

(Translation of a document originally issued in Polish)

**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 1,283,127,183 (in words: one billion two hundred and eighty three million one hundred and twenty seven thousand one hundred and eighty three Polish zlotys) for dividend payment (PLN 3 per 1 share);
- 2) to allocate the remaining amount, i.e. PLN 844,670,783.06 (in words: eight hundred and forty four million six hundred and seventy thousand seven hundred and eighty three Polish zlotys, 06/100) 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.

Justification for the proposed amendment:

Payment by the Company of a higher dividend than recommended by the Management Board is justified by a good situation of balance sheet and a fact that the Company did not pay the dividend for 2011 despite achieving satisfactory financial results.