

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

dated 30 June 2017

**regarding the change of the resolution no 4 of the Extraordinary General Meeting dated 24
January 2017**

Acting on the basis of the Art. 2 item 2 point 1, Art. 4, Art. 5, Art. 6, Art. 7 and Art. 8 of the act as of 9 June 2016 on rules of determining remunerations of persons managing certain companies (Journal of Law 2016 position 1202) the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. with its headquarters in Plock, resolves as follows:

§ 1

The § 3 item 3 of the resolution no 4 of the Extraordinary General Meeting dated 24 January 2017 is changed as follows:

“3. The General Meeting establishes the following additional Managerial Objectives determining the possibility to receive the Variable Remuneration:

- a) implementing the principles of remunerating members of the management and supervisory bodies in all companies belonging to the Capital Group in accordance with the provisions of the Act to be achieved by 30 June 2017,
- b) determining the composition of the supervisory boards in all companies belonging to the Capital Group in such a manner that their members hold required qualifications of members of supervisory boards, confirmed by a positive result of the examination for candidates for members of supervisory boards or hold qualifications exempting them from the obligation to pass the examination in particular: hold a PhD degree in economic sciences or law, or are entered into the list of legal counsels, attorneys, expert auditors or investment advisers to be achieved by 31 December 2017,
- c) realization of duties mentioned in Articles 17-20, Article 22 and Article 23 of the act as of 16 December 2016 on the state asset management (Journal of Law 2016 position 2259), in the Company’s subsidiaries defined in Art. 4 point 3 of act as of 16 February 2007 on protection of the competition and consumers (Journal of Law 2017 position 229) to be achieved by 31 December 2017.”

§ 2

The resolution shall come into force on the day of its adoption.

Number of shares for which valid votes were cast:

Percentage of shares for which valid votes were cast in the share capital:

Total number of valid votes:

Votes in favour of the resolution

Votes against the resolution

Votes abstained

The resolution was adopted by way of open ballot.

RESOLUTION NO.

**OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA
AKCYJNA**

dated 30 June 2017

regarding the amendments to the Articles of Association of the Company

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 7 item 7 point 9 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves as follows:

§ 1

Following amendments are made to the Articles of Association of the Company:

1. § 8 item 2 shall be read as follows:

"2

Members of the Supervisory Board are appointed and recalled in the following manner:

- 1) the State Treasury represented by the Minister of the State Treasury is entitled to appoint and recall one member of the Supervisory Board
- 2) other members of the Supervisory Board, including all members mentioned in item 5 of this article are appointed and recalled by the Shareholders Meeting;

Members of the Supervisory Board appointed by the State Treasury should fulfil the requirements described in the act as of 16 December 2016 on the state asset management.

The State Treasury's privilege to appoint one member of the Supervisory Board expires at the moment the State Treasury sells all its shares of the Company.

2. § 8 item 11 shall be read as follows:

"11

The Supervisory Board exercises permanent supervision over the Company's activities.

Furthermore, the competence of the Supervisory Board includes:

- 1) with the reservation of point 3 Section 1 of Art. 9, appointing and recalling the President, Vice-Presidents and other members of the Management Board;
- 2) representing the Company in contracts with the Management Board, including their contracts of employment;
- 3) suspending the activities of individual or all members of the Management Board for important reasons, as well as delegating a member or members of the Supervisory Board to temporarily perform the duties of those members of the Management Board who are not able to perform their duties;
- 4) adopting the Regulations for the Management Board;
- 5) selecting an entity authorized to audit financial statements to audit or review the financial statements of the Company and consolidated financial statements of the Group;
- 6) Company's financial statement assessment in respect of its accuracy both with books and documents and the actual state; assessment of the report of the Management Board on the Company's activities as well as the Management Board motions on the allocation of profit and coverage of loss, and the submission to the Shareholders Meeting an annual written report concerning the results of the above assessments;
- 6a) Capital Group's financial statement assessment and assessment of the report of the Management Board on the Capital Group's activities as well as the submission to the Shareholders Meeting an annual written report concerning the results of the above assessments;
- 7) pronouncing opinions on any issues submitted by the Management Board to be presented either to ordinary or extraordinary Shareholders Meeting;

