



## PRIME MINISTER

Warsaw, May 17th 2019

DSKP.WN2.282.20.2019.RA(3)  
PW-202710

Mr  
Daniel Obajtek  
President of the Management Board  
Polski Koncern Naftowy ORLEN S.A.  
of Płock

### REQUEST

**BY A SHAREHOLDER REPRESENTING AT LEAST ONE-TWENTIETH OF THE COMPANY'S  
SHARE CAPITAL THAT CERTAIN MATTERS BE PLACED ON THE AGENDA OF THE ANNUAL  
GENERAL MEETING CONVENED FOR JUNE 14TH 2019**

Acting on behalf of the Polish State Treasury as a shareholder in Polski Koncern Naftowy ORLEN S.A. of Płock (the "Company"), holding 27.52% of the Company's share capital, pursuant to Art. 401.1 of the Commercial Companies Code and Art. 7.4.3 of the Company's Articles of Association, I hereby request that the following item be placed on the agenda of the Company's Annual General Meeting convened for June 14th 2019:

1. Voting on a resolution to amend Resolution No. 5 of the Company's Extraordinary General Meeting of January 24th 2017 to determine the rules of remunerating members of the Supervisory Board.

### STATEMENT OF REASONS

The Polish State Treasury, as the main shareholder in Polski Koncern Naftowy ORLEN S.A., proposes with respect to aforesaid item 1 that Section 1.1 of Resolution No. 5 of the PKN ORLEN Extraordinary General Meeting of January 24th 2017 to determine the rules of remunerating members of the Supervisory Board be amended to clarify the existing rules of remunerating members of the PKN ORLEN Supervisory Board in line with generally applicable laws.

#### Appendices

- draft resolution of the AGM
- copy of the power of proxy dated June 7th 2018.

Head of State Treasury Department  
Mateusz Berger

draft

**RESOLUTION NO. ...**  
**OF THE ANNUAL GENERAL MEETING OF**  
**POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA**  
**OF PŁOCK**

**of June 14th 2019**

to amend Resolution No. 5 of the Company's Extraordinary General Meeting of January 24th 2017 to determine the rules of remunerating members of the Supervisory Board

Acting pursuant to Art. 2.2.1 and Art. 10 of the Act on the Rules of Remunerating Persons Who Direct Certain Companies of June 9th 2016 (Dz.U. of 2017, item 2190, as amended), the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A. (the "Company") hereby resolves as follows:

Section 1

Resolution No. 5 of the Company's Extraordinary General Meeting of January 24th 2017 to determine the rules of remunerating members of the Supervisory Board shall be amended so that Section 1.1 of the Resolution reads as follows:

"1. The monthly remuneration of members of the Supervisory Board shall be calculated as the product of the reference salary referred to in Art. 1.3.11 of the Act on Rules of Remunerating Persons Who Direct Certain Companies of June 9th 2016, and the following multipliers:

- a) a) for the Chair of the Supervisory Board – 2.2;
- b) b) for other members of the Supervisory Board – 2."

Section 2

This Resolution shall come into force upon its adoption.

Number of shares from which valid votes were cast \_\_\_\_\_, representing .....% of the Company's share capital.

Total number of valid votes cast: .....

Number of votes cast in favour ....., number of votes cast against ....., number of abstaining votes .....

Legal Counsel  
Dominika Lechowska

Deputy Head  
of State Treasury Department  
Izabela Felczak-Poturnicka