

SCHEDULE 3 TO THE MERGER PLAN

Draft amendments to the PKN ORLEN Statutes

In view of the Merger between PKN ORLEN and Grupa LOTOS, the Management Boards of the Merging Companies put forward the following proposed amendments to PKN ORLEN's Statutes:

1. The existing wording of §3(1) of the PKN ORLEN's Statutes will now read:

"Share capital amounts to PLN 783,059,906.25 (seven hundred eighty three million fifty nine thousand nine hundred and six point twenty five zlotys) and is divided into 626,447,925 (six hundred and twenty six million four hundred and forty seven thousand nine hundred and twenty five) shares with the nominal value of PLN 1.25 (one point twenty five zloty) per share, of which:

a) 336,000,000 (three hundred and thirty six million) A bearer shares numbered from A-000000001 to A-336000000,

b) 6,971,496 (six million nine hundred and seventy one thousand four hundred and ninety six) B bearer shares numbered from B-0000001 to B6971496,

c) 77,205,641 (seventy seven million two hundred and five thousand six hundred and forty one) C bearer shares numbered from C-00000001 do C-77205641,

d) 7.531.924 (seven million five hundred and thirty one thousand nine hundred and twenty four) D bearer shares numbered from D-0000001 to D-7531924,

e) 198,738,864 (one hundred and ninety eight million seven hundred and thirty eight thousand eight hundred and sixty four) E bearer shares numbered from E-0000001 do E-198738864".

2. The current wording of §8(1) of PKN ORLEN's Statutes is replaced with the following wording:

"The Supervisory Board is composed of six to fifteen members, including the chairperson".

3. The current wording of § 9(1) of PKN ORLEN's Statutes is replaced with the following wording:

"The Management Board of the Company is composed of from five to eleven members, including the President, Vice-Presidents and other members of the Management Board".