- 8) granting consent to the members of the Management Board to take positions in supervisory or management authorities of other entities and to collect remuneration by virtue of such activities;
- 9) granting consent to realize investment projects and incurring liabilities resulting from these investments in case the expenses or charges due to such activity will exceed the equivalent of half of the Company's share capital;
- 10) setting the scope, accuracy and time for submission by the Management Board their annual and long-term financial plans and plans for the strategic development of the Company;
- 11) approving the Company's development strategy and long term financial plans;
- 12) pronouncing the opinions concerning annual financial plans;
- 13) pronouncing opinions on statements regarding representative expenses, law services expenses, marketing services, public relations services and social communication as well as management advisory services, provided that the Supervisory Board sets the scope of the the statements assessment with the need to respect of the legally protected secrets, especially indicated in Art. 428 of the Commercial Companies Code;
- 14) giving assent, upon the Management Board's motion, to sell real estates, perpetual usufructs or a share in such real estate, which net book value does not exceed one twentieth of the share capital;
- 15) giving assent, upon the Management Board's motion, to purchase real estates, perpetual usufructs or a share in such real estate, which net book value does not exceed one fortieth of the share capital;
- 16) consent to purchase by the Company the Company's shares to prevent a serious damage, mentioned in Article 362 § 1 point 1 of the Code of Commercial Companies, directly endanger the Company;
- 17) appointing the acting President of the Management Board, mentioned in § 9 item 3 point 3 in case of the suspension of the President of the Management Board or termination of his/her mandate before termination of the term of office;
- 18) approval of the detail terms and procedure of disposal of fixed assets."

3. § 8 item 12 shall be read as follows:

"12

The Management Board is obliged to obtain the Supervisory Board's consent in order to perform the following activities:

1. setting up a branch abroad;
2. sale or encumber, on the basis of one or several connected legal activities, fixed assets whose net book value exceeds one twentieth of the assets value according to the latest financial statement approved by the Shareholders Meeting;
3. sale or encumber, in any possible way, shares or stakes in the following companies: Naftoport Sp. z o.o., Inowroclawskie Kopalnie Soli S.A. and in the company that will be created in order to run the pipeline transport of liquid fuels;
4. incurring other liability which on the basis of one or several connected legal actions, during the financial year, exceeds the equivalent of one fifth of the share capital, excluding the following:
 - a) activities performed within the confines of ordinary Management Board, including in particular all activities subject to turnover of Fuels or Energy,
 - b) activities approved by the Supervisory Board in annual financial plans;
 - c) activities which need the consent of the Shareholders Meeting in order to be performed;
 - d) activities performed in connection with realization of investment task, approved by the Supervisory Board according to § 8 item 11 point 9 of the Articles of Association, to the amount not exceeding 110 percent of the amount allocated for this investment task;
 - e) activities concerning realization of investment task and incurring liabilities, resulting from that task, if expenditures or charges do not exceed the limit indicated in § 8 item 11 point 9 above;
5. realization by the Company abroad capital or real investments which value exceeds one twentieth of the share capital;
6. exercising by the Company its voting rights at shareholders meetings and partners meetings of Subsidiaries and other entities, if the value of the shares or stakes possessed by the

Company, set on the basis of the price they had been acquired or taken hold of, amounts to more than one fifth of the Company's share capital in the following cases:

- merger with another company and transforming of the company,
 - sale and lease of the company's undertaking and establishing the right to use on it,
 - changes to the articles of incorporation or articles of association,
 - conclude the company agreement in the meaning of Article 7 of the Code of Commercial Companies,
 - winding up of the company.
7. creating commercial law companies and joining existing companies, as well as making contributions to cover shares in companies, and selling shares, if the Company's capital engagement in a given company so far, or engagement which the Company is about to achieve as a result of buying or acquiring of shares, calculated on the basis of the price they had been acquired or taken hold of, exceeds one tenth of the share capital of the Company, excluding purchasing of shares on the regulated market.
 8. conclusion of agreement on legal services, marketing services, public relations and public communication services and on management advisory services if the total remuneration for the services exceeds PLN 500 000 net per annum;
 9. change of the agreement on legal services, marketing services, public relations and public communication services and management advisory services if it increases the total remuneration above the amount indicated in point 8 hereinabove;
 10. conclusion of agreement on legal services, marketing services, public relations and public communication services and on management advisory services if the maximum remuneration is not predicted;
 11. conclusion of donation agreement or other agreement with similar effect of the total value exceeding PLN 20 000 or 0,1% of the total assets within the meaning of the Accounting Act as on 29 September 1994, established on the basis of the latest approved financial statement;
 12. conclusion of agreement on releasing from the debt or other agreement with similar effect of the total value exceeding PLN 50 000 or 0,1% of the total assets within the meaning of the Accounting Act as on 29 September 1994, established on the basis of the latest approved financial statement;
 13. making an advance payment for the shareholders by virtue of the expected dividend.”
4. § 9 item 1 shall be read as follows:

