

RESOLUTION NO. ...

OF THE ANNUAL GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN S.A.

dated 2019

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 adopt resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Directors' Report on the activities of the ORLEN Group and PKN ORLEN S.A. in 2018.
7. Consideration of the financial statements of PKN ORLEN S.A. for the year ended December 31st 2018, as well as the Management Board's recommendation regarding the distribution of net profit for the financial year 2018.
8. Consideration of the consolidated financial statements of the ORLEN Group for the year ended December 31st 2018.
9. Consideration of the report of the Supervisory Board of PKN ORLEN S.A. for the financial year 2018.
10. Presentation of the 2018 Report on entertainment expenses, legal expenses, marketing expenses, public relations and communication expenses, and management consultancy fees.
11. Voting on a resolution to receive the Directors' Report on the activities of the ORLEN Group and PKN ORLEN S.A. in 2018.
12. Voting on a resolution to receive the financial statements of PKN ORLEN S.A. for the year ended December 31st 2018.
13. Voting on a resolution to receive the consolidated financial statements of the ORLEN Group for the year ended December 31st 2018.
14. Voting on a resolution to distribute net profit for the financial year 2018 and to determine the dividend record date and the dividend payment date.
15. Voting on resolutions to grant discharge to members of the Management Board of PKN ORLEN S.A. for performance of their duties in 2018.
16. Voting on resolutions to grant discharge to members of the Supervisory Board of PKN ORLEN S.A. for performance of their duties in 2018.
17. Voting on a resolution on the number of Supervisory Board members.
18. Voting on resolutions to appoint members of the Supervisory Board for a new term.
19. Voting on a resolution to amend Resolution No. 4 of the Company's Extraordinary General Meeting of January 24th 2017 on the remuneration policy for members of the Management Board.

20. Voting on a resolution to amend Resolution No. 5 of the Company's Extraordinary General Meeting of January 24th 2017 on the remuneration policy for members of the Supervisory Board.
21. Consideration of and voting on resolutions to amend the Company's Articles of Association and to determine the consolidated text of the Articles of Association.
22. Consideration of and voting on a resolution on the 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 and repealing the resolution no 34 of the Ordinary General Meeting of PKN ORLEN 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.
23. Consideration of and voting on a resolution on the terms of sale of fixed assets and repealing the resolution no 36 of the Ordinary General Meeting of PKN ORLEN dated 30 June 2017 regarding terms of sale of fixed assets.
24. Consideration of and voting on a resolution on the obligation of submission of representative expenditures statements, expenditures on legal services, marketing services, public relations and public communication services and management advisory services as well as best practices report and repealing the resolution no 37 of the Ordinary General Meeting of PKN ORLEN 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.
25. Consideration of and voting on a resolution to implement rules specified in the act on state asset management in companies towards which the Company is a parent entity and to repeal the resolution no 39 of the Ordinary General Meeting of PKN ORLEN S.A. 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.
26. Consideration of and voting on a resolution on rules of fixed assets management.
27. Closing of the General Meeting.

Section 2

This Resolution shall come into force upon its adoption.

Number of shares validly voted on ...

Number of shares validly voted on as percentage of share capital ...

Total number of valid votes cast: ...

Votes in favour: ...

Votes against: ...

Abstentions: ...