

**RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA**

dated ... 2013

regarding the distribution of profit for the financial year 2012 and determination of the dividend day and the dividend payment date

§ 1

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and § 7 item 7 point 3 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined the motion of the Management Board, resolves to distribute the profit for 2012 in the amount of PLN 2,127,797,966.06 (in words: two billion one hundred and twenty seven million seven hundred and ninety seven thousand nine hundred and sixty six Polish zlotys, 06/100), in the following manner:

- 1) to allocate the amount of PLN 641,563,591.50 (in words: six hundred and forty one million five hundred and sixty three thousand five hundred and ninety one Polish zlotys, 50/100) for dividend payment (PLN 1.5 per 1 share);
- 2) to allocate the remaining amount, i.e. PLN 1,486,234,374.56 (in words: one billion four hundred and eighty six million two hundred and thirty four thousand three hundred and seventy four Polish zlotys, 56/100) to the supplementary capital.

§ 2

Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., pursuant to Article 348 § 3 of the Commercial Companies Code determines 26 July 2013 as the dividend day and 13 August 2013 as the dividend payment date.

§ 3

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 abstentions.