

RESOLUTION NO. 1

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

dated 30 June 2017

regarding the election of the Chairman of the Ordinary General Meeting

§ 1

Pursuant to Article 409 § 1 sentence 1 of the Commercial Companies Code in conjunction with § 5 of the Rules of Procedure for the General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A., the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. shall elect Mr Józef Palinka as the Chairman of the General Meeting.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	283 945 129
Votes against the resolution	0
Votes abstained	100

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 2

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

dated 30 June 2017

regarding the adoption of the agenda of the Ordinary General Meeting

§ 1

The Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to adopt the following agenda:

1. Opening of the General Meeting of Shareholders.
2. Election of the Chairman of the General Meeting of Shareholders.
3. Confirmation of the proper convocation of the General Meeting of Shareholders and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Election of the Tellers Committee.
6. Examination of the report of the Management Board on ORLEN Capital Group's activities and on the Company's activities for the year ended on 31 December 2016.
7. Examination of the Company's financial statement for the financial year 2016 and also the motion of the Management Board regarding the distribution of the net profit for the financial year 2016.
8. Examination of ORLEN Capital Group's consolidated financial statements for the financial year 2016.
9. Examination of the report of the Supervisory Board for the financial year 2016.
10. Adoption of the resolution regarding the approval of the report of the Management Board on activities of ORLEN Capital Group and the Company for the year ended on 31 December 2016.
11. Adoption of the resolution regarding the approval of the financial statements of the Company for the financial year 2016.
12. Adoption of the resolution regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2016.
13. Adoption of the resolution regarding the distribution of the net profit for the financial year 2016 and the determination of the dividend day and the dividend payment date.
14. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Management Board of the Company in 2016.
15. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Supervisory Board of the Company in 2016.
16. The adoption of the resolution regarding the change of the resolution no 4 of the Extraordinary General Meeting from 24th of January 2017 regarding rules of determining of the Management Board remuneration.
17. The adoption of resolutions regarding changes in the composition of the Supervisory Board.
18. The adoption of the resolution regarding the change of the Articles of Association of the Company.
19. 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.
20. Conclusion of the General Meeting of Shareholders.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	283 945 129
Votes against the resolution	0
Votes abstained	100

RESOLUTION NO. 3

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

dated 30 June 2017

regarding the election of the Tellers Committee

§ 1

Pursuant to § 8 of the Rules of Procedure for the General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A., the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to appoint the following persons as Members of the Tellers Committee:

- Dorota Maćkiewicz
- Agnieszka Milke
- Łukasz Pijanowski

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	283 945 129
Votes against the resolution	0
Votes abstained	100

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 4

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

dated 30 June 2017

regarding the approval of the report of the Management Board on activities of the ORLEN Capital Group and PKN ORLEN S.A. for the year ended on 31 December 2016

§ 1

Pursuant to Article 395 § 2 item 1 of the Commercial Companies Code and § 7 Section 7 item 1 of the Company's Articles of Association in conjunction with § 83 Section 7 of the Regulation of the Minister of Finance on current and periodic information, to be published by issuers of securities and on the conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Company's Supervisory Board, resolves to approve the report of the Management Board on activities of the ORLEN Capital Group and PKN ORLEN S.A. for 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 905 843
Votes against the resolution	100
Votes abstained	1 039 286

RESOLUTION NO. 5

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

dated 30 June 2017

regarding the approval of the Company's financial statement for the financial year 2016

§ 1

Pursuant to Article 395 § 2 item 1 of the Commercial Companies Code and Article 45 and Article 53 Section 1 of the Accounting Act in conjunction with § 7 Section 7 item 1 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Company's Supervisory Board, resolves to approve the stand-alone financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended on 31 December 2016, submitted by the Company's Management Board, verified by a certified auditor, including following items:

- stand-alone income statement (included in the statement of profit or loss and other comprehensive income) for the period from 1 January 2016 to 31 December 2016, presenting a net profit of PLN 5 364 455 552.64 (in words: five billion three hundred and sixty-four million four hundred and fifty-five thousand five hundred and fifty-two zloty, 64/100);
- stand-alone statement of financial position as of 31 December 2016, presenting the total balance of assets and liabilities in the amount of PLN 43 072 233 870.09 (in words: forty-three billion seventy-two million two hundred and thirty-three thousand eight hundred and seventy zloty, 09/100);
- stand-alone statement of changes in equity, presenting an increase in equity as of 31 December 2016 by the amount of PLN 4 322 960 304.66 (in words: four billion three hundred and twenty-two million nine hundred and sixty thousand three hundred and four zloty, 66/100);
- stand-alone cash flow statement, presenting an increase in the net cash by the amount of PLN 1 591 145 183.68 (in words: one billion five hundred and ninety-one million one hundred and forty-five thousand one hundred and eighty-three zloty, 68/100);
- additional information, including the introduction to the stand-alone financial statements and additional information and clarifications.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 905 843
Votes against the resolution	100
Votes abstained	1 039 286