“1

1. The Company's Management Board consists of five to nine members, including the President, Vice-Presidents and other members of the Management Board.
2. Members of the Management Board are appointed and recalled by the Supervisory Board. Appointment of the Member of the Management Board is a result of qualification procedure the aim of which is examination and assessment of the candidates qualifications and appointment of the best candidate for the Member of the Management Board.
3. One member of the Management Board is appointed and recalled by the Supervisory Board on the application of a person authorised by the State Treasury Minister until the State Treasury sells the last share of the Company.
4. A candidate for the Member of the Management Board shall be a person who fulfils all of the following conditions:
 - 1) Holds a graduate degree or a graduate degree received abroad recognized in the Republic of Poland in accordance with separate provisions;
 - 2) The person was employed for a period not less than 5 years on the basis of an employment contract, appointment contract, postings, election or a cooperative employment contract or provided services on the basis of another agreement or carried out an economic activity in a self-employed capacity;
 - 3) The person has at least 3 years of experience obtained in a managerial or independent positions or resulting from carrying out an economic activity in a self-employed capacity;
 - 4) fulfils other than stated in p. 1-3 requirements specified in separate provisions, in particular does not infringe the limitations or prohibitions of rules regarding holding a position of a member of a management body in the commercial companies.

5. Furthermore, the candidate for a Management Board member shall not be a person that fulfils at least one of the following conditions:
- 1) acts as a community collaborator or is employed in a deputy`s, senator`s, deputy-senator`s or deputy to the European Parliament`s office on the basis of an employment contract or commission contract or other of similar nature,
 - 2) is a member of a body that conducts an external representation of a political party and is authorised to enter into legally binding commitments,
 - 3) is employed by a political party on the basis of an employment contract or commission contract or other of similar nature,
 - 4) holds a position as a result of election in a company trade union organization or in a trade union organization from the capital group,
 - 5) person`s social or gainful activity is in contradiction with the interest of the company.”

5. To § 9 item 11 shall be added and read as follows:

“11. The Management Board of the Company is obliged to prepare and submit to the General Meeting statements regarding representative expenditures, expenditures on legal services, marketing services, public relations and public communication services and management advisory services. The statement shall be prepared with the respect of the legally protected secrets, especially indicated in Art. 428 of the Commercial Companies Code.”

6. § 10 shall be read as follows:

“§ 10

Terms of disposal of fixed assets

1. The sale of fixed assets within the meaning of the Accounting Act as on 29th of September 1994, of value exceeding 0,1% of total assets, established on the basis of the latest approved financial statement, shall be conducted by tendering procedure, if the value of the sold element does not exceed PLN 20.000,00.
2. The Company may sell fixed assets without the tendering procedure when:
 - 1) the subject of the agreement are shares or other financial fixed assets or licences, patents or other industrial property rights or know-how, when the sale conditions and different from the public tender procedure are specified by detailed rules of sale of fixed assets approved by the Supervisory Board;
 - 2) the sale is conducted in the liquidation process on terms specified in the resolution of the General Meeting of Shareholders subject to other provisions;
 - 3) the subjects of sale are dwellings owned by the Company and the sell price is not lower than 50% of its market value, for the benefit of a tenant or a close related resident in the meaning of Art 4 point 13 of the Property Management Act of 21 August 1997; the price shall be determined with regards to occupied dwellings; costs of improvements made by the tenant are included into the dwelling price;
 - 4) in other justified cases specified in the detailed terms stated in point 1;
 - 5) the sale is carried out to the benefit of the subsidiaries;
 - 6) the subject of sale is CO₂ emission rights of and its equivalents.

7. There shall be added § 11 which shall be read as follows:

“§11

The Management Board is obliged to undertake actions that aim at implementing into the articles of association/incorporation of the companies, towards which the Company is a parent entity in the meaning of Art. 4 point 3 of the act on protection of competition and consumer as of 16 February 2007, rules specified in Art. 17 item 1-6, Art. 18 item 1, Art. 19 item 1-5, Art. 22 of the act on state asset management.”

8. There shall be added § 12 which shall be read as follows:

“§ 12
Duration and the financial year of the Company

1. The duration of the Company is unlimited.
2. The Company's financial year is the calendar year.

§ 2

The resolution shall come into force upon the date of the registration of the changes in the National Court Register.

Number of shares for which valid votes were cast:

Percentage of shares for which valid votes were cast in the share capital:

Total number of valid votes:

Votes in favour of the resolution

Votes against the resolution

Votes abstained

The resolution was adopted by way of open ballot.

