

FORM

**Authorising the Proxy to Exercise the Voting Right
at
the Extraordinary General Meeting of Shareholders of PKN ORLEN S.A. on dated 29
January 2016**

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. 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 drafts of the 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 for or against and an objection is raised by marking an appropriate . In addition, if the Proxy is casting 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:

first name/surname/company
full address (residence/registered office)
PESEL/REGON
Identity Document/KRS No.

I/We the undersigned authorised to participate in the Extraordinary General Meeting of Shareholders of PKN ORLEN S.A. held on (hereinafter referred to as the Meeting or the General Meeting), pursuant to the certificate No. concerning the right to participate in the General Meeting issued by on

represented by:

Proxy's data:

first name/surname/company

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 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI
KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 29 January 2016***

regarding the election of the Chairman of the Extraordinary General Meeting of Shareholders

§ 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 Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall elect Mr./Ms. as the Chairman of the General Meeting of Shareholders.

§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
.....
.....

2. Adoption of the agenda.

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.

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

RESOLUTION NO.
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI
KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 29 January 2016

regarding the adoption of the agenda of the Extraordinary General Meeting of Shareholders

§ 1

The Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall resolve 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) *Adoption of the resolution regarding the establishment of the number of the Supervisory Board members.*
- 7) *Adoption of the resolutions regarding changes in the composition of the Supervisory Board.*
- 8) *Conclusion of the General Meeting.*

§ 2

The resolution shall come into force upon its adoption.

Vote for	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Vote abstained	<input type="checkbox"/>	Number of shares

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

Other instructions of the Shareholder:
.....
.....

3. Election of the Tellers Committee

Instruction for the Proxy related to the voting over the resolution No. 3

RESOLUTION NO.
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI
KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 29 January 2016

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 Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. shall elect the following persons as members of the Tellers Committee:

-
-
-

§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
.....
.....

Adoption of the resolutions regarding changes in the composition of the Supervisory Board

4. Establishment of the number of the Supervisory Board members

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

***RESOLUTION NO.
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI
KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 29 January 2016***

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 Extraordinary 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 for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
.....
.....

5. Dismissal from the Supervisory Board

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

**RESOLUTION NO.
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI
KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 29 January 2016**

regarding the dismissal from the Supervisory Board of PKN ORLEN S.A.

Acting in accordance with art. 385 § 1 of the Commercial Companies Code and § 8 item 2 point 2 of the Company's Articles of Association

§ 1
..... is dismissed from the position on the Supervisory Board of Polski
Koncern Naftowy ORLEN Spółka Akcyjna.

§ 2
The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

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

Other instructions of the Shareholder:
.....
.....

6. Appointment to the Supervisory Board

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

**RESOLUTION NO.
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI
KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 29 January 2016**

regarding the appointment to the Supervisory Board of PKN ORLEN S.A.

Acting in accordance with art. 385 § 1 of the Commercial Companies Code and § 8 item 2 point 2 of the Company's Articles of Association

§ 1
..... is appointed 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 for Number of shares
- Vote against Number of shares
- Vote abstained Number of shares

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

Other instructions of the Shareholder:
.....
.....