



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No.6382 /19
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated May 14th 2019**

concerning draft resolutions of the Company's Annual General Meeting

Acting pursuant to Art. 9.7.1 of the Company's Articles of Association, and Section 5.5.3 of the Rules of Procedure for the Management Board in conjunction with 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 approves the draft resolutions of the Annual General Meeting of Polski Koncern Naftowy ORLEN S.A.
The draft resolutions of the Annual General Meeting are attached hereto.

Section 2

The Management Board requests that the Supervisory Board's Corporate Governance Committee provides its opinion on the proposed amendments to the Company's Articles of Association; that the Supervisory Board provides a favourable opinion on the draft resolutions of the Annual General Meeting referred to in Section 1 hereof; and that the Annual General Meeting passes the resolutions referred to 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:

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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