



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 6341/19
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated March 20th 2019**

to authorise the financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended December 31st 2018

Pursuant to Art. 9.7.1 of the Company's Articles of Association and Sections 5.5.3 and 5.5.11 of the Rules of Procedure for the Management Board, in conjunction with Art. 395.2.1 of the Commercial Companies Code, Art. 45 and Art. 53.1 of the Accounting Act, as well as in conjunction with Art. 7.7.1 and Art. 8.11.6 of the Company's Articles of Association, it is resolved as follows:

Section 1

The Company's Management Board authorises the audited financial statements of PKN ORLEN S.A. for the year ended December 31st 2018, attached to this Resolution, comprising:

- separate statement of profit of loss (included in the statement of profit or loss and other comprehensive income) for the period from January 1st to December 31st 2018, with the reported year-end net profit of PLN 5,434,149,842.17 (five billion, four hundred and thirty-four million, one hundred and forty-nine thousand, eight hundred and forty-two zloty, 17/100);
- separate statement of financial position as at December 31st 2018 showing total assets and total equity and liabilities of PLN 54,797,207,211.26 (fifty-four billion, seven hundred and ninety-seven million, two hundred and seven thousand, two hundred and eleven zloty, 26/100);
- separate statement of changes in equity, showing an increase in equity as at December 31st 2018 of PLN 4,068,853,618.09 (four billion, sixty-eight million, eight hundred and fifty-three thousand, six hundred and eighteen zloty, 09/100);
- separate statement of cash flows, showing a net decrease in cash of PLN 2,043,811,509.52 (two billion, forty-three million, eight hundred and eleven thousand, five hundred and nine zloty, 52/100);
- supplementary information, including introduction and notes to the separate financial statements.

Section 2

The Company's Management Board requests the Company's Supervisory Board to assess the financial statements of PKN ORLEN S.A. for the year ended December 31st 2018, referred to in Section 1 of this Resolution.

Section 3

The Company's Management Board resolves to request the Company's General Meeting to review and approve the financial statements of PKN ORLEN S.A. for the year ended December 31st 2018, referred to in Section 1 hereof.

Section 4

This Resolution shall come into force upon its adoption.

4. Management Board Members participated in the vote; with 4.. votes cast IN FAVOUR of the Resolution, 0.. votes cast AGAINST it, and 0.. ABSTENTIONS.

Signatures of the Members of the Management Board present at the meeting:

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Daniel Obajtek
President of the Management Board

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Armen Artwich
Member of the Management Board

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Patrycja Klarecka
Member of the Management Board

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

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Wiesław Protasewicz
Member of the Management Board

.....
Michał Róg
Member of the Management Board

.....
Józef Węgrecki
Member of the Management Board