



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 5490/15
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 9 December 2015**

regarding draft resolutions of the Company's Extraordinary General Meeting of Shareholders

Pursuant to § 9 item 7 point 1 of the Company's Articles of Association and § 5 item 5 point 3 of the Constitution of the Management Board, in conjunction with § 8 item 11 point 7 of the Company's Articles of Association, the following shall be resolved:

§ 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna shall approve draft resolutions of the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. The draft resolutions of the Extraordinary General Meeting of Shareholders of PKN ORLEN S.A. shall be attached to this Resolution.

§ 2

The Company's Management Board shall apply to the Company's Supervisory Board for the positive opinion on the draft resolutions of the Extraordinary General Meeting of Shareholders, referred to in § 1 of this Resolution, and next it shall resolve to apply to the Company's Extraordinary General Meeting of Shareholders for the adoption of the resolutions referred to in § 1 of this Resolution.

§ 3

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

Of the 5 votes 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:

.....
Dariusz Krawiec
President of the
Management Board

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

.....
Piotr Chelmiński
Management Board
Member

.....
Krystian Pater
Management Board
Member

.....
Marek Podstawa
Management Board
Member

CC: 1 x Management Board Members, 1 x Counsel of PKN ORLEN, 1 x Supervisory Board, 1 x Chief Attorney-at-law, 1 x AA.