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

dated 30 June 2017

regarding authorisation for the Supervisory Board to determine the unified text of the amended
Articles of Association of the Company

Acting pursuant to Article 430 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. with its headquarters in Plock, adopts as follows:

§ 1

In connection with the adoption of the resolution no ... on an amendment to the Company's Articles of Association, passed by the Ordinary General Meeting held on 30 June 2017, the General Meeting hereby authorises the Company's Supervisory Board to determine the unified text of the Articles of Association of the Company taking into account the amendment introduced by the abovementioned resolution.

§ 2

The resolution shall come into force upon its adoption.

Total number of valid votes:
Votes in favour of the resolution
Votes against the resolution
Votes abstained

The resolution was adopted by way of open ballot.

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

dated 30 June 2017

regarding: terms of proceedings regarding conclusions of agreements on legal services, marketing services, public relations and public communication services and management advisory services and changes of these agreements,

Pursuant to Art. 17 par. 2 of the act as of 16 December 2016 on the state asset management, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock resolves as follows:

§ 1

The consent of the Supervisory Board is required for:

- 1) conclusion of agreements on legal services, marketing services, public relations and public communication services and management advisory services if the total remuneration for the services exceeds PLN 500 000 net per annum;
- 2) changes of agreements on legal services, marketing services, public relations and public communication services and management advisory services if it increases the total remuneration for the services above the amount indicated in point 1 hereinabove;
- 3) conclusion of agreements on legal services, marketing services, public relations and public communication services and management advisory services if the maximum remuneration for the services is not predicted.

§ 2

The resolution shall come into force upon its adoption.

Total number of valid votes: [●]

Votes in favour of the resolution: [●]

Votes against the resolution: [●]

Votes abstained: [●]

The resolution has been adopted in an open ballot.

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

dated 30 June 2017

regarding: terms of proceedings regarding donation agreements concluded by the Company, releasing from the debt or other agreements with similar effect

Pursuant to Art. 17 par. 3 point 1) and 2) of the act as of 16 December 2016 on the state asset management, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock resolves as follows:

§ 1

The consent of the Supervisory Board is required with regard to the conclusion of the agreements as follows:

- 1) donation agreement or other agreement with similar effect of the total value exceeding PLN 20 000 or 0,1% of the total assets within the meaning of the Accounting Act as on 29 September 1994, established on the basis of the latest approved financial statement.

- 2) releasing from the debt or other agreements with similar effect of the total value exceeding PLN 50 000 or 0,1% of the total assets within the meaning of the Accounting Act as of 29 September 1994, established on the basis of the latest approved financial statement.

§ 2

The resolution shall come into force upon its adoption.

Total number of valid votes: [●]

Votes in favour of the resolution: [●]

Votes against the resolution: [●]

Votes abstained: [●]

The resolution has been adopted in an open ballot.

RESOLUTION NO. ...

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

dated 30 June 2017

regarding: terms of sale of fixed assets

Pursuant to Art. 17 par. 4 of the act as of 16 December 2016 on the state asset management, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock resolves as follows:

§ 1

2. The sale of fixed assets within the meaning of the Accounting Act as of 29 September 1994, of value exceeding 0,1% of the total assets, established on the basis of the latest approved financial statement, shall be conducted by tendering procedure, unless the value of the element being sold exceeds PLN 20 000.

3. The Company may sell fixed assets without the tendering procedure when:

1) the subject of the agreement are shares or other financial fixed assets or licences, patents or other industrial property rights or know-how, when the sale conditions and different from the public tender procedure are specified by detailed rules of sale of fixed assets approved by the Supervisory Board;

2) the sale is conducted in the liquidation process on terms specified in the resolution of the General Meeting of Shareholders subject to other provisions;

3) the subjects of sale are dwellings owned by the Company and the sell price is not lower than 50% of its market value, for the benefit of a tenant or a close related resident in the meaning of Art 4 point 13 of the Property Management Act of 21 August 1997; the price shall be determined with regards to occupied dwellings; costs of improvements made by the tenant are included into the dwelling price;

4) in other justified cases specified in the detailed terms stated in point 1;

5) the sale is carried out to the benefit of the subsidiaries;

6) the subject of sale is CO₂ emission rights of and its equivalents.

4. The detailed terms of sale of fixed assets stated in point 1 are to be approved by the Supervisory Board.

§ 2

The resolution shall come into force upon its adoption.

