



**Resolution No. 5186/14
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 2 April 2014**

regarding convening of the Company's Ordinary General Meeting of Shareholders

Pursuant to § 9 item 7 point 1 of the Articles of Association and § 5 item 5 point 3 and 4 of the Regulations of the Management Board and taking into account Article 399 § 1 in conjunction with Article 395 § 1 and 2 of the Commercial Companies Code and § 7 item 3 of the Articles of Association, and also § 8 item 11 point 7 of the Articles of Association the following is resolved:

§ 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to convene the Ordinary Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN SA on 15 May 2014 at 11:00 in Plock, 41, Kazimierza Wielkiego Str., with the following agenda:

1. Opening of the General Meeting of Shareholders.
2. Election of the Chairman of the General Meeting of Shareholders.
3. Confirmation of the proper convocation of the General Meeting of Shareholders and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Election of the Tellers Committee.
6. Examination of the report of the Management Board on the Company's activities and the Company's financial statement for the financial year 2013 and also the motion of the Management Board regarding the allocation of the net profit for the financial year 2013.
7. Examination of the report of the Management Board on ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statements for the financial year 2013
8. Examination of the report of the Supervisory Board for 2013 containing and taking into account:
 - a) evaluation of the report of the Management Board on Company's activities and the Company's financial statement for the financial year 2013 with regard to their compliance with books and documents and also the factual state, as well as the motion of the Management Board regarding the allocation of the net profit for the financial year 2013.
 - b) evaluation of the report of the Management Board on the ORLEN Capital Group activities and consolidated financial statements of the ORLEN Capital Group for the financial year 2013
 - c) requirements of Best Practices of Companies Listed on the Stock Exchange.
9. Adoption of the resolution regarding the approval of the report of the Management Board on activities of the Company for the financial year 2013.
10. Adoption of the resolution regarding the approval of the financial statements of the Company for the financial year 2013.
11. Adoption of the resolution regarding the approval of the report of the Management Board on activities of the ORLEN Group for the financial year 2013.
12. Adoption of the resolution regarding the approval of the consolidated financial statements of the ORLEN Group for the financial year 2013.
13. Adoption of the resolution regarding the distribution of net profit for the financial year 2013 and the determination of the day of dividend and the time of its payment.
14. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Management Board of the Company in 2013.
15. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Supervisory Board of the Company in 2013.
16. Adoption of the resolution regarding the approval for liquidation of the Petrochemia Plock SA Privatisation Fund.

Appendix No. 4 to the Minutes No. 921/14 from the meeting of the Management Board of PKN ORLEN S.A. of
2.04.2014

17. Conclusion of the General Meeting of Shareholders.
18. Adoption of resolutions regarding changes in the composition of the Supervisory Board.
19. Conclusion of the General Meeting of Shareholders.

§ 2

The Company's Management Board resolves to apply to the Supervisory Board for the positive opinion on the agenda of the Ordinary General Meeting of Shareholders of PKN ORLEN SA, presented in § 1 of this resolution.

§ 3

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

4 Members of the Management Board took part in the voting; 4 votes were cast IN FAVOUR OF the resolution; 0 votes AGAINST the resolution; 0 votes ABSTAINED. .

Signatures of the Company's 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 Management Board Members
- 1 x Supervisory Board
- 1 x Chief Attorney-at-law
- 1 x Management Board Office