



**Annual General Meeting  
of Polski Koncern Naftowy ORLEN S.A.**

Dear Sir or Madam,

Pursuant to the Act Amending the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, and Certain Other Acts, dated October 16th 2019, a requirement was introduced for public companies having their registered office in the Republic of Poland to adopt, by way of a general meeting resolution, a remuneration policy for members of the management board and supervisory board. To comply with the requirement, the Company has prepared a remuneration policy for members of the Management Board and Supervisory Board of Polski Koncern Naftowy ORLEN S.A. (the "Policy").

The Policy presented to the General Meeting was prepared based on the requirements of the said Act, in particular Art. 90d.3 and Art. 90d.4 thereof. In addition, pursuant to Art. 90d.7, the Policy contains provisions authorising the Supervisory Board to define the details of the policy within the scope specified by the General Meeting. The policy received a favourable opinion of the Company's Supervisory Board.

The Act provides that a General Meeting resolution on remuneration policy is to be adopted at least every four years, with any material changes in the remuneration policy requiring its adoption by way of a resolution of the General Meeting.

In view of the foregoing, we hereby submit the relevant draft resolution for consideration by the General Meeting.