



**Resolution no 5734/17
of the Management Board of
Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 14 March 2017**

On distribution of net profit for financial year 2016.

Pertaining to § 9 item 7 point 1 of the Company's Articles of Association and § 5 item 5 points 3 of the Regulation of the Company's Management Board in conjunction with article 395 § 2 point 2 and article 348 § 4 of the Code of Commercial Companies and § 7 item 7 points 3 of the Company's Articles of Association, having also in mind § 8 item 11 points of the Company's Articles of Association, the Company's Management Board resolves as follows:

§ 1

The Company's Management Board accepts the request concerning distribution of net profit generated by PKN ORLEN S.A. in 2016 and decided to apply to the Company's General Meeting of Shareholders for adoption of the resolution on distribution of net profit for financial year 2016 in PLN 5 364 455 552.64 (in words: five billion three hundred sixty four million four hundred fifty five thousand five hundred fifty two zloty 64/100) in the following way:

1) an amount of PLN 1 283 127 183.00 (in words: one billion two hundred eighty tree million one hundred twenty even thousand one hundred eighty three zloty 00/100) shall be allocated for dividends (PLN 3.00 per 1 shares);

2) the remaining amount, that is PLN 4 081 328 369.64 (in words: four billion eighty one million three hundred twenty eight thousand three hundred sixty nine zloty 64/100) to be allocated to the Company's supplementary capital.

§ 2

The Company's Management Board recommends 14 July 2017 as the dividend date and 4 August 2017 – as the dividend payment date.

§3

The Company's Management Board decides to apply to the Audit Committee of the Supervisory Board, and then to the Company's Supervisory Board for assessment of the request referred to in § 1 and § 2 of this Resolution.

§4

The Resolution enters into force on its adoption date.

The Resolution was voted by 6 Members of the Management Board; votes FOR – 6, votes AGAINST ---, ABSTENTIONS ---.

Signatures of the Members of the Company's Management Board present at the meeting.

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Wojciech Jasiński
President of the Management Board

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Sławomir Jędrzejczyk
Vice President of the Management Board

.....
Miroslaw Kochalski
Vice President of the Management Board

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Piotr Chelmiński
Member of the Management Board

.....
Zbigniew Leszczyński
Member of the Management Board

.....
Krzysztof Pater
Member of the Management Board

Distribution: 1 x Members of the Management Board, 1 x FS, 1 x a/a