

**SCHEDULE NO. 2  
TO THE MERGER PLAN**

**DRAFT RESOLUTION OF THE GENERAL MEETING OF POLSKIE GÓRNICTWO NAFTOWE  
I GAZOWNICTWO SPÓŁKA AKCYJNA**

The Management Boards of the Merging Companies adopted, for the purposes of the Merger Plan, the following draft resolution of the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna (PGNiG) regarding the merger with Polski Koncern Naftowy ORLEN Spółka Akcyjna.

**RESOLUTION NO. [•]**

**of the Extraordinary General Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
with its registered seat in Warsaw (the “Company”)  
dated [•]**

**regarding: the merger of the Company with Polski Koncern Naftowy ORLEN Spółka Akcyjna with its registered seat in Płock, KRS: 0000028860 (“PKN ORLEN”) and the consent for the proposed amendments of the Articles of Association (*statut*) of PKN ORLEN**

Acting pursuant to Article 492(1)(1) and Article 506 of the Commercial Companies Code (the “**CCC**”) and § 56(5)(4) and § 56(5)(5) of the Company’s Articles of Association (*statut*), following the analysis of the plan of merger of the Company with PKN ORLEN (the “**Merger Plan**”), the schedules to the Merger Plan, the report of the management board of the Company providing the justification for the merger of the Company with PKN ORLEN and the expert opinion made pursuant to Article 503(1) of the CCC, it is resolved as follows:

**§ 1.**

1. The Extraordinary General Meeting of the Company consents to the following:
  - a) the merger of the Company with PKN ORLEN by way of transfer of the entire estate (*majątek*) of the Company, comprising all of its assets and liabilities, to PKN ORLEN in exchange for the shares which will be issued by PKN ORLEN to the Company shareholders in accordance with the terms and conditions of the Merger Plan;
  - b) the Merger Plan attached as Schedule 1 to this resolution;
  - c) the amendment of the Articles of Association (*statut*) of Polski Koncern Naftowy ORLEN Spółka Akcyjna as provided in Schedule No. 3 to the Merger Plan.

**§ 2.**

This resolution shall come into force on condition that the controlling entity does not issue a decision objecting against the secondary acquisition of dominance as referred to in Article 3(7)(2) of the Polish act of 24 July 2015 on the control of certain investments (consolidated text: Journal of Laws of 2020, item 2145, as amended), or that the controlling entity issues a decision refusing to commence proceedings based on the fact that the action covered by the notification on the secondary acquisition of dominance is not subject to the said act, in accordance with the provisions of that act.