

ANNUAL GENERAL MEETING

FORM OF PROXY

POLSKI KONCERN NAFTOWY S.A.

The Shareholder is under no obligation to use this proxy form and using this proxy form is not required to exercise voting rights through a proxy. The use of this form is subject to agreements and commitments in this respect by and between the Proxy and the Shareholder. This document is not a substitute for a proxy document. The Shareholder and the Proxy are free to use only some of the pages of this form, at their discretion.

Upon its completion by the Shareholder, the form may be used as a voting sheet by the Proxy during the open voting. If voting is to be held by secret ballot, the completed form shall be treated only as a written voting instruction for the Proxy and should be kept by the Proxy.

*Please find below the draft resolutions of the General Meeting. Each draft resolution is followed by a space intended for the Shareholder's voting instruction for the Proxy and by fields for marking whether the vote is cast for or against a given resolution during the voting and whether an objection is raised if the vote is cast against the resolution. A vote is cast in favour or against and an objection is raised by marking an appropriate field *. In addition, if in one voting the Proxy casts different votes from different shares within the represented holding of shares, the Proxy shall complete each field by inserting the number of shares/votes assigned to the vote in the voting.*

Please be advised that if the Shareholder and the Proxy decide to use this form, the Proxy's compliance with the voting instructions contained herein will not be verified by the Company. Any votes cast for or against by the Proxy remain valid even if cast contrary to the Shareholder's instruction.

Details of the Principal – Shareholder:

Full name
Full address (residence/registered office)
PESEL/REGON
Identity document/KRS No.

I, the undersigned,, entitled to participate in the Annual General Meeting of PKN ORLEN S.A. held on (the 'General Meeting'), according to Certificate No. regarding the right to participate in the General Meeting, issued by on

represented by:

Details of the Proxy:

Full name
Full address (residence/registered office)
PESEL/REGON
Identity document/KRS No.

in the forms below hereby give voting instructions to the Proxy for each of the resolutions which are to be considered and voted on pursuant to the agenda presented in the notice of the General Meeting.

Votes are cast by marking the appropriate field with an 'X'¹.

.....
date and Shareholder's signature

1. To appoint the Chairperson of the Annual General Meeting

Proxy voting instruction regarding Resolution No. 1

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018

to appoint the Chairperson of the Annual General Meeting

Par. 1

Pursuant to Art. 409 §1 sentence 1 of the Commercial Companies Code, in conjunction with Par. 5 of the Rules of Procedure for the General Meeting of Polski Koncern Naftowy ORLEN S.A., the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby appoints Mr/Ms as Chairperson of the General Meeting.

Par. 2

This resolution shall come into force upon its adoption.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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2. To adopt the agenda of the Annual General Meeting.

Proxy voting instruction regarding Resolution No. 2

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018

to adopt the agenda of the Annual General Meeting.

Par. 1

The Annual General Meeting of Polski Koncern Naftowy ORLEN S.A resolves to adopt the following agenda:

¹If a different vote is to be cast from each share, the Shareholder shall specify in each field the number of shares from which the votes are to be cast as votes for, against or as an abstention. If no such information is provided, the Proxy casts votes from all shares in the manner agreed with the Shareholder.

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. The adoption of resolutions regarding changes in the composition of the Company's Supervisory Board.
19. The adoption of resolution regarding change to the resolution no 4 of the Extraordinary General Meeting dated 24 January 2017 regarding rules of determining of the PKN ORLEN Management Board remuneration.
20. Closing of the General Meeting.

Par. 2

This resolution shall come into force upon its adoption.

Vote in favour	€	number of shares
Vote against	€	number of shares
Abstention	€	number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:

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3. To appoint the Ballot Committee

Proxy voting instruction regarding Resolution No. 3

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to appoint the Ballot Committee

Par. 1

Pursuant to Par. 8 of the Rules of Procedure for the General Meeting of Polski Koncern Naftowy ORLEN S.A., the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby appoints the following persons to the Ballot Committee:

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Par. 2

This resolution shall come into force upon its adoption.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:

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4. Approve Directors' Report on the activities of the ORLEN Group and PKN ORLEN S.A. in 2017.

