

**RESOLUTION NO. ....**

**OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN  
SPÓŁKA AKCYJNA**

**dated ..... 2015**

**regarding the approval of the consolidated financial statements of the ORLEN Capital Group for the financial year 2014.**

**§ 1**

Pursuant to Article 395 § 5 of the Commercial Companies Code and Article 55 and Article 63c item 4 of the Accounting Act in conjunction with § 7 item 7 point 1 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Company's Supervisory Board, resolves to approve the consolidated financial statement of the ORLEN Capital Group submitted by the Company's Management Board for the year ended on 31 December 2014, verified by the certified auditor, including the following items:

- stand-alone income statement (included in the statement of profit or loss and other comprehensive income) for the period from 1 January 2014 to 31 December 2014 presenting a net loss of PLN 5,827,917,427.10 (in words: five billion eight hundred twenty-seven million nine hundred seventeen thousand four hundred twenty-seven zlotys, 10/100);
- consolidated statement of financial position as at 31 December 2014 presenting the total balance of assets, equity and liabilities in the amount of PLN 46,725,348,837.04 (in words: forty-six billion seven hundred twenty-five million three hundred forty-eight thousand eight hundred thirty-seven zlotys, 4/100);
- consolidated statement of changes in equity presenting a decrease in the equity as at 31 December 2014 in the amount of PLN 7,163,889,128.52 (in words: seven billion one hundred sixty-three million eight hundred eighty-nine thousand one hundred twenty-eight zlotys, 52/100);
- consolidated cash flow statement presenting an increase in the net cash and cash equivalents of PLN 1,249,467,815.99 PLN (in words: one billion two hundred forty-nine million four hundred sixty-seven thousand eight hundred fifteen zlotys, 99/100).
- additional information including the introduction to the consolidated financial statement and additional notes and explanations.

**§ 2**

The resolution shall come into force on the day of its adoption.

The number of shares for which valid votes were cast....., percentage of the said shares in the share capital.....

The total number of valid votes.....

There were..... votes in favour of the resolution, ..... votes against the resolution and ..... votes abstained.