

**DRAFT RESOLUTION OF THE GENERAL MEETING OF POLSKIE GÓRNICTWO NAFTOWE I
GAZOWNICTWO SPÓŁKA AKCYJNA**

The Management Boards of the Merging Companies have appended to the Merger Plan the the following draft resolution of the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna (PGNiG) on the merger with Polski Koncern Naftowy ORLEN Spółka Akcyjna.

RESOLUTION NO [●]

of the Extraordinary General Meeting

of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

registered office in Warszawa ("Company")

of [●]

on: the merger between the Company and Polski Koncern Naftowy ORLEN Spółka Akcyjna, registered office in Płock, National Court Register (KRS) No.: 0000028860 („PKN ORLEN”) and approval of the proposed amendments to PKN ORLEN Articles of Association

Acting pursuant to Article 492(1)(1) and Article 506 of the Code of Commercial Companies (“CCC”) and §56(5)(4) and §56(5)(5) of the Company’s Articles of Association, having analysed the plan of merger between the Company and PKN ORLEN (the “Merger Plan”), schedules to the Merger Plan, Company’s management board report on the grounds for merger between the Company and PKN ORLEN and auditor’s opinion issued pursuant to Article 503(1) CCC, it is hereby resolved as it follows:

§ 1.

1. The Extraordinary General Meeting of the Company hereby approves:
 - a) the merger of the Company with PKN ORLEN by way of transferring all assets and liabilities of the Company to PKN ORLEN in exchange for the shares to be issued by PKN ORLEN to the shareholders of the Company in compliance with the Merger Plan;
 - b) the Merger Plan, appended as Schedule 1 hereto;
 - c) amendments to the Articles of Association of Polski Koncern Naftowy ORLEN Spółka Akcyjna laid down in Schedule 3 to the Merger Plan.

§ 2.

This decision will come into force on condition that the control authority raises no objections with regard to the secondary acquisition of a dominant position referred to in Article 3(2)(2) of the Act of 24 July 2015 on the control of certain investments (consolidated text: OJ 2020.2145 as amended) or that the control authority refuses to investigate on the grounds that, pursuant to that act, the activity notified in the notification on the secondary acquisition of a dominant position is not governed by that act.