

**Mr. Wojciech Jasiński**  
**President of the Management Board**  
**PKN ORLEN S.A.**

Dear Mr. President,

Acting as a representative of the shareholder - the State Treasury under Article 401 § 1 of the Polish Code of Commercial Companies, I request to enter immediately following points to the agenda of the Ordinary General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna headquartered in Płock convened for 30 June 2017:

1. The adoption of the resolution regarding the change of the resolution no 4 of the Extraordinary General Meeting from 24<sup>th</sup> of January 2017 regarding rules of determining of the Management Board remuneration.
2. The adoption of resolutions regarding changes in the composition of the Supervisory Board.
3. The adoption of the resolution regarding the change of the Articles of Association of the Company.
4. The adoption of resolutions regarding:
  - a. terms of disposal of fixed assets,
  - b. terms of proceedings regarding conclusions of agreements on legal services, marketing services, public relations and public communication services and consultations on management and changes of these agreements,
  - c. terms of proceedings regarding donation agreements concluded by the Company, releasing from the debt or other agreements with similar effect,
  - d. terms and procedure of sale of fixed assets,
  - e. the obligation of submission of representative expenditures statements, expenditures on legal services, marketing services, public relations and public communication services and services of consultations on management,
  - f. the determination of requirements for the candidate for a Management Board member,
  - g. the realization of obligations resulting from Art. 17 par. 7, Art. 18 par. 2, Art. 20 and Art. 23 of the act on the state asset management.

#### Justification

Ad 1.

On 1 January 2017 the act as of 16 December 2016 on the state asset management (Journal of Law 2016 position 2259) has become effective and it determines the requirements for the candidate for the supervisory body member indicated by the entity entitled to exercise the rights from shares belonging to the State Treasury or state legal entity. One of the requirements is passing the exam for candidates for supervisory bodies members in the presence of an examination commission designated by the Prime Minister.

Furthermore, on the basis of the act as of 16 December 2016 *The Rules implementing the act on the state asset management* (Journal of Law 2016 position 2260), the Ministry of the State Treasury, which was responsible for the organization of the exams for candidates for the supervisory bodies members, was liquidated. With regards to those changes, the temporary interruption of the organization of the exams for the candidates for supervisory bodies members has been carried out.

With regards to the scope of the regulation no 4 of the Extraordinary General Meeting from 24 January 2017 regarding the rules of determining of the management board remunerations, which has specified as an additional management objective to be performed by 30 June 2017, the formation of the compositions of supervisory boards of companies from the capital group so that all of their members were entitled to be supervisory board members, attested by an examination for candidates for supervisory bodies members or had permissions statutory releasing from the obligation of passing the

exam, it is necessary to undertake proceedings in order to extend the abovementioned due date up to 31 December 2017 through the change of the abovementioned resolution.

Furthermore, the act as of 16 December 2016 *The Rules implementing the act on the state asset management* implemented changes to the act as of 9 June 2016 *on rules of determining remunerations of persons managing certain companies* by changing the provisions of Art. 4 par. 7 of that regulation. According to the current scope of the provision, as a separate objective determining the possibility to obtain the variable part of the remuneration of the members of management bodies for the given reporting year, additionally determined the realization of duties specified in art. 17-20, art. 22 and art. 23 of the act as of 16 December 2016 on the state asset management.

Ad 2.

The State Treasury, by requesting to place the point regarding changes in the composition of the Supervisory Board to the agenda of the General Meeting, as a shareholder uses its rights specified in the Company's Articles of Association and the Commercial Companies Code.

Ad 3. and 4.

The act as of 16 December 2016 on the state asset management imposed on the entities authorised to perform the rights form shares belonging to the State Treasury, the duty of taking actions in order to specify by way of a resolution adopted by the general meeting or in the articles of association of the company matters which shall require special supervision in the scope of the company's asset management. The regulation also specified the requirements for the candidates for members of supervisory and management bodies. Additionally, the regulation imposed the duty of implementing the procedure of election of the management board members after the qualification process conducted by the Supervisory Board, which aims at verification and assessment of qualifications of candidates.

Due to the crucial character and importance, the proposed changes shall be reflected in the articles of association. The articles of association, as an internal regulation referring to the functioning of the company shall consist of intelligible division of competency of corporate bodies of the companies, shall include clear rules of asset management, rules regarding investment decision making, manners of appointing members of supervisory and management bodies and determining its remunerations, as well as standards referring to the actions undertaken by the management of companies, for example in areas such as consulting, marketing, donating or representative expenditures. According to the act as of 16 December 2016 on the state asset management those areas shall be unitary standardised in the companies with the Treasury shareholding. For the abovementioned reasons, it is valid to implement the law provisions directly into the Articles of Association, not through the resolution of the general meeting. In case of adoption of the regulation by the General Meeting regarding the change of the Articles of Association in the mentioned scope, the proceeding of the proposal of regulations stated in the point 4 shall be pointless.

Regardless of the above the proposed changes do not breach the interest of the minority shareholders. What's more, they will ensure them the bigger access to the information about the Company and influence on the undertaken decisions.

At the same time I hereby inform that draft resolutions regarding the abovementioned issues will be submitted without a delay just after their specification.

Regards,