



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 5341/15
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 24 March 2015**

regarding: the coverage of the net loss for the financial year 2015.

Pursuant to § 9 item 7 point 1 of the Articles of Association of the Company and § 5 item 5 point 3 of the Regulations of the Management Board in conjunction with Article 395 § 2 point 2 of the Commercial Companies Code and § 7 item 7 point 3 of the Articles of Association, also in connection with § 8 item 11 point 6 of the Articles of Association, the following is resolved:

§ 1

The Company's Management Board approves the motion regarding the coverage of the net loss incurred by PKN ORLEN S.A. in 2014 and shall file a motion to the Ordinary General Meeting of the Company for adoption of the resolution regarding coverage of the net loss incurred in the financial year 2014 in the amount of PLN 4,671,826,145.06 (in words: four billion six hundred seventy-one million eight hundred twenty-six thousand one hundred and forty-five Zloty 6/100) with the use of the supplementary capital.

§ 2

The Company's Management Board shall apply to the Audit Committee of the Supervisory Board, and subsequently to the Company's Supervisory Board for an opinion on the motion referred to in § 1 of this Resolution.

§ 3

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 Chełmiński
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 FF ; 1 x on file.