



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 4980/13
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 28 March 2013**

regarding: the approval of the report of the Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2012 and the stand-alone financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2012.

Pursuant to § 9 item 7 point 1 of the Company's Articles of Association and § 5 item 5 points 3 and 11 of the Constitution of the Management Board, in conjunction with Article 395 § 2 point 1 of the Code of Commercial Companies, as well as in conjunction with § 7 item 7 point 1 and § 8 item 11 point 6 of the Company's Articles of Association, the following shall be resolved:

§ 1

The Company's Management Board shall adopt the following reports and statements constituting an appendix to this Resolution:

- 1) report of the Company's Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the financial year ended on 31 December 2012;
- 2) stand-alone financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2012, including the following items verified by a certified auditor:
 - stand-alone statement of financial position as of 31 December 2012 presenting the amount of PLN 41,406,969,186.97 both on the assets and liabilities side (in words: forty one milliard four hundred and six million nine hundred and sixty nine thousand one hundred and eighty six zlotys 97/100);
 - stand-alone income statement (included in the statement of profit or loss and other total income) for the period from 1 January 2012 till 31 December 2012, presenting a net profit of PLN 2,127,797,966.06 (in words: two milliard one hundred and twenty seven million seven hundred and ninety seven thousand nine hundred and sixty six zlotys 06/100);
 - additional information including the introduction to the stand-alone financial statements and additional notes and explanations;
 - stand-alone statement of changes in equity presenting an increase in the equity as at 31 December 2012 by PLN 2,073,282,162.65 (in words: two milliard seventy three million two hundred and eighty two thousand one hundred and sixty two zlotys 65/100);
 - stand-alone cash flow statement presenting a decrease in the net cash and cash equivalents by PLN 3,321,847,252.34 (in words: three milliard three hundred and twenty one million eight hundred and forty seven thousand two hundred and fifty two zlotys 34/100).

§ 2

The Company's Management Board shall apply to the Company's Supervisory Board for the opinion on the report of the Company's Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2012 and the stand-alone financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2012, referred to in § 1 of this Resolution.

§ 3

The Company's Management Board shall apply to the Company's General Shareholders Meeting for the examination and approval of the report of the Company's Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2012 and the stand-alone financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2012, referred to in § 1 of this Resolution.

§ 4

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

5 Members of the Management Board took part in the voting; 5 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:

.....
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 Members of the Management Board; 1 x Advisor of the Company; 1 x FS; 1 x on file.