

(Translation of a document originally issued in Polish)

**RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPÓŁKA AKCYJNA**

dated ... 2016

regarding the distribution of profit for the financial year 2015 and determination of the dividend day and the dividend payment date

§ 1

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and § 7 item 7 point 3 of the Articles of Association of the Company, the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., resolves to distribute the total amount of PLN 1 496 981 713.50 (in words: one billion four hundred ninety-six million nine hundred eighty-one thousand seven hundred thirteen Polish zlotys, 50/100) including:

- the net profit of Polski Koncern Naftowy ORLEN S.A. for the year ended 31 December 2015 in the amount of PLN 1 047 519 491.84 (in words: one billion forty-seven million five hundred nineteen thousand four hundred ninety-one Polish zlotys, 84/100) and
- part of the the supplementary capital of Polski Koncern Naftowy ORLEN S.A. from the retained earnings in the amount of PLN 449 462 221.66 (in words: four hundred forty-nine million four hundred sixty-two thousand two hundred twenty-one Polish zlotys, 66/100)

for dividend payment, i.e. PLN 3.50 per 1 share.

§ 2

Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A., pursuant to Article 348 § 3 of the Commercial Companies Code determines 15 July 2016 as the dividend day and 5 August 2016 as the dividend payment date.

§ 3

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

Justification for the proposed amendment:

Payment by the Company of a higher dividend than recommended by the Management Board is justified by very good financial results for 2015 and for the first quarter 2016, low level of debt and good situation of the Company's balance sheet.