

RESOLUTION NO. ...

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

of June 26th 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 from which valid votes were cast, representing% of the Company's share capital.

Total number of valid votes cast:

Number of votes cast in favour, number of votes cast against, number of abstaining votes.