



Polski Koncern Naftowy ORLEN  
Spółka Akcyjna

**Resolution No. 5787/17  
of the Management Board of  
Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated 16 May 2017**

*on convening the Ordinary General Meeting of the Company.*

Pursuant to § 9 Section 7 item 1 of the Company's Articles of Association and § 5 Section 5 items 3 and 4 of the Regulations of the Company's Management Board and taking into account Article 399 § 1 in conjunction with Article 395 § 1 and 2 of the Polish Code of Commercial Companies and Partnerships and § 7 Section 3 of the Company's Articles of Association and § 8 Section 11 item 7 of the Company's Articles of Association it shall be resolved as follows:

**§ 1**

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to convene the Ordinary General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna for 30 June 2017, 11.00 hrs., in Płock, Dom Technika, ul. Kazimierza Wielkiego 41, with the following items on the 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 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 the 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 activities of ORLEN Capital Group and the Company for the year ended on 31 December 2016.
11. Adoption of the resolution regarding the approval of the financial statements of the Company for the financial year 2016.
12. Adoption of the resolution regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2016.
13. Adoption of the resolution regarding the distribution of the net profit for the financial year 2016 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 2016.
15. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Supervisory Board of the Company in 2016.
16. Conclusion of the General Meeting of Shareholders.

**§ 2**

The Company's Management Board resolves to submit to the Company's Supervisory Board a request for expressing an opinion about the adopted agenda of the Ordinary General Meeting of PKN ORLEN S.A., presented in § 1 hereof.

**§ 3**

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 ABSTAINING" votes.

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

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

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

.....  
Miroslaw 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

Copies:

- 1 x Members of the Management Board
- 1 x RN
- 1 x GP
- 1 x GB