



Polski Koncern Naftowy ORLEN  
Spółka Akcyjna

**Resolution No. 4981/13  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated 28 March 2013**

*regarding: the approval of the report of the Company's Management Board on the activities of ORLEN Capital Group for the year ended 31 December 2012 and the consolidated financial statements of ORLEN Capital Group 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 § 5 of the Code of Commercial Companies, Article 55, and Article 63 c item 4 of the Accountancy Act, in conjunction with § 7 item 7 point 1 and § 8 item 11 point 6a 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 Management Board on the activities of ORLEN Capital Group for the year ended on 31 December 2012;
- 2) consolidated financial statements of ORLEN Capital Group for the year ended on 31 December 2012, including the following items verified by a certified auditor:
  - consolidated statement of financial position as of 31 December 2012 presenting the total balance of assets, equity and liabilities in the amount of PLN 52,630,779,893.17 (in words: fifty two milliard six hundred and thirty million seven hundred and seventy nine thousand eight hundred and ninety three zlotys, 17/100)
  - consolidated income statement (included in the consolidated 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 2,169,989,676.87 (in words: two milliard one hundred and sixty nine million nine hundred and eighty nine thousand six hundred and seventy six zlotys 87/100);
  - additional information including the introduction to the consolidated financial statement and additional notes and explanations;
  - consolidated statement of changes in equity presenting an increase in the equity as at 31 December 2012 by PLN 1,508,152,344.87 (in words: one milliard five hundred and eight million one hundred and fifty two thousand three hundred and forty four zlotys 87/100);
  - consolidated cash flow statement presenting a decrease in the net cash and cash equivalents by PLN 3,197,142,586.55 (in words: three milliard one hundred and ninety seven million one hundred and forty two thousand five hundred and eighty six zlotys 55/100).

§ 2

The Company's Management Board shall apply to the Company's Supervisory Board for the opinion on the report of the Management Board on ORLEN Capital Group's activities for the year ended 31 December 2012 and the consolidated financial statements of ORLEN Capital Group 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 Shareholders General Meeting for the consideration and approval of the report of the Management Board on ORLEN Capital Group's activities for the year ended 31 December 2012 and ORLEN Capital Group's consolidated financial statement 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.