Proxy voting instruction regarding Resolution No. 4

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
approve Directors' Report on the activities of the ORLEN Group and PKN ORLEN S.A. in
2017.

Par. 1

Acting pursuant to Art. 395 §2 p.1 and Par. 5 of the Commercial Companies Code, and Par. 7.7.1 of the Company's Articles of Association, in conjunction with Par. 71.8 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously considered the Directors' Report on the activities of the ORLEN Group and PKN ORLEN S.A. in 2017 and having considered the Supervisory Board's assessment of the Directors' Report, hereby resolves to receive the Directors' Report.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour	€	number of shares
Vote against	€	number of shares
Abstention	€	number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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5. To approve financial statements of PKN ORLEN S.A. for the year ended December 31st 2017

Proxy voting instruction regarding Resolution No. 5

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to approve financial statements of PKN ORLEN S.A. for the year ended December 31st
2017

Par. 1

Acting pursuant to Art. 395 §2 p.1 of the Commercial Companies Code, Art. 45 and Art. 53.1 of the Accounting Act in conjunction with Par. 7.7.1 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously considered with the opinion of the Company's Supervisory Board resolves to approve the audited financial statements of PKN ORLEN S.A. for the year ended December 31st 2017 submitted by the Company's Management Board, which comprise:

- the separate statement of profit or loss (presented in the statement of profit or loss and other comprehensive income) for the period from January 1st 2017 to December 31st 2017, showing a net profit of PLN 6,101,792,575.09 (six billion, one hundred and one million, seven hundred and ninety-two thousand, five hundred and seventy-five zloty, 09/100);
- the separate statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of PLN 49,352,397,446.70 (forty-nine billion, three hundred and fifty-two million, three hundred and ninety-seven thousand, four hundred and forty-six zloty, 70/100);
- the separate statement of changes in equity, showing an increase in equity as at December 31st 2017 by PLN 5,397,050,617.23 (five billion, three hundred and ninetyseven million, fifty thousand, six hundred and seventeen zloty, 23/100);
- the separate statement of cash flows, showing a net increase in cash of PLN 2,947,661,091.97 (two billion, nine hundred and forty-seven million, six hundred and sixtyone thousand, ninety-one zloty, 97/100);
- supplementary information, comprising the introduction and notes to the separate financial statements, and additional information and clarifications.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:

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6. Approve consolidated financial statements of the ORLEN Group for the year ended December 31st 2017

Proxy voting instruction regarding Resolution No. 6

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
approve consolidated financial statements of the ORLEN Group for the year ended
December 31st 2017

Par. 1

Acting pursuant to Art. 395 §5 of the Commercial Companies Code, Art. 55 and Art. 63.c.4 of the Accounting Act in conjunction with Par. 7.7.1 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having considered with the opinion of the Company's Supervisory Board resolves to approve the audited consolidated financial statements of the ORLEN Group for the year ended December 31st 2017 submitted by the Company's Management Board, which comprise:

- the consolidated statement of profit or loss (presented in the consolidated statement of profit or loss and other comprehensive income) for the period from January 1st 2017 to December 31st 2017, showing a net profit of PLN 7,173,286,205.44 (seven billion, one hundred and seventy-three million, two hundred and eighty-six thousand, two hundred and five złotych, 44/100);
- the consolidated statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of PLN 60,663,481,175.78 (sixty billion, six hundred and sixty-three million, four hundred and eighty-one thousand, one hundred and seventyfive złotych, 78/100);
- the consolidated statement of changes in equity, showing an increase in equity as at December 31st 2017 by PLN 5,926,202,920.75 (five billion, nine hundred and twenty-six million, two hundred and two thousand, nine hundred and twenty złotych, 75/100);
- the consolidated statement of cash flows showing a net increase in cash and cash equivalents of PLN 1,293,392,876.66 (one billion, two hundred and ninety-three million, three hundred and ninety-two thousand, eight hundred and seventy-six złotych, 66/100);
- supplementary information, comprising the introduction and notes to the consolidated financial statements, and additional information and clarifications.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:

7. Concerning distribution of the net profit for the financial year 2017 and determination of the dividend record date and the dividend payment date.

Proxy voting instruction regarding Resolution No. 7

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018

concerning distribution of the net profit for the financial year 2017 and determination of
the dividend record date and the dividend payment date.

