



Polski Koncern Naftowy ORLEN  
Spółka Akcyjna

**Resolution No.6381/19  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated May 14th 2019**

*to convene the Annual General Meeting*

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 and 5.5.4 of the Rules of Procedure for the Management Board, and considering the provisions of Art. 399.1 in conjunction with Art. 395.1 and 395.2 of the Commercial Companies Code, as well as Art. 7.3 of the Company's Articles of Association, and Art. 8.11.7 of the Company's Articles of Association, the Management Board hereby resolves as follows:

Section 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna hereby convenes the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A., to be held at Dom Technika at ul. Kazimierza Wielkiego 41, Płock, Poland, on 14<sup>th</sup> June 2019 at 11.00 am, with the following agenda:

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 pass resolutions.
4. Adoption of the agenda.
5. Appointment of the Ballot Committee.
6. Consideration of the Directors' Report on the operations 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 approve the Directors' Report on the operations of the ORLEN Group and PKN ORLEN S.A. in 2018.
12. Voting on a resolution to approve the financial statements of PKN ORLEN S.A. for the year ended December 31st 2018.
13. Voting on a resolution to approve 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 to determine the number of Supervisory Board members.
18. Voting on a resolution 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 rules of remunerating members of the Management Board.
20. 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.
21. Closing of the General Meeting.

Section 2

The Management Board further resolves to request that the Supervisory Board provides its opinion the agenda for the Annual General Meeting of PKN ORLEN S.A. presented in Section 1 hereof.

Section 3

This Resolution shall come into force upon its adoption.

5 ... Members of the Management Board participated in the vote, with 5 votes cast IN FAVOUR of the Resolution,  
0 ... votes cast AGAINST it, and 0 ABSTENTIONS.

Signatures of the Members of the Management Board present at the meeting:

.....  
Daniel Obajtek  
President of the Management Board

.....  
Armen Artwich  
Member of the Management Board

.....  
Patrycja Klarecka  
Member of the Management Board

.....  
Zbigniew Leszczyński  
Member of the Management Board

.....  
Wiesław Protasewicz  
Member of the Management Board

.....  
Michał Róg  
Member of the Management Board

.....  
Józef Węgrecki  
Member of the Management Board

CC:

1 x Members of the Management Board  
1 x Supervisory Board  
1 x PKK