



Polski Koncern Naftowy ORLEN  
Spółka Akcyjna

**Resolution No. 5342/15  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated 24 March 2015**

*regarding: the amounts of dividend payments in 2015.*

Pursuant to § 9 item 7 point 1 of the Articles of Association of the Company and § 5 item 5 point 3 of the Regulations of the Management Board in conjunction with Article 395 § 2 point 2 and Article 348 § 1 of the Commercial Companies Code and § 7 item 7 point 3 of the Articles of Association, also in connection with § 8 item 11 point 6 of the Articles of Association, the following is resolved:

**§ 1**

The Company's Management Board approves the motion regarding the amounts of dividend to be paid by PKN ORLEN S.A. and shall file a motion to the Ordinary General Meeting of the Company for adoption of the resolution regarding allocation of the amount of PLN 705,719,950.65 (in words: seven hundred and five million seven hundred nineteen thousand nine hundred and fifty Zloty 65/100) for dividend payments (PLN 1.65 PLN per 1 share). Dividend payments, referred to in the previous sentence, shall be made using the supplementary capital of the Company established from the profits from the previous years.

**§ 2**

The Company's Management Board, pursuant to Art. 348 § 3 of the Commercial Companies Code, proposes to schedule the date 16 June 2015 as the dividend day and the date 8 July 2015 as the dividend payment day.

**§ 3**

The Company's Management Board shall apply to the Audit Committee of the Supervisory Board, and subsequently to the Company's Supervisory Board for an opinion on the motion referred to in § 1 and 2 of this Resolution.

**§ 4**

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

Of the 5 votes of Board members cast, 5 votes were "FOR" the Resolution, 0 votes "AGAINST" the Resolution and 0 votes "ABSTAINING".

Signatures of the Management Board members present at the meeting:

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Dariusz Krawiec  
President of the  
Management Board

.....  
Sławomir Jędrzejczyk  
Vice-President of the  
Management Board

.....  
Piotr Chelmiński  
Member of the  
Management Board

.....  
Krystian Pater  
Member of the  
Management Board

.....  
Marek Podstawa  
Member of the  
Management Board