



Polski Koncern Naftowy ORLEN  
Spółka Akcyjna

**Resolution No.1425/13  
of the Supervisory Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated 15 May 2013**

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

Pursuant to Article 382 § 3 of the Commercial Companies Code and § 8 item 11 point 6 of the Articles of Association of the Company in conjunction with Article 395 § 2 point 1 of the Commercial Companies Code and Article 45 and 53. 1 of the Accountancy Act and § 7 item 7 point 1 of the Articles of Association of the Company, the following shall be resolved:

§ 1

The Supervisory Board of the Company provides its positive opinion on:

1. report of the Management Board of the Company on 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 on 31 December 2012, including the following items verified by a certified auditor:
  - stand-alone statement of financial position as at 31 December 2011 presenting the total balance of assets, equity and liabilities in the amount of PLN 41,406,969,186.97 (in words: forty one billion four hundred and six million nine hundred and sixty nine thousand one hundred and eighty six Polish zlotys, 97/100);
  - stand-alone income statement (included in the report on total income) for the period from 1 January 2012 to 31 December 2012 presenting a net profit 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);
  - 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 of PLN 2,073,282,162.65 (in words: two billion seventy three million two hundred and eighty two thousand one hundred and sixty two Polish zlotys, 65/100);
  - stand-alone cash flow statement presenting a decrease in the net cash and cash equivalents of PLN 3,321,847,252.34 (in words: three billion three hundred and twenty one million eight hundred and forty seven thousand two hundred and fifty two Polish zlotys, 34/100).

§ 2

Having considered the opinion and the report of the certified auditor and also having thoroughly examined the aforementioned documents, in the opinion of the Supervisory Board, the financial statements of PKN ORLEN S.A. for the financial year 2012 and the report of the Management Board on activities of the Company are compliant with books, records and facts.

§ 3

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

Out of 8 voting persons, there were 8 votes IN FAVOUR of the resolution; 0 votes AGAINST the resolution; 0 ABSTENTIONS.

.....  
Maciej Mataczyński

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Leszek Pawłowicz

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Cezary Banasiński

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Grzegorz Borowiec

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Artur Gabor

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Michał Gołębiowski

.....  
Angelina Sarota

.....  
Paweł Białek