RESOLUTION NO. 6

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

dated 30 June 2017

regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2016

§ 1

Pursuant to Article 395 § 5 of the Commercial Companies Code and Article 55 and Article 63c Section 4 of the Accounting Act in conjunction with § 7 Section 7 item 1 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Company's Supervisory Board, resolves to approve the consolidated financial statements of the ORLEN Capital Group for the year ended on 31 December 2016, submitted by the Company's Management Board, verified by a certified auditor, including the following items:

- consolidated income statement (included in the consolidated statement of profit or loss and other comprehensive income) for the period from 1 January 2016 to 31 December 2016, presenting a net profit of PLN 5 739 707 774.74 (in words: five billion seven hundred and thirty-nine million seven hundred and seven thousand seven hundred and seventy-four zloty, 74/100);
- consolidated statement of financial position as of 31 December 2016, presenting the total balance of assets and liabilities in the amount of PLN 55 558 895 758.16 (in words: fifty-five billion five hundred and fifty-eight million eight hundred and ninety-five thousand seven hundred and fifty-eight zloty, 16/100);
- consolidated statement of changes in equity, presenting an increase in equity as of 31 December 2016 by the amount of PLN 5 040 840 161.83 (in words: five billion forty million eight hundred and forty thousand one hundred and sixty-one zloty, 83/100);
- consolidated cash flow statement presenting an increase in the net cash and cash equivalents by the amount of PLN 2 685 170 451.09 (in words: two billion six hundred and eighty-five million one hundred and seventy thousand four hundred and fifty-one zloty, 09/100);
- additional information, including the introduction to the consolidated financial statements and additional information and clarifications.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 905 843
Votes against the resolution	100
Votes abstained	1 039 286

RESOLUTION NO. 7

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

dated 30 June 2017

regarding the distribution of the net profit for the financial year 2016 and the determination of the dividend day and the dividend payment date

§ 1

Pursuant to Article 395 § 2 item 2 of the Commercial Companies Code and § 7 Section 7 item 3 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Company's Supervisory Board, resolves to allocate the net profit for the financial year 2016 in the amount of PLN 5 364 455 552.64 (in words: five billion three hundred and sixty-four million four hundred and fifty-five thousand five hundred and fifty-two zloty, 64/100) as follows:

- 1) the amount of PLN 1 283 127 183.00 (in words: one billion two hundred and eighty-three million one hundred and twenty-seven thousand one hundred and eighty-three zloty, 00/100) for dividend payment (PLN 3 per share)
- 2) the remaining amount, i.e. PLN 4 081 328 369.64 (in words: four billion eighty-one million three hundred and twenty-eight thousand three hundred and sixty-nine zloty, 64/100) for the Company's supplementary capital.

§ 2

Pursuant to Article 348 § 4 of the Commercial Companies Code, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. determines:

- 14 July 2017 as the dividend day
- 4 August 2017 as the dividend payment day.

§ 3

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	283 945 129
Votes against the resolution	100
Votes abstained	0

RESOLUTION NO. 8

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Wojciech Jasiński in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 889 343
Votes against the resolution	16 600
Votes abstained	1 039 286

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 9

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Mirosław Kochalski in the financial year 2016.

§ 2

The resolution shall come into force upon of its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 889 342
Votes against the resolution	13 101
Votes abstained	1 042 786

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 10

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Sławomir Jędrzejczyk in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 892 843
Votes against the resolution	13 100
Votes abstained	1 039 286

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 11

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Krystian Pater in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 892 842
Votes against the resolution	13 100
Votes abstained	1 039 287

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 12

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Zbigniew Leszczyński in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 889 337
Votes against the resolution	13 100
Votes abstained	1 042 792

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 13

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Piotr Chełmiński in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 889 341
Votes against the resolution	13 101
Votes abstained	1 042 787

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 14

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Marek Podstawa in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 892 836
Votes against the resolution	13 101
Votes abstained	1 039 292

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 15

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Ms Angelina Sarota in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%

Total number of valid votes:	283 945 229
Votes in favour of the resolution	282 892 837
Votes against the resolution	13 101
Votes abstained	1 039 291

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 16
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA
dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Radosław L. Kwaśnicki in the financial year 2016.