Total number of valid votes: [●]

Votes in favour of the resolution: [●]

Votes against the resolution: [●]

Votes abstained: [●]

The resolution has been adopted in an open ballot.

RESOLUTION NO. ...

**OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA
AKCYJNA**

dated 30 June 2017

regarding: the obligation of submission of representative expenditures statements, expenditures on legal services, marketing services, public relations and public communication services and management advisory services

Pursuant to Art. 17 p. 6 of the act as of 16 December 2016 on the state asset management, the General Meeting of Shareholders of Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock resolves as follows:

§ 1

The Management Board of the Company will, at least once a year, submit statements regarding representative expenditures, expenditures on legal services, marketing services, public relations and public communication services and management advisory services to the General Meeting.

§ 2

The obligation of the Supervisory Board is evaluation of the statements regarding representative expenditures, expenditures on legal services, marketing services, public relations and public communication services and management advisory services, prepared by the Management Board. The Supervisory Board shall determine the scope of the evaluation, with due respect to the legally protected secrets.

§ 3

The resolution shall come into force upon its adoption.

Total number of valid votes: [●]

Votes in favour of the resolution: [●]

Votes against the resolution: [●]

Votes abstained: [●]

The resolution has been adopted in an open ballot.

RESOLUTION NO. ...

**OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA
AKCYJNA**

dated 30 June 2017

regarding: the determination of requirements for the candidate for a Management Board member and conducting of a qualification procedure for a Management Board member

Pursuant to Art. 18 and 22 of the act as of 16 December 2016 on the state asset management, the General Meeting of Shareholders of Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock resolves as follows:

§ 1

The candidate for a Management Board member of the Company may be a person, who fulfils the following conditions altogether:

- 1) Holds a graduate degree or a graduate degree received abroad recognized in the Republic of Poland in accordance with separate provisions;
- 2) The person was employed for a period not less than 5 years on the basis of an employment contract, appointment contract, postings, election or a cooperative employment contract or provided services on the basis of another agreement or carried out an economic activity in a self-employed capacity;
- 3) The person has at least 3 years of experience obtained in a managerial or independent positions or resulting from carrying out an economic activity in a self-employed capacity;
- 4) fulfils other than stated in p. 1-3 requirements specified in separate provisions, in particular does not infringe the limitations or prohibitions of rules regarding holding a position of a member of a management body in the commercial companies.

§ 2

Furthermore, the candidate for a Management Board member shall not be a person that fulfils at least one of the following conditions:

- 1) acts as a community collaborator or is employed in a deputy's, senator's, deputy-senator's or deputy to the European Parliament's office on the basis of an employment contract or commission contract or other of similar nature,
- 2) is a member of a body that conducts an external representation of a political party and is authorised to enter into legally binding commitments,
- 2) is employed by a political party on the basis of an employment contract or commission contract or other of similar nature,
- 3) holds a position as a result of election in a company trade union organization or in a trade union organization from the capital group,
- 5) person's social or gainful activity is in contradiction with the interest of the company.

§ 3

- 1) The Supervisory Board appoints a Member of the Management Board after conducting of a qualification procedure, which aims at examination and assessment of the qualifications of candidate and selection of the best candidate for a Member of the Management Board.
- 2) The Supervisory Board when initiating a qualification procedure for a Member of the Management Board, determines specific principles and mode of the procedure, a date and a place for applications' submission, a date and a place of a recruitment interview, a scope of matters being a subject of an interview, requirements and manners of candidate's assessment.

§ 4

The resolution shall come into force upon its adoption.

Total number of valid votes: [●]

Votes in favour of the resolution: [●]

Votes against the resolution: [●]

Votes abstained: [●]

The resolution has been adopted in an open ballot.

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

dated 30 June 2017

regarding: implementation of rules specified in the act on state asset management in companies towards which the Company is a parent entity.

Pursuant to Art. 17 item 7, Art. 18 item 2, Art. 20 and Art. 23 of the act as of 16 December 2016 on the state asset management, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered office in Płock resolves as follows:

§ 1

The Management Board is obliged to undertake actions that aim at implementing into the articles of association/ incorporation of the companies, towards which the Company is a parent entity in the meaning of Art. 4 point 3 of the Competition and Consumer Protection Act as on 16 February 2007, rules specified in Art. 17 item 1-6, Art. 18 item 1, Art. 19 item 1-5, Art. 22 of act on state asset management.

§ 2

The resolution shall come into force upon its adoption.

Total number of valid votes: [●]

Votes in favour of the resolution: [●]

Votes against the resolution: [●]

Votes abstained: [●]

The resolution has been adopted in an open ballot.