

FORM

**for exercising voting rights by a proxy
at
the Ordinary General Meeting of PKN ORLEN S.A.**

A Shareholder is not obliged to use this for 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 fields *. In addition, if the Proxy casts different votes assigned to different shares within the represented block of shares 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 contents 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.

Data of Principal/Shareholder:

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 2015

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./Mrs./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 Number of shares

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

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.

Other instructions of the Principal:
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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 2015

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.
2. Election of the Chairman of the General Meeting.
3. Confirmation of the proper convocation of the General 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 statement for the financial year 2014, as well as the motion of the Management Board regarding the coverage of the net loss for the financial year 2014 and the amount of the dividend payment in 2015.
7. Examination of the report of the Management Board on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statement for the financial year 2014.
8. Examination of the report of the Supervisory Board for the year 2014 containing and taking into account:
 - a) evaluation of the Management Board report on the Company's activities and the Company's financial statement for the financial year 2014 in terms of their compliance with books, records, and facts, and the motion of the Management Board regarding the coverage of the net loss for the financial year 2014 and the amount of the dividend payment in 2015,
 - b) evaluation of the Management Board report on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statement for the financial year 2014,
 - c) 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 for the financial year 2014.
10. Adoption of the resolution regarding the approval of the Company's financial statement for the financial year 2014.
11. Adoption of the resolution regarding the approval of the report of the Management Board on the ORLEN Capital Group's activities for the financial year 2014.
12. Adoption of the resolution regarding the approval of the ORLEN Capital Group's consolidated financial statement for the financial year 2014.
13. Adoption of the resolution regarding the coverage of the net loss for the financial year 2014
14. Adoption of the resolution regarding the amount of the dividend payment in 2015.
15. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Management Board in 2014.
16. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Supervisory Board in 2014.
17. Examination of the motion and adoption of the resolutions regarding amendments to the Company's Articles of Association and establishment of the unified text of the amended Articles of Association.
18. Conclusion of the General Meeting.

§ 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 Principal:
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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 2015

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 Principal:
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4. Approval of the Management Board report on Company's activities for the financial year 2014

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 2015

regarding the approval of the Management Board report on Company's activities for the financial year 2014.

§ 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 Company's Supervisory Board, resolves to approve the Management Board report on activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended on 31 December 2014.

§ 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 Principal:
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5. Approval of the Company's financial statement for the financial year 2014

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 2015**

regarding the approval of the Company's financial statement for the financial year 2014.

§ 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 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 2014, verified by the certified auditor, including the following items:

- stand-alone income statement (included in the statement of profit or loss and other comprehensive income) for the period from 1 January 2014 to 31 December 2014 presenting a net loss of PLN 4,671,826,145.06 (in words: four billion six hundred seventy one million eight hundred twenty six thousand one hundred forty-five zlotys, 6/100);
- stand-alone statement of financial position as of 31 December 2014 presenting the total balance of assets, equity and liabilities in the amount of PLN 37,978,493,772.10 (in words: thirty-seven billion nine hundred seventy-eight million four hundred ninety-three thousand seven hundred seventy- two zlotys, 10/100)
- stand-alone statement of changes in equity presenting a decrease in the equity as at 31 December 2014 in the amount of PLN 6,833,460,049.15 (in words: six billion eight hundred thirty-three million four hundred sixty thousand forty-nine zlotys, 15/100)
- stand-alone cash flow statement presenting an increase in the net cash of PLN 1,408,453,752.52 (in words: one billion four hundred eight million four hundred fifty-three thousand seven hundred fifty-two zlotys, 52/100)
- additional information including the introduction to the stand-alone financial statement and additional notes and explanations.

§ 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 Principal:

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6. Approval of the Management Board report on activities of the ORLEN Capital Group for the financial year 2014

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 2015

regarding: the approval of the Management Board report on activities of the ORLEN Capital Group for the financial year 2014.