§ 2

The resolution shall come into force upon of its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 892 837
Votes against the resolution	13 100
Votes abstained	1 039 291

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 17

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Leszek Pawłowicz in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 889 341
Votes against the resolution	16 600
Votes abstained	1 039 287

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 18

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Grzegorz Borowiec in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 889 336
Votes against the resolution	13 100
Votes abstained	1 042 792

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 19

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Artur Gabor in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 889 337
Votes against the resolution	13 100
Votes abstained	1 042 791

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 20

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Cezary Banasiński in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 224
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 224
Votes in favour of the resolution	282 889 336
Votes against the resolution	13 100
Votes abstained	1 042 788

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 21

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Cezary Możejński in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 889 336
Votes against the resolution	13 105
Votes abstained	1 042 787

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 22

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Adam Ambrozik in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 902 336
Votes against the resolution	100
Votes abstained	1 042 792

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 23

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A acknowledges the fulfilment of duties by Mr Remigiusz Nowakowski in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 889 336
Votes against the resolution	13 100
Votes abstained	1 042 792

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 24

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Mateusz Bochacik in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 889 336
Votes against the resolution	13 105
Votes abstained	1 042 787

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 25

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Adrian Dworzyński in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 128
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 128
Votes in favour of the resolution	282 889 336
Votes against the resolution	13 005
Votes abstained	1 042 787

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 26

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Ms Agnieszka Krzętowska in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 889 342
Votes against the resolution	13 100
Votes abstained	1 042 786

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 27

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Arkadiusz Siwko in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 889 336
Votes against the resolution	13 100
Votes abstained	1 042 792

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 28

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

dated 30 June 2017

regarding the acknowledgement of the fulfilment of duties in 2016

§ 1

Pursuant to Article 395 § 2 item 3 of the Commercial Companies Code in conjunction with § 7 Section 7 item 2 of the Company's Articles of Association, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. acknowledges the fulfilment of duties by Mr Wiesław Protasewicz in the financial year 2016.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	282 889 336
Votes against the resolution	13 100
Votes abstained	1 042 792

The resolution was adopted by way of secret

RESOLUTION NO. 29

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 ("Company"), 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:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	203 305 472
Votes against the resolution	50 705 553
Votes abstained	29 934 204

The resolution was adopted by way of open ballot.

RESOLUTION NO. 30

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

dated 30 June 2017

regarding the appointment to the Supervisory Board of PKN ORLEN S.A.

§ 1

Acting in accordance with § 8 item 2 point 2 of the Company's Articles of Association the Ordinary General Meeting appoints Ms Izabela Felczak-Poturnicka to the composition of the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	224 418 020
Votes against the resolution	54 642 009
Votes abstained	4 885 200

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 31

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

dated 30 June 2017

regarding the appointment to the Supervisory Board of PKN ORLEN S.A.

§ 1

Acting in accordance with § 8 item 2 point 2 of the Company's Articles of Association the Ordinary General Meeting appoints Mr Wojciech Kryński to the composition of the Supervisory Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%

Total number of valid votes:	283 945 229
Votes in favour of the resolution	224 434 214
Votes against the resolution	54 625 810
Votes abstained	4 885 205

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 32

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

dated 30 June 2017

regarding the establishment of the number of the Supervisory Board members

§ 1

Pursuant to § 14 item 2 of the Rules of Procedure for the General Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., the Ordinary General Meeting of Shareholders shall resolve the composition of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A. to consist of nine persons.

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 229
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 229
Votes in favour of the resolution	224 434 215
Votes against the resolution	54 625 814
Votes abstained	4 885 200

RESOLUTION NO. 33

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

dated 30 June 2017

regarding withdrawal from discussing of point 19a) of the agenda of the Ordinary General Meeting

§ 1

The Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. decides to withdraw from discussing of point 19a) of the agenda: "The adoption of resolution regarding terms of disposal of fixed assets".

§ 2

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 223
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 223
Votes in favour of the resolution	223 535 850
Votes against the resolution	100
Votes abstained	60 409 273

RESOLUTION NO. 34

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 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.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	224 437 719
Votes against the resolution	54 575 660
Votes abstained	4 931 849

RESOLUTION NO. 35

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 of 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.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	224 437 719
Votes against the resolution	54 575 660
Votes abstained	4 931 849

RESOLUTION NO. 36

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

1. 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.
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 sales conditions and different from the public tender procedure are specified by detailed rules of sales of fixed assets approved by the Supervisory Board;
 - 2) the sales 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 sales 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 as 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.
3. The detailed terms of sales 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.

Number of shares for which valid votes were cast:	250 945 228
Percentage of shares for which valid votes were cast in the share capital:	58,67%
Total number of valid votes:	250 945 228
Votes in favour of the resolution	161 537 719
Votes against the resolution	54 575 660
Votes abstained	34 831 849

RESOLUTION NO. 37

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 point 6 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 of the Company will, at least once a year, 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.

§ 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, in particular those indicated in Art. 428 of the Commercial Companies Code.

§ 3

The resolution shall come into force upon its adoption.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	224 437 719
Votes against the resolution	54 575 660
Votes abstained	4 931 849

RESOLUTION NO. 38

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 Ordinary General Meeting 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 point 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 of a political party 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.

§ 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.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	224 437 719
Votes against the resolution	54 575 660
Votes abstained	4 931 849

RESOLUTION NO. 39

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 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 of 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.

Number of shares for which valid votes were cast:	283 945 228
Percentage of shares for which valid votes were cast in the share capital:	66,39%
Total number of valid votes:	283 945 228
Votes in favour of the resolution	194 537 719
Votes against the resolution	54 595 349
Votes abstained	34 812 160