



**Resolution No. 5710/16  
of the Management Board of  
Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated 20 December 2016**

*on change in the agenda of the PKN ORLEN Extraordinary General Meeting and opinion of draft resolutions of that Meeting.*

Pursuant to § 9 Section 7 item 1 of the Company's Articles of Association and § 5 Section 5 item 4 of the Regulations of the Company's Management Board with respect to the motion of Shareholder submitted on the basis of Article 401 par. 1 of the Code of Commercial Companies and taking into account the Company's Management Board resolutions no 5677/16 and no 5678/16 dated 5 December 2016 it shall be resolved as follows:

§ 1

1. The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna with respect to the motion of Shareholder the State Treasury resolves to enter a point "change in the composition of the Supervisory Board" to the agenda of the Extraordinary General Meeting to be held on 24 January 2017, 11.00 hrs., in Płock, Dom Technika, ul. Kazimierza Wielkiego 41.
2. The agenda of the Extraordinary General Meeting, changed on the motion of the Shareholder according to item 1 hereof has been set 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. Adoption of the resolution regarding rules of determining of the PKN ORLEN Management Board remuneration.
  7. Adoption of the resolution regarding rules of determining of the PKN ORLEN Supervisory Board remuneration.
  8. Change in the composition of the Supervisory Board.
  9. Conclusion of the General Meeting of Shareholders.
3. The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna approves draft resolutions of the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna changed in accordance with the Shareholder proposals. Draft resolutions of the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. are attached hereto.

§ 2

The Resolution shall become effective from the date of its adoption.

6 Members of the Management Board participated in the vote, 6 votes were "FOR" the Resolution, 0 votes were "AGAINST" the Resolution and there were 0 votes "ABSTAINING".

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

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Wojciech Jasiński  
President of the Management Board

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

.....  
Miroslaw 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