§ 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 Company's Supervisory Board, resolves to approve the Management Board report on activities of the ORLEN Capital Group for the year ended on 31 December 2014.

§ 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 Principal:

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7. Approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2014

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 2015

regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2014.

§ 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 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 statement of the ORLEN Capital Group submitted by the Company's Management Board for the year ended on 31 December 2014, verified by the certified auditor, including the following items:

- stand-alone income statement (included in the statement of profit or loss and other comprehensive income) for the period from 1 January 2014 to 31 December 2014 presenting a net loss of PLN 5,827,917,427.10 (in words: five billion eight hundred twenty-seven million nine hundred seventeen thousand four hundred twenty-seven zlotys, 10/100);
- consolidated statement of financial position as at 31 December 2014 presenting the total balance of assets, equity and liabilities in the amount of PLN 46,725,348,837.04 (in words: forty-six billion seven hundred twenty-five million three hundred forty-eight thousand eight hundred thirty-seven zlotys, 4/100);
- consolidated statement of changes in equity presenting a decrease in the equity as at 31 December 2014 in the amount of PLN 7,163,889,128.52 (in words: seven billion one hundred sixty-three million eight hundred eighty-nine thousand one hundred twenty-eight zlotys, 52/100);
- consolidated cash flow statement presenting an increase in the net cash and cash equivalents of PLN 1,249,467,815.99 PLN (in words: one billion two hundred forty-nine million four hundred sixty-seven thousand eight hundred fifteen zlotys, 99/100).
- additional information including the introduction to the consolidated financial statement and additional notes and explanations.

§ 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 Principal:
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8. Coverage of the net loss for the financial year 2014

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 2015

regarding the coverage of the net loss for the financial year 2014

§ 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 examined the motion of the Management Board and opinion of the Supervisory Board resolves to cover the net loss generated by PLN ORLEN S.A. in the financial year 2014 in the amount of 4,671,826,145.06 (in words: four billion six hundred seventy one million eight hundred twenty six thousand one hundred forty-five zlotys, 6/100) with the 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 Principal:
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9.The amount of dividend payment in 2015

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 2015

regarding the amount of dividend payment in 2015

§ 1

Pursuant to Article 395 § 2 point 2 and Article 348 § 1 of the Commercial Companies Code in conjunction with § 5 item 1 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 examined the motion of the Management Board and opinion of the Supervisory Board, agrees to allocate the amount of PLN 705,719,950.65 (in words: seven hundred five million seven hundred nineteen thousand nine hundred fifty zlotys, 65/100) to dividend payment (PLN 1.65 per 1 share). The dividend, referred to in the previous sentence, shall be paid from the Company's supplementary capital from the retained earnings.

§ 2

Pursuant to Article 348 § 3 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. determines:

- 16 June 2015 as the dividend day, and
- 8 July 2015 as the dividend payment date.

§ 3

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 Principal:

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10. Acknowledgement of the fulfilment of duties

RESOLUTION NO.

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

dated 2015

regarding the acknowledgement of the fulfilment of duties in 2014

§ 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. acknowledges the fulfilment of duties by Mr./Ms. in the financial year 2014.

§ 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 Principal:
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11. Amendments to the Company's Articles of Association

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 2015

regarding amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to amend the Company's Articles of Association as follows:

- 1) in § 1 item 4 after definition of "Fuels" to add new definition of "Energy" with the following wording:

"Energy" - shall mean electricity, property rights under the certificates of origin of electricity and energy efficiency certificates."

- 2) § 8 item 12 point 4 letter a with the following wording:

"activities performed within the confines of ordinary Management Board, including in particular all activities subject to turnover of Fuels"

shall be replaced with the following:

"activities performed within the confines of ordinary Management Board, including in particular all activities subject to turnover of Fuels or Energy"

§ 2

The resolution shall come into force on the day of its adoption and shall apply as from the date of the registration.

