

ANNUAL GENERAL MEETING OF PKN ORLEN S.A.

– PROXY VOTING FORM

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 arrangements 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 granting the proxy, the form may be used as a ballot paper 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 a single ballot the Proxy casts different votes from different shares within the represented holding of shares, the Proxy shall complete the relevant field by inserting the number of shares/votes assigned to a given vote in the ballot.*

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 shall 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 (Personal/Industry Identification
Number).....
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. concerning the right to participate in the General Meeting, issued byon

represented by:

Details of the Proxy:

Full name
Full address (residence/registered office)
.....

PESEL/REGON (Personal/Industry Identification Number).....
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. Appointment of the Chairperson of the General Meeting

Proxy voting instruction regarding Resolution No. 1

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to appoint the Chairperson of the Annual General Meeting

Section 1

Pursuant to Art. 409.1 sentence 1 of the Commercial Companies Code, in conjunction with Section 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.

Section 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. Adoption of the agenda

Proxy voting instruction regarding Resolution No. 2

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 abstentions. If no such information is provided, the Proxy casts votes from all shares in the manner agreed with the Shareholder.

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to adopt the agenda of the Annual General Meeting

Section 1

The Annual General Meeting of Polski Koncern Naftowy ORLEN S.A resolves to adopt 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 pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2019.
7. Consideration of the financial statements of PKN ORLEN S.A. for the year ended December 31st 2019, as well as the Management Board's proposal regarding the distribution of net profit for the financial year 2019.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2019.
9. Consideration of the report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2019.
10. Presentation of the 2019 Report on entertainment expenses, legal expenses, marketing expenses, public relations and communication expenses, and management consultancy fees.
11. Voting on a resolution to approve the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2019.
12. Voting on a resolution to approve the financial statements of PKN ORLEN S.A. for the year ended December 31st 2019.
13. Voting on a resolution to approve the consolidated financial statements of the ORLEN Group for the year ended December 31st 2019.
14. Voting on a resolution to distribute net profit for the financial year 2019 and to determine the dividend record date and the dividend payment date.
15. Voting on resolutions to grant discharge to members of the Company's Management Board for the performance of their duties in 2019.
16. Voting on resolutions to grant discharge to members of the Company's Supervisory Board for the performance of their duties in 2019.
17. Voting on a resolution to adopt the remuneration policy for the Management Board and Supervisory Board members and to authorise the Supervisory Board to define the details of the remuneration policy.
18. Consideration of the request and voting on resolutions to amend the Company's Articles of Association and to determine the consolidated text of the Articles of Association.
19. Closing of the General Meeting.

Section 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. Appointment of the Ballot Committee

Proxy voting instruction regarding Resolution No. 3

RESOLUTION NO. ...

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

dated 2020

to appoint the Ballot Committee

Section 1

Pursuant to Section 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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Section 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. Approval of the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2019

Proxy voting instruction regarding Resolution No. 4

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to approve the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A.
in 2019.

Section 1

Acting pursuant to Art. 395.2.1 and 395.5 of the Commercial Companies Code, and Art. 7.7.1 of the Company's Articles of Association in conjunction with Art. 49 and Art. 55.2a of the Accounting Act, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously considered the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2019 and having considered the Supervisory Board's assessment of the Directors' Report, hereby resolves to approve the Directors' Report.

Section 2

This Resolution shall come into force as of its date.

