

## RESOLUTION NO. ...

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

dated of June 14th 2019

#### on the rules for disposal of non-current assets

Acting pursuant to Art. 17.1 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

Consent of the Supervisory Board shall be required for:

- 1) disposal of non-current assets within the meaning of the Accounting Act of September 29th 1994, classified as intangible assets, property, plant and equipment or long-term investments, including their contribution to a company or cooperative, if the market value of such assets exceeds PLN 100,000,000 or 5% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined on the basis of the most recent approved financial statements, as well as granting another entity the right to use such assets for a period longer than 180 days in a calendar year, on the basis of a legal transaction, if the market value of the assets covered by such legal transaction exceeds PLN 100,000,000 or 5% of total assets, with the proviso that if the right to use the assets is granted under:
  - a) lease or rental agreements or other agreements for granting another entity the right to use an asset for consideration – the market value of the asset is understood as the amount of consideration for:
    - one year – if the right to use the asset is granted under an agreement concluded for an indefinite term;
    - the entire term of the agreement – if the right to use the asset is granted under a fixed-term agreement;
  - b) lending agreements or other agreements for granting another entity the right to use an asset free of charge – the market value of the asset is understood as the amount of consideration which would be receivable if a lease or rental agreement were concluded, for:
    - one year – if the right to use the asset is granted under an agreement concluded for an indefinite term;
    - the entire term of the agreement – if the right to use the asset is granted under a fixed-term agreement;
- 2) acquisition of non-current assets within the meaning of the Accounting Act of September 29th 1994 with a value exceeding PLN 100,000,000 or 5% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined on the basis of the most recent approved financial statements;
- 3) granting consent to the acquisition, subscription for or disposal of shares in companies, and to the Company's participation in other entities; the Supervisory Board may determine the maximum amounts, terms and procedure to be applied by the Management Board to perform those actions without the Supervisory Board's consent, with the proviso that the following shall require the Supervisory Board's consent:
  - a) acquisition of or subscription for shares in another company where the value of such shares exceeds:
    - PLN 100,000,000, or
    - 10% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined based on the most recent approved financial statements;
  - b) disposal of shares in another company where the market value of such shares exceeds:

- PLN 100,000,000, or
- 10% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined based on the most recent approved financial statements.

## **Section 2**

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: ...