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 Principal:
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12. Amendments to the Company's Articles of Association

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 2015

regarding amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to amend the Company's Articles of Association as follows:

in § 2 item 2 to add next point with the following wording:

“Security and commodity contracts brokerage (66.12.Z)”

§ 2

The resolution shall come into force on the day of its adoption and shall apply as from the date of the registration.

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 Principal:
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13. Amendments to the Company's Articles of Association

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 2015

regarding amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to amend the Company's Articles of Association as follows:

in § 2 item 2 to add next point with the following wording:

“Activities of head offices and holding companies, excluding financial holding companies (70.10.Z)”

§ 2

The resolution shall come into force on the day of its adoption and shall apply as from the date of the registration.

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|----------------|--------------------------|------------------------|
| 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 Principal:
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14. Amendments to the Company's Articles of Association

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 2015

regarding amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to amend the Company's Articles of Association as follows:

in § 2 item 2 to add next point with the following wording:

“Wholesale on a fee or contract basis (NACE 46.1), including activities of agents involved in the sale of fuels, ores, metals and industrial chemicals (NACE 46.12.Z)”

§ 2

The resolution shall come into force on the day of its adoption and shall apply as from the date of the 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 Principal:
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15. Amendments to the Company's Articles of Association

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 2015

regarding amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to amend the Company's Articles of Association as follows:

§ 2 item 2 point 1 with the following wording:

“Production and manufacture of refined petroleum products (NACE 19.2)”

shall be replaced with the following:

“Production and manufacture of refined petroleum products (NACE 19.20.Z)”

§ 2

The resolution shall come into force on the day of its adoption and shall apply as from the date of the 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 Principal:
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16. Amendments to the Company's Articles of Association

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 2015

regarding amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to amend the Company's Articles of Association as follows:

1) § 7 item 7 point 8 with the following wording:

“granting consent for the sale of a real estate, perpetual usufruct or share in the real estate, which net book value exceeds one twentieth of the Company's share capital”

shall be replaced with the following:

“granting consent for the sale of a real estate, perpetual usufruct or share in the real estate, which net book value exceeds one fifth of the Company's share capital”

2) § 7 item 7a with the following wording:

“Purchase of a real estate, perpetual usufruct or a share in a real estate, regardless of its value, as well as disposal of a real estate, perpetual usufruct or a share in a real estate, which net book value does not exceed one twentieth of the Company's share capital, does not require a resolution of the Shareholders Meeting.”

shall be replaced with the following:

“Purchase of a real estate, perpetual usufruct or a share in a real estate, regardless of its value, as well as disposal of a real estate, perpetual usufruct or a share in a real estate, which net book value does not exceed one fifth of the Company's share capital, does not require a resolution of the Shareholders Meeting.”

3) § 8 item 11 point 13 with the following wording:

“giving assent, upon the Management Board’s motion, to sell real estates, perpetual usufructs or a share in such real estate, which net book value does not exceed one twentieth of the share capital”

shall be replaced with the following:

“giving assent, upon the Management Board’s motion, to sell real estates, perpetual usufructs or a share in such real estate, which net book value does not exceed one fifth of the share capital”

4) § 9 item 7 point 2 with the following wording:

“Sale of real estate, perpetual usufruct or share in such real estate which net book value does not exceed one twentieth of the share capital. The sale will only take place after prior approval of the Supervisory Board.”

shall be replaced with the following:

“Sale of real estate, perpetual usufruct or share in such real estate which net book value does not exceed one fifth of the share capital. The sale will only take place after prior approval of the Supervisory Board.”

§ 2

The resolution shall come into force on the day of its adoption and shall apply as from the date of the registration.

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 Principal:
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17. Adoption of unified text of the Company's Articles of Association

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 2015

regarding adoption of unified text of the Company's Articles of Association

§ 1

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

§ 2

The resolution shall come into force on the day of its adoption and shall apply as from the date of the registration.

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 Principal:
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