Par. 1

Acting pursuant to Art. 395 §2 p.2 of the Commercial Companies Code, and Par. 7.7.3 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and considered the Supervisory Board's assessment, resolves to distribute the net profit for the financial year 2017 of PLN 6,101,792,575.09 (six billion, one hundred and one million, seven hundred and ninety-two thousand, five hundred and seventyfive zloty, 09/100) in the following manner:

1) the amount of PLN 1,283,127,183 (one billion, two hundred and eighty-three million, one hundred and twenty-seven thousand, one hundred and eighty-three) to be paid out as dividend (PLN 3 per share)

2) the remaining amount, i.e. PLN 4,818,665,392.09 (four billion, eight hundred and eighteen million, six hundred and sixty-five thousand, three hundred and ninety-two zloty, 09/100) to be transferred to the Company's reserve funds.

Par. 2

Pursuant to Art. 348 §4 of the Commercial Companies Code, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby sets:

- July 20th 2018 as the dividend record date, and
- August 3rd 2018 as the dividend payment date.

Par. 3

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:

8. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 8

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Wojciech Jasiński in respect of his duties as President of the Management Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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9. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 9

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Mirosław Kochalski in respect of his duties as Vice President of the Management Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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10. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 10

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.

of June 26th 2018

to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Sławomir Jędrzejczyk in respect of his duties as Vice President of the Management Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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11. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 11

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.

of June 26th 2018

to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Krystian Pater in respect of his duties as Member of the Management Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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12. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 12
RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Zbigniew Leszczyński in respect of his duties as Member of the Management Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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13. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 13
RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Wiesław Protasewicz in respect of his

duties as Member of the Management Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:

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14. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 14

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018

to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Ms Maria Sosnowska in respect of her duties as Member of the Management Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:

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15. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 15
RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Piotr Chełmiński in respect of his duties as Member of the Management Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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16. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 16

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Ms Angelina Sarota in respect of her duties as Chairman of the Supervisory Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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17. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 17

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Radosław L. Kwaśnicki in respect of his duties as Deputy Chairman of the Supervisory Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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18. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 18

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Mateusz Bochacik in respect of his duties as Secretary of the Supervisory Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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19. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 19
RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Adrian Dworzyński in respect of his duties as Member of the Supervisory Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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20. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 20

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Ms Agnieszka Krzętowska in respect of her duties as Member of the Supervisory Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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21. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 21

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018

to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Ms Izabela Felczak–Poturnicka in respect of her duties as Member of the Supervisory Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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22. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 22

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018

to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Wojciech Kryński in respect of his duties as Member of the Supervisory Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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23. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 23
RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018

to grant discharge for performance of duties in 2017.

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Artur Gabor in respect of his duties as Member of the Supervisory Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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24. To grant discharge for performance of duties in 2017

Proxy voting instruction regarding Resolution No. 24

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to grant discharge for performance of duties in 2017

Par. 1

Acting pursuant to Art. 395 §2 p.3 of the Commercial Companies Code in conjunction with Par. 7.7.2 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby grants discharge to Mr Wiesław Protasewicz in respect of his duties as Member of the Supervisory Board in the financial year 2017.

Par. 2

This Resolution shall come into force as of its date.

Vote in favour € number of shares

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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25. To amend the Company's Articles of Association

Proxy voting instruction regarding Resolution No. 25

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
to amend the Company's Articles of Association

Par. 1

Acting pursuant to Art. 430 §1 of the Commercial Companies Code, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby resolves to amend the Company's Articles of Association in the following way:

Par. 8.7.1, reading:

“Supervisory Board meetings shall be convened by the Chairperson of the Supervisory Board or, if the Chairperson is absent or cannot perform his or her duties for other reasons, by the Deputy Chairperson of the Supervisory Board, and then by the Secretary of the Supervisory Board, of his or her own initiative or at a request made by authorised parties. Supervisory Board meetings shall be convened by means of written invitations, which should be sent to Supervisory Board members at least seven days prior to the date of the meeting.”

shall be amended to read as follows:

“Supervisory Board meetings shall be convened by the Chairperson of the Supervisory Board or, if the Chairperson is absent or cannot perform his or her duties for other reasons, by the Deputy

Chairperson of the Supervisory Board, and then by the Secretary of the Supervisory Board, of his or her own initiative or at a request made by authorised parties. Supervisory Board meetings shall be convened by means of written invitations, which should be sent to Supervisory Board members at such time as specified in the Rules of Procedure for the Supervisory Board.”

