

EXTRAORDINARY GENERAL MEETING

– PROXY VOTING FORM

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 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 Extraordinary 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 EXTRAORDINARY GENERAL MEETING OF
POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA

dated2020

to appoint the Chairperson of the Extraordinary 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 Extraordinary 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:
.....
.....

2. Adoption of the agenda

Proxy voting instruction regarding Resolution No. 2

RESOLUTION NO ...
OF THE EXTRAORDINARY GENERAL MEETING OF
POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA

dated2020

to adopt the agenda of the Extraordinary General Meeting

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.

Section 1

The Extraordinary 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 adopt resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Voting on a resolution on the number of Supervisory Board members.
7. Adoption of the resolutions regarding changes in the composition of the Supervisory Board.
8. 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 EXTRAORDINARY GENERAL MEETING OF
POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA

dated2020

to appoint the Ballot Committee

Section 1

Pursuant to Par. 8 of the Rules of Procedure for the General Meeting of Polski Koncern Naftowy ORLEN S.A., the Extraordinary 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. Determination of the number of Supervisory Board members.

Proxy voting instruction regarding Resolution No. 4

RESOLUTION NO ...
OF THE EXTRAORDINARY GENERAL MEETING OF
POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA

dated2020

on determination of the number of Supervisory Board members

Section 1

Pursuant to Section 14.2 of the Rules of Procedure for the General Meeting of Polski Koncern Naftowy ORLEN S.A., the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. hereby resolves that the Supervisory Board of Polski Koncern Naftowy ORLEN S.A. shall consist of members.

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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5. Dismissal of a member of the Supervisory Board of PKN ORLEN S.A.

Proxy voting instruction regarding Resolution No. 5

RESOLUTION NO ...
OF THE EXTRAORDINARY GENERAL MEETING OF
POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA

dated2020

dismiss member of the Supervisory Board of PKN ORLEN S.A.

Acting pursuant to Article 385.1 of the Commercial Companies Code and Article 7.7.4 of the Company's Articles of Association

Section 1

the Extraordinary General Meeting hereby resolves to dismiss Mr/Msfrom the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

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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.....

6. Appointment member of the Supervisory Board of PKN ORLEN S.A.

Proxy voting instruction regarding Resolution No. 6

RESOLUTION NO ...
OF THE EXTRAORDINARY GENERAL MEETING OF
POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA

dated2020

to appoint member of the Supervisory Board of PKN ORLEN S.A.

Acting pursuant to Article 385.1 of the Commercial Companies Code and Article 7.7.4 of the Company's Articles of Association

Section 1

the Extraordinary General Meeting hereby resolves to appoint Mr/Msto the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

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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.....

7. Appointment Chair of the Supervisory Board of PKN ORLEN S.A.

Proxy voting instruction regarding Resolution No. 7

RESOLUTION NO ...
OF THE EXTRAORDINARY GENERAL MEETING OF
POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA

dated2020

to appoint the Chair of the Supervisory Board

Acting pursuant to Art. 8.4 of the Company’s Articles of Association

Section 1

the Extraordinary General Meeting hereby resolves to appoint as Chair of the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

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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Signature of the Principal