



**Polski Koncern Naftowy ORLEN**  
Spółka Akcyjna

**Resolution No. 5352 /15  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated 31<sup>th</sup> March 2015**

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

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 General Meeting of Polski Koncern Naftowy ORLEN SA on the 28th of April 2015 at 11:00 in Płock, 41 Kazimierza Wielkiego Str., with the following agenda:

1. Opening of the General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation of the proper convocation of the General Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Election of the Tellers Committee.
6. Examination of the Management Board report on the Company's activities, the Company's financial statement for the financial year 2014, as well as the motion of the Management Board regarding the coverage of the net loss for the financial year 2014 and the amount of the dividend payment in 2015.
7. Examination of the report of the Management Board on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statement for the financial year 2014.
8. Examination of the report of the Supervisory Board for the year 2014 containing and taking into account:
  - a) evaluation of the Management Board report on the Company's activities and the Company's financial statement for the financial year 2014 in terms of their compliance with books, records, and facts, and the motion of the Management Board regarding the coverage of the net loss for the financial year 2014 and the amount of the dividend payment in 2015,
  - b) evaluation of the Management Board report on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statement for the financial year 2014,
  - c) the requirements of the Best Practices of Companies Listed on the Warsaw Stock Exchange.
9. Adoption of the resolution regarding the approval of the report of the Management Board on the Company's activities for the financial year 2014.
10. Adoption of the resolution regarding the approval of the Company's financial statement for the financial year 2014.
11. Adoption of the resolution regarding the approval of the report of the Management Board on the ORLEN Capital Group's activities for the financial year 2014.
12. Adoption of the resolution regarding the approval of the ORLEN Capital Group's consolidated financial statement for the financial year 2014.
13. Adoption of the resolution regarding the coverage of the net loss for the financial year 2014
14. Adoption of the resolution regarding the amount of the dividend payment in 2015.
15. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Management Board in 2014.

16. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Supervisory Board in 2014.
17. Examination of the motion and adoption of the resolutions regarding amendments to the Company's Articles of Association and establishment of the unified text of the amended Articles of Association.
18. Conclusion of the General Meeting.

§ 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 PKN ORLEN SA, presented in § 1 of this resolution.

§ 3

The Resolution shall come into force on 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 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 Chełmiński,  
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