



**Resolution No. 6062/18  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated May 29th 2018**

*to convene the Annual General Meeting*

Acting pursuant to Par. 9.7.1 of the Company's Articles of Association, and Par. 5.5.3 and 5.5.4 of the Rules of Procedure for the Management Board, and considering the provisions of Art. 399.1 in conjunction with Art. 395 § 1 and 395 § 2 of the Commercial Companies Code, as well as Par. 7.3 of the Company's Articles of Association, and Par. 8.11.7 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Par. 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna hereby convenes the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., to be held at Dom Technika at ul. Kazimierza Wielkiego 41, Płock, Poland, on June 26th 2018 at 11.00 am, with the following agenda:

1. Opening of the General Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the General Meeting has been properly convened and has the legal capacity to adopt resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Directors' Report on the activities of the ORLEN Group and PKN ORLEN S.A. in 2017.
7. Consideration of the financial statements of PKN ORLEN S.A. for the year ended December 31st 2017, as well as the Management Board's recommendation regarding the distribution of net profit for the financial year 2017.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2017.
9. Consideration of the report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2017.
10. Presentation of the Report on representation expenses, legal fees, marketing costs, public relations and social communication expenses, and management consultancy fees for the year ended December 31st 2017.
11. Voting on a resolution to receive the Directors' Report on the activities of the ORLEN Group and PKN ORLEN S.A. in 2017.
12. Voting on a resolution to receive the financial statements of PKN ORLEN S.A. for the year ended December 31st 2017.
13. Voting on a resolution to receive the consolidated financial statements of the ORLEN Group for the year ended December 31st 2017.
14. Voting on a resolution to distribute the net profit for the financial year 2017 and to determine the dividend record date and the dividend payment date.
15. Voting on resolutions to grant discharge to members of the Management Board of PKN ORLEN S.A. for performance of their duties in 2017.
16. Voting on resolutions to grant discharge to members of the Supervisory Board of PKN ORLEN S.A. for performance of their duties in 2017.

17. Consideration of and voting on resolutions to amend the Company's Articles of Association and to approve the consolidated text of the Articles of Association.
18. Closing of the General Meeting.

Par. 2

The Management Board further resolves to request that the Supervisory Board provides its opinion the agenda for the Annual General Meeting of PKN ORLEN S.A. presented in Par. 1 hereof.

Par. 3

This resolution shall come into force upon its adoption.

Five (5) Members of the Management Board took part in the vote, with five (5) votes cast in favour of the Resolution, no (0) votes cast against it and no (0) abstentions.