



Polski Koncern Naftowy ORLEN  
Spółka Akcyjna

**Resolution No. 4996/13  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated 7 May 2013**

*regarding the convening of the Company's Ordinary General Meeting of Shareholders*

Pursuant to § 9 item 7 point 1 of the Company's Articles of Association and § 5 item 5 points 3 and 4 of the Constitution of the Management Board and taking into account Article 399 § 1 in conjunction with 395 § 1 and 2 of the Code of Commercial Companies and § 7 item 3 of the Company's Articles of Association, and § 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 resolves to convene the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. on 27 June 2013 at 11 a.m. in Płock, ul. Kazimierza Wielkiego 41, with the following agenda:

1. Opening of the General Meeting of Shareholders.
2. Election of the Chair of the General Meeting of Shareholders.
3. Ascertainment of the fact that the General Meeting was convened properly and is capable of adopting resolutions.
4. Adoption of the agenda.
5. Election of the Tellers Committee.
6. Examination of the Management Board report on the Company's activities, the Company's financial statements, the motion of the Management Board regarding the distribution of profit for 2012, report of the Supervisory Board on evaluating the Management Board report on the Company's activities and the Company's financial statements in terms of their compliance with books, records, and facts, and the motion of the Management Board regarding the distribution of profit for the financial year 2012.
7. Reviewing the report of the Management Board on the activities of the ORLEN Capital Group, the consolidated financial statements of the ORLEN Capital Group for the financial year 2012, and reviewing the Supervisory Board's evaluation of the report of the Management Board on the activities of the ORLEN Capital Group, the consolidated financial statements of the ORLEN Capital Group for the financial year 2012.
8. Reviewing the 2012 report of the Supervisory Board compliant with the requirements of the Code of Good Practices of Companies Listed on the Warsaw Stock Exchange.
9. Adoption of the resolution regarding the approval of the report of the Management Board on the Company's activities for the financial year 2012.
10. Adoption of the resolution concerning the approval of the financial statement of the Company for the financial year 2012.
11. Adoption of the resolution regarding the approval of the report of the Management Board on ORLEN Capital Group's activities for the financial year 2012.
12. Adoption of the resolution regarding the approval of ORLEN Capital Group's consolidated financial statements for the financial year 2012.
13. Adoption of the resolution regarding the distribution of profit for the financial year 2012 and the determination of the day of dividend and the time of its payment.

14. Adoption of the resolutions regarding the acknowledgement of the fulfilment of duties by the members of the Company's Management Board in 2012.
15. Adoption of the resolutions regarding the acknowledgement of the fulfilment of duties by the members of the Company's Supervisory Board in 2012.
16. Examination of the motion and adoption of the resolutions regarding changes to the Company's Articles of Association and determination of its unified text.
17. Adoption of the resolution regarding the establishment of the number of the Supervisory Board members.
18. Adoption of the resolutions regarding the appointment of the Supervisory Board members for the new term.
19. Conclusion of the General Meeting of Shareholders

§ 2

The Company's Management Board shall resolve to apply to the Supervisory Board for the opinion on the agenda of the Ordinary General Meeting of Shareholders of PKN ORLEN SA adopted by the Management Board of the Company and presented in § 1 of this Resolution.

§ 3

This Resolution comes into force as of the day of its adoption.

4 Members of the Management Board took part in the voting; 4 votes were cast IN FAVOUR OF the resolution; 0 votes were cast AGAINST the resolution; 0 votes ABSTAINED. .

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

Cc: 1 x Management Board Members; 1 x Counsel of PKN ORLEN; 1 x Chief Attorney-at-law; 1 x on file.