

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 2016

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	<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

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 2016

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 2015 and also the motion of the Management Board regarding the distribution of the net profit for the financial year 2015.
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 2015.
8. Examination of the report of the Supervisory Board for 2015 fulfilling the requirements of Commercial Companies Code and 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 2015.
10. Adoption of the resolution regarding the approval of the financial statements of the Company for the financial year 2015.
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 2015.
12. Adoption of the resolution regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2015.
13. Adoption of the resolution regarding the distribution of net profit for the financial year 2015 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 2015.
15. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Supervisory Board of the Company in 2015.
16. Adoption of the resolution regarding the establishment of the number of the Supervisory Board members.
17. Adoption of resolutions regarding appointment of the members of the Supervisory Board for new term of office.
18. 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 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 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 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 2015

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 2016

regarding the approval of the Management Board report on Company's activities for the financial year 2015.

§ 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 2015.

§ 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 2015

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 2016

regarding the approval of the Company's financial statement for the financial year 2015.

§ 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 2015, 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 2015 to 31 December 2015 presenting a net profit of PLN 1 047 519 491,84 (in words: one billion forty-seven million five hundred nineteen thousand four hundred ninety-one Polish zlotys, 84/100);
- stand-alone statement of financial position as of 31 December 2015 presenting the total balance of assets, equity and liabilities in the amount of PLN 36 980 669 667,80 (in words: thirty-six billion nine hundred eighty million six hundred sixty-nine thousand six hundred sixty-seven Polish zlotys, 80/100)
- stand-alone statement of changes in equity presenting a increase in the equity as at 31 December 2015 in the amount of PLN 1 543 692 992,49 (in words: one billion five hundred forty-three million six hundred ninety-two thousand nine hundred ninety-two Polish zlotys, 49/100)

- stand-alone cash flow statement presenting an decrease in the net cash of PLN 2 517 085 705,36 (in words: two billion five hundred seventeen million eighty-five thousand seven hundred and five Polish zlotys, 36/100)
- 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 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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6. Approval of the Management Board report on activities of the ORLEN Capital Group for the financial year 2015

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 2016

regarding: the approval of the Management Board report on activities of the ORLEN Capital Group for the financial year 2015.

§ 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 2015.

§ 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 2015

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 2016

regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2015.

§ 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 2015, 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 2015 to 31 December 2015 presenting a net profit of PLN 3 232 796 131,11 (in words: three billion two hundred thirty-two million seven hundred ninety-six thousand one hundred thirty-one Polish zlotys, 11/100);
- consolidated statement of financial position as at 31 December 2015 presenting the total balance of assets, equity and liabilities in the amount of PLN 48 137 062 310,82 (in words: forty-eight billion one hundred thirty-seven million sixty-two thousand three hundred ten Polish zlotys, 82/100);
- consolidated statement of changes in equity presenting an increase in the equity as at 31 December 2015 in the amount of PLN 3 857 436 121,20 (in words: three billion eight hundred fifty-seven million four hundred thirty-six thousand one hundred twenty-one Polish zlotys, 20/100);
- consolidated cash flow statement presenting a decrease in the net cash and cash equivalents of PLN 1 607 179 726,91 (in words: one billion six hundred seven million one hundred seventy-nine thousand seven hundred twenty-six Polish zlotys, 91/100);

- 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. Distribution of net profit for the financial year 2015 and the 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 POLSKI KONCERN NAFTOWY
ORLEN SPÓŁKA AKCYJNA**

dated 2016

regarding the distribution of net profit for the financial year 2015 and the 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 examined the opinion of the Supervisory Board resolves to allocate the net profit for the financial year 2015, in the amount of PLN 1 047 519 491,84 (in words: one billion forty-seven million five hundred nineteen thousand four hundred ninety-one Polish zlotys, 84/100) in the following way:

- 1) the amount of PLN 855 418 122,00 (in words: eight hundred fifty-five million four hundred eighteen thousand one hundred twenty-two Polish zlotys, 00/100) for dividend payment (PLN 2,00 per 1 share);
- 2) the remaining amount, i.e. PLN 192 101 369,84 (in words: one hundred ninety-two million one hundred one thousand three hundred sixty-nine Polish zlotys, 84/100) 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

- 15 July 2016 as the dividend day
- 5 August 2016 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 Principal:
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9. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Wojciech Stefan Jasiński in the financial year 2015.

§ 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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10. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Dariusz Jacek Krawiec in the financial year 2015.

§ 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. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Sławomir Robert Jędrzejczyk in the financial year 2015.

§ 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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12. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Krystian Pater in the financial year 2015.

§ 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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13. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Piotr Chełmiński in the financial year 2015.

§ 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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14. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Marek Sylwester Podstawa in the financial year 2015.

§ 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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15. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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 Ms. Angelina Anna Sarota in the financial year 2015.

§ 2

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

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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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16. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Radosław Leszek Kwaśnicki in the financial year 2015.

§ 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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17. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Leszek Jerzy Pawłowicz in the financial year 2015.

§ 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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18. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Grzegorz Borowiec in the financial year 2015.

§ 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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19. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Artur Gabor in the financial year 2015.

§ 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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20. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Cezary Banasiński in the financial year 2015.

§ 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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21. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Cezary Jan Możeński in the financial year 2015.

§ 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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22. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Adam Robert Ambrozik in the financial year 2015.

§ 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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23. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Maciej Stanisław Bałtowski in the financial year 2015.

§ 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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24. Acknowledgement of the fulfilment of duties 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 2016

regarding the acknowledgement of the fulfilment of duties in 2015

§ 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. Remigiusz Przemysław Nowakowski in the financial year 2015.

§ 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:

25. Establishment of the number of the Supervisory Board members

RESOLUTION NO.

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

dated 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 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 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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.....

26. Appointment of the Chairman of the Supervisory Board

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 2016

regarding the appointment of the Chairman of the Supervisory Board

§ 1

Pursuant to § 8 item 4 of the Company's Articles of Association the Ordinary General Meeting of Shareholders resolves to appoint for 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 Principal:
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27. Appointment to the Supervisory Board

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 2016

regarding the appointment to the Supervisory Board

§ 1

Pursuant to § 8 item 2 point 2 of the Company's Articles of Association, 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.

- | | | |
|----------------|--------------------------|------------------------|
| 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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