Vote in favour	<input type="checkbox"/>	number of shares
Vote against	<input type="checkbox"/>	number of shares
Abstention	<input type="checkbox"/>	number of shares

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

Other instructions:

5. Approval of the separate financial statements of PKN ORLEN S.A. for the year ended December 31st 2019

Proxy voting instruction regarding Resolution No. 5

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to approve the financial statements of PKN ORLEN S.A. for the year ended December 31st 2019

Section 1

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code, Art. 45 and Art. 53.1 of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously considered the audited financial statements of PKN ORLEN S.A. for the year ended December 31st 2019 submitted by the Management Board, and having considered the Supervisory Board's assessment of the financial statements, resolves to approve the audited financial statements of PKN ORLEN S.A. for the year ended December 31st 2019, comprising:

- 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 2019 to December 31st 2019, showing a net profit of PLN 4,813,592,019.09 (four billion, eight hundred and thirteen million, five hundred and ninety-two thousand, nineteen złotych, 9/100);
- the separate statement of financial position as at December 31st 2019, showing total assets and total equity and liabilities of PLN 60,276,304,609.02 (sixty billion, two

hundred and seventy-six million, three hundred and four thousand, six hundred and nine złoty, 2/100);

- the separate statement of changes in equity, showing an increase in equity as at December 31st 2019 of PLN 3,290,222,072.90 (three billion, two hundred and ninety million, two hundred and twenty-two thousand, seventy two złoty, 90/100);
- the separate statement of cash flows, showing a net increase in cash of PLN 1,602,598,880.80 (one billion, six hundred and two million, five hundred and ninety-eight thousand, eight hundred and eighty złoty, 80/100);
- supplementary information, comprising the introduction and notes to the separate financial statements.

Section 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. Approval of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2019

Proxy voting instruction regarding Resolution No. 6

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to approve the consolidated financial statements of the ORLEN Group for the year ended December 31st 2019

Section 1

Acting pursuant to Art. 395.5 of the Commercial Companies Code, Art. 55 and Art. 63c.4 of the Accounting Act in conjunction with Art. 7.7.1 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously considered the audited financial statements of the ORLEN Group for the year ended December 31st 2019 submitted by the Management Board, and having considered the Supervisory Board's assessment of the financial statements, resolves to approve the audited financial statements of the ORLEN Group for the year ended December 31st 2019, comprising:

- 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 2019 to December 31st 2019, showing a net profit of PLN 4,298,461,487.21 (four billion, two hundred and ninety-eight million, four hundred and sixty-one thousand, four hundred and eighty-seven złoty, 21/100);
- the consolidated statement of financial position as at December 31st 2019, showing total assets and total equity and liabilities of PLN 71,201,742,484.93 (seventy-one billion, two

- hundred and one million, seven hundred and forty-two thousand, four hundred and eighty-four złoty, 93/100);
- a consolidated statement of changes in equity, showing an increase in equity as at December 31st 2019 of PLN 2,868,232,847.36 (two billion, eight hundred and sixty-eight million, two hundred and thirty two thousand, eight hundred and forty seven złoty, 36/100),
 - the consolidated statement of cash flows showing a net increase in cash and cash equivalents of PLN 1,961,330,352.09 (one billion, nine hundred and sixty-one million, three hundred and thirty thousand, three hundred and fifty-two złoty, 9/100);
 - supplementary information, comprising the introduction and notes to the consolidated financial statements.

Section 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. Distribution of net profit for the financial year 2019 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
SPÓŁKA AKCYJNA
dated 2020

concerning distribution of net profit for the financial year 2019 and determination of the dividend record date and the dividend payment date

Section 1

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 7.7.3 of the Company's Articles of Association, the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., having read and considered the Supervisory Board's assessment, resolves to distribute the 2019 net profit of PLN 4,813,592,019.09 (four billion, eight hundred and thirteen million, five hundred and ninety-two thousand, nineteen złoty, 9/100) in the following manner:

- 1) the amount of PLN 427,709,061.00 (four hundred twenty seven million, seven hundred nine thousand, sixty one złoty, 0/100) shall be paid out as dividend (PLN 1 per share)
- 2) the remaining amount, i.e. PLN 4,385,882 958.09 (four billion, three hundred eighty five million, eight hundred eighty two thousand, nine hundred fifty eight złoty, 9/100) shall be allocated to the Company's statutory reserve funds.

