petrochemia Plock SA Privatisation Fund.

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 15 May 2014

regarding the liquidation of the Petrochemia Plock S.A. Privatisation Fund.

§ 1

Pursuant to Article 395 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. approves the liquidation of the Petrochemia Plock S.A. Privatisation Fund and the shift of funds collected under the, Petrochemia Plock S.A. Privatisation Fund in the amount of 53,476,400 zł (in words: fifty-three million four hundred seventy-six thousand four hundred zlotys) to supplementary capital.

§ 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. Establishment of the number of the Supervisory Board members.

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
of 15 May 2014

regarding the establishment of the number of the Supervisory Board members

§ 1

Pursuant to § 14 item 2 of the Rules of the Procedure for the General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A., the Ordinary General Meeting of Shareholders resolves 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	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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25. Appointment to the Supervisory Board.

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
of 15 May 2014
regarding the appointment to the composition of the Supervisory Board

§ 1

Pursuant to § 8 item 2 point 2 of the Articles of Association of the Company, the Ordinary General Meeting of Shareholders 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.

Form Authorising the Proxy to Exercise the Right to Vote at the Ordinary General Meeting of Shareholders of PKN
ORLEN SA

Vote in favour	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Abstention	<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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Shareholder's signature