



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution no 5793/17
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 9 June 2017**

on change of the agenda of the Company's Ordinary General Meeting of Shareholders.

Pursuant to § 9 item 7 point 1 of the Company's Articles of Association and § 5 item 5 point 4 of the Constitution of the Management Board, in relation to a motion of the Shareholder pursuant to article 401 § 1 of the Code of Commercial Companies and taking into account Resolution of the Company's Management Board no 5787/17 dated 16.05.2017, it shall be resolved as follows:

§ 1

1. The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna, in relation to a motion of the Shareholder, the State Treasury, represented by the Ministry of Energy, resolves to add the following items to the agenda of the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. convened for 30 June 2017, at 11:00 am in Płock, Dom Technika at ul. Kazimierza Wielkiego 41:
 - 1) The adoption of the resolution regarding the change of the resolution no 4 of the Extraordinary General Meeting from 24th of January 2017 regarding rules of determining of the Management Board remuneration.
 - 2) The adoption of resolutions regarding changes in the composition of the Company's Supervisory Board.
 - 3) The adoption of a resolution regarding amendment of the Articles of Association of the Company.
 - 4) The adoption of resolutions regarding :
 - a) terms of disposal of fixed assets,
 - b) terms of proceedings regarding conclusions of agreements on legal services, marketing services, public relations and public communication services and consultations on management and changes of these agreements,
 - c) terms of proceedings regarding donation agreements concluded by the Company, releasing from the debt or other agreements with similar effect,
 - d) terms and procedure of sale of fixed assets,
 - e) the obligation of submission of representative expenditures statements, expenditures on legal services, marketing services, public relations and public communication services and services of consultations on management,
 - f) the determination of requirements for the candidate for a Management Board member,
 - g) the realization of obligations resulting from Art. 17 par. 7, Art. 18 par. 2, Art. 20 and Art. 23 of the act on the state asset management.
2. The changed agenda of the Ordinary General Meeting of Shareholders at the request of the Shareholder, the State Treasury, pertaining to item no 1, shall be agreed as follows:
 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 ORLEN Capital Group's activities and on the Company's activities for the year ended on 31 December 2016.
 7. Examination of the Company's financial statement for the financial year 2016 and also the motion of the Management Board regarding the distribution of net profit for the financial year 2016.
 8. Examination of ORLEN Capital Group's consolidated financial statements for the financial year 2016.
 9. Examination of the Report of the Supervisory Board for the financial year 2016.

10. Adoption of the resolution regarding the approval of the report of the Management Board on the activities of ORLEN Capital Group's and the Company for the year ended on 31 December 2016.
11. Adoption of the resolution regarding the approval of the financial statement of Company for the financial year 2016.
12. Adoption of the resolution regarding the approval of the consolidated financial statement of the ORLEN Capital Group's for the financial year 2016.
13. Adoption of the resolution regarding the distribution of the net profit for financial year 2016 and the determination of the dividend day and dividend payment date.
14. Adoption of the resolutions regarding the acknowledgment of fulfilment of duties by the members of the Management Board of the Company in 2016.
15. Adoption of the resolutions regarding the acknowledgment of fulfilment of duties by the members of the Supervisory Board of the Company in 2016.
16. Adoption of the resolution regarding the change of the resolution no 4 of the Extraordinary General Meeting from 24th of January 2017 regarding rules of determining of the Management Board remuneration.
17. Adoption of resolutions regarding changes in the composition of the Supervisory Board.
18. Adoption of the resolution regarding the change of the Articles of Association of the Company.
19. Adoption of resolutions regarding :
 - a) terms of disposal of fixed assets,
 - b) terms of proceedings regarding conclusions of agreements on legal services, marketing services, public relations and public communication services and consultations on management and changes of these agreements,
 - c) terms of proceedings regarding donation agreements concluded by the Company, releasing from the debt or other agreements with similar effect,
 - d) terms and procedure of sale of fixed assets,
 - e) the obligation of submission of representative expenditures statements, expenditures on legal services, marketing services, public relations and public communication services and services of consultations on management,
 - f) the determination of requirements for the candidate for a Management Board member,
 - g) the realization of obligations resulting from Art. 17 par. 7, Art. 18 par. 2, Art. 20 and Art. 23 of the act on the state asset management.
20. Conclusion of the General Meeting of Shareholders.

§2

The resolution shall come into force upon its adoption.

5 Members of the Management Board voted the resolution, 5 votes were "FOR" the Resolution, 0 votes "AGAINST" the Resolution and 0 votes "ABSTAINING".

Signatures of the Members of the Company's Management Board present at the Meeting:

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Wojciech Jasiński
President of the Management Board

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Sławomir Jędrzejczyk
Vice President of the Management Board

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

.....
Piotr Chełmiński
Member of the Management Board

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

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

Distribution: 1 x Management Board Members,
1 x Supervisory Board ,
1 x KP,
1 x GB