



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

Motion of the Management Board of the Company to the Ordinary General Meeting of Polski Koncern Naftowy ORLEN S.A.

Proposal for the distribution of profit of PKN ORLEN S.A. for the year 2018

Submitted on behalf of
the Management Board:

Daniel Opajtek

President of the Management
Board

Wieslaw Protasewicz

Member of the Management
Board
CFO

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Recommendation

Pursuant to Article 395 § 2 point 2 of Commercial Companies Code and § 7 item 7 point 3 of the Articles of Association of the Company, the Management Board of Polski Koncern Naftowy ORLEN S.A. (PKN ORLEN) applies to the Shareholders of the Company to adopt the resolution on the distribution of net profit generated by PKN ORLEN S.A. for the financial year 2018 in the amount of PLN 5,434,149,842.17 (in words zloty: five billion four hundred thirty-four million one hundred forty-nine thousand eight hundred forty-two 17/100) as follows:

- to dedicate the amount of PLN 1,496,981,713.50 (in words zloty: one billion four hundred ninety-six million nine hundred eighty-one thousand seven hundred and thirteen 50/100) to payment of dividend (PLN 3.50 per 1 share);
- to allocate the remaining amount of net profit, i.e. PLN 3,937,168,128.67 (in words: three billion nine hundred thirty-seven million one hundred sixty-eight thousand one hundred twenty-eight 67/100) to the supplementary capital of the Company.

The Management Board of the Company proposes to set the day of 22 July 2019 as a dividend day and the day of 5 August 2019 as a dividend payment date.

The Concern's Strategy for 2019-2022 and its dividend policy assumes regular dividend payments for shareholders, while maintaining the strategic financial ratios (net debt/EBITDA, gearing) at the safe level. The transparency of the adopted assumptions in dividend policy is related with Company's positive perception by investors. The consistency in its implementation has allowed to build the market confidence to PKN ORLEN, reaching the expectations of the various investors and contributing the stock price growth with improving overall return from investment at the same time.

In the Management Board 's belief the proposal, which continues public relations measures to contribute to positive image of the Company among investors, constitutes a fair compromise between the market expectations and the strategic targets of the Company in the variable macroeconomic situation.