Par. 2

This Resolution shall come into force as of its date, with effect from the date the amendments are entered in the business register of the National Court Register.

Vote in favour number of shares

Vote against number of shares

Abstention number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions:
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26. To amend the Company’s Articles of Association

Proxy voting instruction regarding Resolution No. 26

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.

of June 26th 2018

to amend the Company’s Articles of Association

Par. 1

Acting pursuant to Art. 430 §1 of the Commercial Companies Code, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby resolves to amend the Company's Articles of Association in the following way:

1) in Par. 9.5, after item 3 item 4 shall be added to read as follows:

"4. The Management Board may adopt resolutions using means of remote communication.”

2) Par. 9.6, reading:

The Management Board shall adopt the Rules of Procedure for the Management Board, specifying in detail the organisation of the Management Board and the procedures to be followed by the Management Board in conducting the Company’s affairs; the Rules of Procedure and any amendments thereto shall become effective upon approval by the Supervisory Board.”

shall be amended to read as follows:

“The Management Board shall adopt the Rules of Procedure for the Management Board, specifying in detail the organisation of the Management Board and the procedures to be followed by the Management Board, including the manner of adopting resolutions in the manner specified in Par. 9.5.4 of the Articles of Association; the Rules of Procedure and any amendments thereto shall become effective upon approval by the Supervisory Board.”

Par. 2

This Resolution shall come into force as of its date, with effect from the date the amendments are entered in the business register of the National Court Register.

Vote in favour number of shares

Vote against number of shares

Abstention number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions:
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27. To approve the consolidated text of the Company's Articles of Association

Proxy voting instruction regarding Resolution No. 27

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018

to approve the consolidated text of the Company's Articles of Association

Par. 1

Acting pursuant to Art. 430 §1 of the Commercial Companies Code, the Annual General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna hereby resolves to approve the consolidated text of the amended Articles of Association of Polski Koncern Naftowy ORLEN S.A., incorporating the amendments adopted by the Annual General Meeting. The consolidated text of the Articles of Association is attached to this Resolution.

Par. 2

This Resolution shall come into force as of its date, with effect from the date the amendments are entered in the business register of the National Court Register.

Vote against € number of shares

Abstention € number of shares

In the event of voting AGAINST, I raise an objection €YES €NO

Other instructions:
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28. Regarding the appointment to the Supervisory Board

Proxy voting instruction regarding Resolution No. 28

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018

regarding the appointment to the Supervisory Board

§ 1

Pursuant to Art. 385 § 1 of the Commercial Companies Code and § 8 item 2 point 2 of the Company's Articles of Association, the Annual General Meeting of Shareholders resolves to appoint to the composition of the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

§ 2

This resolution shall come into force on the day of its adoption.

Vote against number of shares

Abstention number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions:

29. Regarding the change of the resolution no 4 of the Extraordinary General Meeting of January 24th 2017

Proxy voting instruction regarding Resolution No. 29

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.
of June 26th 2018
regarding the change of the resolution no 4 of the Extraordinary General Meeting of January 24th
2017

Acting on the basis of the Art. 2 item 2 point 1, Art. 4 and Art. 8 of the Act as of June 9th 2016 on the rules of determining remunerations of persons managing certain companies (Journal of Law 2017 item 2190) the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., resolves as follows:

§ 1

The § 7 item 1 of the resolution no 4 of the Extraordinary General Meeting of January 24th 2017 is changed as follows:

“1. The Supervisory Board may conclude with a member of the Management Board a non-competition agreement binding and effective after termination of the relation which is a basis of the performance of the function; such a non-competition agreement may be concluded only if a member of the Management Board has performed his/her function for a period of at least 3 (three) months and the amount of compensation for every month when a non-competition clause is binding may not exceed 100% of the fixed remuneration mentioned in § 2 item 2 of this Resolution.”

§ 2

This resolution shall come into force upon its adoption.

Vote against number of shares

Abstention number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions:
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Signature of the Principal