



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 1427/13
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 15 May 2013**

regarding: the opinion on the motion of the Management Board of the Company on the distribution of profit for the financial year 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 2 of the Commercial Companies Code and § 7 item 7 point 3 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 the motion of the Management Board regarding the distribution of profit achieved by PKN ORLEN S.A. in 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:

- 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);

- to allocate the remaining amount, i.e. 1,486,234,374.56 PLN (in words: one billion four hundred and eighty six million two hundred and thirty four Polish zlotys, 56/100) to the supplementary capital of the Company.

In the opinion of the Supervisory Board, the motion proposed by the Management Board regarding the distribution of profit is compliant with the strategy of the Company and the objectives of its operations.

§ 2

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

Out of 8 votes cast, there were 8 votes IN FAVOUR of the Resolution; 0 votes AGAINST the Resolution; 0 ABSTENTIONS.

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Maciej Mataczyński

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Angelina Sarota

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Artur Gabor

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Michał Gołębiowski

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Leszek Pawłowicz

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Grzegorz Borowiec

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Cezary Banasiński

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Paweł Białek