

(Translation of a document originally issued in Polish)

Warsaw, 28 May 2012

**ING Otwarty Fundusz Emerytalny
Topiel 12
00-342 Warszawa**

**PKN ORLEN S.A.
Chemikow 7
09-411 Plock**

Notification of draft resolution regarding issue included in the agenda of the Ordinary General Meeting of PKN ORLEN ("Company") to be held on 30 May 2012

Acting on behalf of ING Otwarty Fundusz Emerytalny, headquartered in Warsaw, ul. Topiel 12, 00-342 Warsaw, Poland ("Fund"), represented by ING Powszechne Towarzystwo Emerytalne S.A., pursuant to Art. 401 §4 of the Commercial Companies Code dated 15 September 2000 (Journal of Laws No. 94, item 1037 with subsequent changes) we notify draft resolution regarding issue included in the agenda of the Ordinary General Meeting of the Company to be held on 30 May 2012 concerning allocation of profit for the financial year 2011.

**RESOLUTION NO.
OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 30 May 2012**

regarding the allocation of profit for the financial year 2011

§ 1

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and § 7 item 7 point 3 of the Company's Articles of Association, the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. resolves to divide the profit for 2011 in the amount of PLN 1,386,165,827.51 (in words: one billion three hundred and eighty six million one hundred and sixty five thousand eight hundred and twenty seven Polish zlotys, 51/100) in the following manner:

- 1) for the dividend payment for shareholders - PLN 641,563,591.50 (in words, Polish zlotys: six hundred forty one million five hundred sixty three thousand five hundred ninety one, 50/100), i.e. PLN 1.50 (in words, Polish zlotys: one 50/100) per share;
- 2) for the supplementary capital - PLN 744,602,236.01 (in words, Polish zlotys: seven hundred forty four million six hundred and two thousand two hundred thirty six, 01/100).

§ 2

The Ordinary General Meeting of Shareholders of PKN ORLEN sets the dividend date for 20 June 2012 and the dividend distribution date for 24 August 2012.

§ 3

The resolution shall come into force upon its adoption.

Justification:

In the opinion of the Fund current situation of the Company allows for payment to shareholders a part of money received from sales of Polkomtel shares. Proposed draft resolution is consistent with last year's declarations of the Company's Management Board, which has several times expressed the intention of dividend payment from the profit for 2011.

Moreover, we kindly request the notification of draft resolution to be published and attached on the Company's website.

Vice President of the Management Board

President of the Management Board

Grzegorz Chlopek

Jozef Pron