



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 5183/14
of the of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 25 March 2014**

regarding the approval of the report of the Company's Management Board on the activities of ORLEN Group for the year ended 31 December 2013 and the consolidated financial statements of ORLEN Group for the year ended 31 December 2013.

Pursuant to § 9 item 7 point 1 of the Articles of Association of the Company and § 5 item 5 point 3 and 11 of the Regulations of the Management Board in conjunction with Article 395 § 5 of the Commercial Companies Code, Article 55 and Article 63c item 4 of the Accounting Act, and also in connection with § 7 item 7 point 1 of the Articles of Association and § 8 item 11 point 6a of the Articles of Association, the following is resolved:

§ 1

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

- 1) Report of the Management Board on activities of the ORLEN Group for the year ended on 31 December 2013.
- 2) consolidated financial statements of the ORLEN Group for the year ended 31 December 2013, verified by a certified auditor, composed of:
 - consolidated statement of financial position as at 31 December 2013 presenting the total balance of assets, equity and liabilities in the amount of PLN 51,643,860,767.23 (in words: fifty-one billion six hundred forty-three million eight hundred sixty thousand seven hundred sixty-seven Zloty, 23/100);
 - consolidated income statement (included in the consolidated report on total income) for the period from 01 January 2013 to 31 December 2013 presenting a net profit of PLN 89,462,874.22 (in words: eighty-nine million four hundred sixty-two thousand eight hundred seventy-four Zloty 22/100);
 - additional information including the introduction to the consolidated financial statement and additional notes and explanations;
 - consolidated statement of changes in equity presenting a decrease in the equity as at 31 December 2013 in the amount of PLN 756,676,139.45 (in words: seven hundred fifty six million six hundred seventy-six thousand one hundred thirty-nine Zloty 45/100);
 - consolidated cash flow statement presenting an increase in the net cash and cash equivalents of PLN 682,828,206.85 PLN (in words: six hundred eighty-two million eight hundred twenty-eight thousand two hundred and six Zloty 85/100).

§ 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 Group's activities for the year ended 31 December 2013 and the consolidated financial statements of ORLEN Group for the year ended 31 December 2013, referred to in § 1 of this Resolution.

§ 3

The Company's Management Board resolves to file a motion to the General Meeting of Shareholders of the Company for examination approval of the report of the Management Board on activities of the ORLEN Group for the for the year ended 31 December 2013 and the consolidated financial statements of the ORLEN Group for the year ended on 31 December 2013, referred to in § 1

§ 4

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

Of the 5 votes of Board members cast, 5 votes were "FOR" the Resolution, 0 votes "AGAINST" the Resolution and 0 votes "ABSTAINING".

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.