



Polski Koncern Naftowy ORLEN  
Spółka Akcyjna

**Resolution No.5568/16  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated 19 April 2016**

*regarding the convening of the Company's Ordinary General Meeting of Shareholders*

Pursuant to § 9 item 7 pt. 1 of the Company Statutes and § 5 item 5 pt. 3 and 4 of the Regulations of the Management Board and taking into account Article 399 § 1 in conjunction with Article 395 § 1 and 2 of the Commercial Companies Code and § 7 item 3 of the Company Statutes, and also § 8 item 11 pt. 7 of the Company Statutes the following shall be resolved:

**§ 1**

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna shall resolve to convene the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN Spółka Akcyjna on 3 June 2016 at 11:00 a.m. in Płock in Dom Technika at ul. Kazimierza Wielkiego 41, with 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 Company's Management Board shall resolve to apply to the Supervisory Board for the opinion on the adopted agenda of the Ordinary General Meeting of Shareholders of PKN ORLEN S.A., presented in § 1 of this Resolution.

**§ 3**

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

Of the 5 votes cast, 5 votes were "FOR" the Resolution, 0 votes "AGAINST" the Resolution and 0 votes "ABSTAINING".

Signatures of the Management Board members present at the meeting:

.....  
Wojciech Jasiński  
President of the Management  
Board

.....  
Sławomir Jędrzejczyk  
Vice President of the Management  
Board

.....  
Mirosław Kochalski  
Vice President of the Management  
Board

.....  
Piotr Chelmiński  
Member of the Management Board

.....  
Zbigniew Leszczyński  
Member of the Management Board

.....  
Krystian Pater  
Member of the Management Board

Recipients: 1 x Members of the Management Board; 1 x KP; 1 x on file.