

RESOLUTION NO. 1

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

dated 17 July 2018

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 and Art. 8 of the Act as of 9 June 2016 on the rules of determining remunerations of persons managing certain companies (Journal of Law 2017 item 2190) the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., resolves as follows:

§ 1

The § 7 item 1 of the resolution no 4 of the Extraordinary General Meeting dated 24 January 2017 is changed as follows:

“1. The Supervisory Board may conclude with a member of the Management Board a non-competition agreement binding and effective after termination of the relation which is a basis of the performance of the function; such a non-competition agreement may be concluded only if a member of the Management Board has performed his/her function for a period of at least 3 (three) months and the amount of compensation for every month when a non-competition clause is binding may not exceed 100% of the fixed remuneration mentioned in § 2 item 2 of this Resolution.”

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 610 528
Percentage of shares for which valid votes were cast in the share capital:	66,31%
Total number of valid votes:	283 610 528
Votes in favour of the resolution	183 865 102
Votes against the resolution	64 598 513
Votes abstained	35 146 913

RESOLUTION NO. ...

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

dated 17 July 2018

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

Acting on the basis of the Art. 2 item 2 point 1, Art. 4 and Art. 8 of the Act as of June 9th 2016 on the rules of determining remunerations of persons managing certain companies (Journal of Law 2017 item 2190) the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., resolves as follows:

§ 1

The § 2 item 2 point a) and b) of the resolution no 4 of the Extraordinary General Meeting of January 24th 2017 is changed as follows:

“2. The amount of the monthly Fixed Remuneration of the Management Board Members will be defined as an amount by the Supervisory Board, provided that:

- a) Fixed Remuneration of the President of the Management Board will be set as an amount in the range between 15 and 30 times of the average salary in the enterprise sector, excluding payment of bonuses from profits in fourth quarter of the previous year, announced by the President of the Central Statistical Office,
- b) Fixed Remuneration of the remaining Management Board Members will be set as an amount in the range between 15 and 30 times of the average salary in the enterprise sector, excluding payment of bonuses from profits in fourth quarter of the previous year, announced by the President of the Central Statistical Office.”

§ 2

The § 7 item 1 of the resolution no 4 of the Extraordinary General Meeting of January 24th 2017 is changed as follows:

“1. The Supervisory Board may conclude with a member of the Management Board a non-competition agreement binding and effective after termination of the relation which is a basis of the performance of the function; such a non-competition agreement may be concluded only if a member of the Management Board has performed his/her function for a period of at least 3 (three) months and the amount of compensation for every month when a non-competition clause is binding may not exceed 100% of the fixed remuneration mentioned in § 2 item 2 of this Resolution.”

§ 3

This resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 610 528
Percentage of shares for which valid votes were cast in the share capital:	66,31%
Total number of valid votes:	283 610 528
Votes in favour of the resolution	35 851 267
Votes against the resolution	159 074 051
Votes abstained	88 685 210

The resolution has not been passed.