Section 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 14th 2020 as the dividend record date, and

– July 28th 2020 as the dividend payment date.

Section 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:

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8. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 8

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Daniel Obajtek in respect of his duties as President of the Management Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 9

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Armen Konrad Artwich in respect of his duties as Member of the Management Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 10

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Patrycja Klarecka in respect of her duties as Member of the Management Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 11
RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020
to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 12
RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020
to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 13

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Michał Róg in respect of his duties as Member of the Management Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 14

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Józef Węgrecki in respect of his duties as Member of the Management Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 15

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Chairperson of the Supervisory Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 16

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Andrzej Szumański in respect of his duties as Member and Deputy Chairman of the Supervisory Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 17

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Chair of the Supervisory Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 18

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 19

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Biernat-Wiatrak in respect of her duties as Member of the Supervisory Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 20

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Andrzej Kapała in respect of his duties as Member of the Supervisory Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 21

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 22

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Jadwiga Lesisz in respect of her duties as Member of the Supervisory Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 23

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Małgorzata Niezgodą in respect of her duties as Member of the Supervisory Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 24

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Anna Wójcik in respect of her duties as Member and Secretary of the Supervisory Board in the financial year 2019.

Section 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. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 25

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Barbara Jarzembowska in respect of her duties as Member of the Supervisory Board in the financial year 2019.

Section 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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26. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 26

RESOLUTION NO. ...

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

dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Michał Klimaszewski in respect of his duties as Member of the Supervisory Board in the financial year 2019.

Section 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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27. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 27

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Anna Sakowicz – Kacz in respect of her duties as Member of the Supervisory Board in the financial year 2019.

Section 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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28. Discharge for performance of duties in 2019

Proxy voting instruction regarding Resolution No. 28

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020

to grant discharge for performance of duties in 2019

Section 1

Acting pursuant to Art. 395.2.3 of the Commercial Companies Code in conjunction with Art. 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 Roman Kusz in respect of his duties as Member of the Supervisory Board in the financial year 2019.

Section 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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29. Adoption of a remuneration policy for Management Board and Supervisory Board members

Proxy voting instruction regarding Resolution No. 29

RESOLUTION NO. ...

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

dated 2020

to adopt the remuneration policy for the Management Board and Supervisory Board members and to authorise the Supervisory Board to define the details of the remuneration policy.

Section 1

Pursuant to Art. 90d.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (the “Act”), the Annual General Meeting hereby adopts the Remuneration Policy for members of the Management Board and Supervisory Board of Polski Koncern Naftowy ORLEN S.A. as set out in the appendix hereto (the “Policy”). The appendix containing the Policy is an integral part of this Resolution.

Section 2

Acting pursuant to Art. 90d.7 of the Act, the Annual General Meeting authorises the Supervisory Board to define the details of the Policy, including by adding appropriate provisions to the contracts made with the individual Management Board members, to the following extent and within the following limits:

- 1) determination of the amount and of the terms of defining the Fixed Remuneration and Variable Remuneration of Management Board members, as well as determination of the types and the terms of granting additional benefits, as well as determination of the possibility and terms of use of the Company's property, including for private purposes, to the extent specified in the Policy and the General Meeting’s resolution on determination of the rules of remuneration for Management Board members;
- 2) taking any other steps necessary to implement the Policy, in particular with respect to those matters which require clear guidance by the Supervisory Board in accordance with express provisions of the Policy or its purpose.

Section 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:

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30. Amendments to the Company's Articles of Association

Proxy voting instruction regarding Resolution No. 30

RESOLUTION NO. ...

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

dated 2020

to amend the Company's Articles of Association

Section 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:

To delete the term and definition of "Related Party" in Art. 1.4, reading as follows:

"Related Party" – means the Parent of the Company, a Subsidiary of the Company, or a Subsidiary of the Parent of the Company; this definition shall not apply to Art. 7.11.1-7 of these Articles of Association.

