



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 5353/15
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 31st March 2015**

regarding the draft resolutions 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 of the Regulations of the Management Board in conjunction with § 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 approves the draft resolutions of the Ordinary General Meeting of Polski Koncern Naftowy ORLEN SA.

The draft resolutions of the Ordinary General Meeting of PKN ORLEN SA are attached to this Resolution.

§ 2

The Company's Management Board applies to the Company's Corporate Governance Board for a positive opinion on the draft amendments to the Articles of Association and the consolidated text of the Articles of Association contained in the draft resolutions of the Ordinary General Meeting referred to in § 1 of this Resolution.

§ 3

The Company's Management Board applies to the Company's Supervisory Board for a positive opinion on the draft resolutions of the Ordinary General Meeting referred to in § 1 of this Resolution, and then it resolves to apply to the Company's Ordinary General Meeting for the adoption of the resolutions referred to in § 1 of this Resolution.

§ 4

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 Chelmiński,
Member of the
Management Board

.....
Krystian Pater
Member of the
Management Board

.....
Marek Podstawa
Member of the
Management Board

Cc:

1x Management Board Members
1 x Supervisory Board
1 x Chief Attorney-at-law, 1 x Management Board Office