

RESOLUTION NO. ...

**OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA
AKCYJNA**

dated of June 14th 2019

on introducing the rules set out in the Act on State Property Management at companies with respect to which the Company is the parent and on repealing Resolution No. 39 of the Annual General Meeting of PKN ORLEN S.A. of June 30th 2017 to introduce the rules set out in the Act on State Property Management at companies with respect to which the Company is the parent

Acting pursuant to Art. 17.7, Art. 18.2, Art. 20, and Art. 23 of the Act on State Property Management of December 16th 2016, the Annual General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna of Płock (the "Company") hereby resolves as follows:

Section 1

The Management Board shall take steps with a view to introducing into the Articles of Association of companies with respect to which the Company is the parent within the meaning of Art. 4.3 of the Act on Competition and Consumer Protection of February 16th 2007 the principles set out in Art. 17.1-4, Art. 17.6 and Art. 17.6a, taking into consideration the provisions of Art. 17.5, Art. 18.1, Art. 19.1-3, Art. 19.5 and Art. 22, of the Act on State Property Management of December 16th 2016 as well as the obligation to immediately remove any member of such company's supervisory body who does not meet the requirements set out in the Articles of Association.

Section 2

Resolution No. 39 of the Company's Annual General Meeting of June 30th 2017 to introduce the rules set out in the Act on State Property Management at companies with respect to which the Company is the parent is hereby repealed.

Section 3

This Resolution shall come into force upon its adoption.

Number of shares validly voted on ...

Number of shares validly voted on as percentage of share capital ...

Total number of valid votes cast: ...

Votes in favour: ...

Votes against: ...

Abstentions: ...