Section 2

This Resolution shall come into force as of its date, with effect from the date when 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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31. Amendments to the Company's Articles of Association

Proxy voting instruction regarding Resolution No. 31

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020
to amend the Company's Articles of Association

Section 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) After Art 7.7.6, Art 7.7.6a shall be added, reading as follows:

“6a. adoption of a policy defining the rules of remuneration for members of the Company's Management Board and Supervisory Board;”

Section 2

This Resolution shall come into force as of its date, with effect from the date when 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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32. Amendments to the Company's Articles of Association

Proxy voting instruction regarding Resolution No. 32

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020
to amend the Company's Articles of Association

Section 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:

Art. 8.9a shall read as follows:

“Adoption of resolutions on the following matters:

- a) any benefits provided by the Company to Members of the Management Board,
- b) granting consent to the execution by the Company of a material transaction with a related party of the Company within the meaning of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005,
- c) appointment of an auditor to audit the Company’s financial statements shall require consent by at least half of the independent members of the Supervisory Board, subject to Art. 8.5. of the Company’s Articles of Association.

The above provisions shall be without prejudice to the application of Art. 15.1 and 15.2 of the Commercial Companies Code.”

Section 2

This Resolution shall come into force as of its date, with effect from the date when 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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33. Amendments to the Company’s Articles of Association

Proxy voting instruction regarding Resolution No. 33

RESOLUTION NO. ...

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

dated 2020

to amend the Company’s Articles of Association

Section 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:

In Art. 8.12.6, Art. 8.12.6a shall be added, reading as follows:

“6a execution of a material transaction with a related party of the Company within the meaning of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005;”

Section 2

This Resolution shall come into force as of its date, with effect from the date when 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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34. Amendments to the Company's Articles of Association

Proxy voting instruction regarding Resolution No. 34

RESOLUTION NO. ...

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

dated 2020

to amend the Company's Articles of Association

Section 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) Art. 7.7.8, reading as follows, shall be deleted:
“grant consent to disposal of property, perpetual usufruct of or an interest in property with a net carrying amount exceeding one-twentieth of the Company's share capital”;
- 2) The points in Art. 7.7 shall be renumbered so that the existing Art. 7.7.9 shall be renumbered as Art. 7.7.8, Art. 7.7.10 shall be renumbered as Art. 7.7.9, Art. 7.7.11 shall be renumbered as Art. 7.7.10, Art. 7.7.12 shall be renumbered as Art. 7.7.11, Art. 7.7.13 shall be renumbered as Art. 7.7.12, and Art. 7.7.14 shall be renumbered as Art. 7.7.13.

The provisions contained in the Articles specified in the preceding sentence shall not be amended (previous Art. 7.7.9 to Art. 7.7.14);

- 3) Art. 7.7a shall be amended to read as follows:
“Acquisition or disposal of property, perpetual usufruct of or an interest in property shall not require a resolution of the Company's General Meeting.”;
- 4) Art. 8.11.13 shall be amended to read as follows:
“granting consent, at the Management Board's request, to disposal of property, perpetual usufruct of or an interest in property;”;
- 5) Art. 8.12.1 shall be amended to read as follows:
“Subject to Art. 7.7.7 and Art. 8.11.13, 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 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;”;
- 6) Art. 9.7.2 shall be amended to read as follows:
“Disposal of property, or perpetual usufruct of or an interest in property, with the proviso that the disposal shall require the consent of the Supervisory Board.”

Section 2

This Resolution shall come into force as of its date, with effect from the date when 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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35. Determination of the consolidated text of the Company's Articles of Association

Proxy voting instruction regarding Resolution No. 35

RESOLUTION NO. ...
OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA
dated 2020
to determine the consolidated text of the Company's Articles of Association

Section 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.

Section 2

This Resolution shall come into force as of its date, with effect from the date when 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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Other instructions:

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Signature of the Principal

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