



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 6386/19
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated May 27th 2019**

concerning change of the agenda of the Annual General Meeting

Acting pursuant to Par. 9.7.1 of the Company's Articles of Association, and Par. 5.5.4 of the Rules of Procedure for the Management Board in connection with the motion of the Shareholder the State Treasury, submitted pursuant to Article 401 par. 1 of the Code of Commercial Companies and Par. 7.4.3 of the Company's Articles of Association and considering Resolution No. 6381/19 of the Management Board dated May 14th 2019 and Resolution No. 6385/19 of the Management Board dated May 22nd 2019, the Management Board hereby resolves as follows:

Section 1

1. The Management Board enters to the agenda of the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., convened for June 14th 2019, at 11:00, to be held at Dom Technika at ul. Kazimierza Wielkiego 41, Płock, Poland, after point 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" following additional points:

1. 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.
2. 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.
3. 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.
4. 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.
5. Consideration of and voting on a resolution on rules of fixed assets management.

2. The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna determines a new agenda of the Annual General Meeting convened for June 14th 2019, changed, according to item 1 hereof, on the requests of the Shareholder the State Treasury, as follows:

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

The Management Board approves the draft resolution of the Annual General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna submitted on 24 May 2019 by the Shareholder the State Treasury along with two motions and draft resolution regarding the adoption of the agenda of Annual General Meeting, in the wording attached hereto.

Section 3

This Resolution, in the scope presented in Par.1 and Par.2 changes the Resolution No. 6382/19 of the Management Board dated May 14th 2019 and Resolution No. 6385/19 of the Management Board dated May 22th 2019.

Section 4

This Resolution shall come into force upon its adoption.

Voting has been conducted by means of direct communications facilities.

All Members of the Management Board has been informed about the wording of the resolution.

7 Members of the Management Board participated in the vote, with 7 votes cast IN FAVOUR of the Resolution, 0 votes cast AGAINST it, and 0 ABSTENTIONS.

The Management Board of PKN ORLEN S.A.:

Daniel Obajtek - vote IN FAVOUR cast acc. to Par. 13 of the Company's Management Board Constitution

Armen Artwich - vote IN FAVOUR cast acc. to Par. 13 of the Company's Management Board Constitution

Patrycja Klarecka - vote IN FAVOUR cast acc. to Par. 13 of the Company's Management Board Constitution

Zbigniew Leszczyński - vote IN FAVOUR cast acc. to Par. 13 of the Company's Management Board Constitution

Wiesław Protasewicz - vote IN FAVOUR cast acc. to Par. 13 of the Company's Management Board Constitution

Michał Róg - vote IN FAVOUR cast acc. to Par. 13 of the Company's Management Board Constitution

Józef Węgrecki - vote IN FAVOUR cast acc. to Par. 13 of the Company's Management Board Constitution

Confirmation of the voting by the PKN ORLEN
S.A. Management Board:

.....

Daniel Obajtek

President of the Management Board