



KPMG Audyt Sp. z o.o.
ul. Chłodna 51
00-867 Warszawa
Poland

Telefon +48 22 528 11 00
Fax +48 22 528 10 09
E-mail kpmg@kpmg.pl
Internet www.kpmg.pl

**INDEPENDENT AUDITORS' REVIEW REPORT
ON THE INTERIM CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS OF
PKN ORLEN S.A.
FOR THE PERIOD
FROM 1 JANUARY 2007 TO 31 MARCH 2007**

To the Shareholders of PKN ORLEN S.A.

We have reviewed the accompanying interim condensed consolidated financial statements of the PKN ORLEN S.A. Group, with its registered office in Plock, 7 Chemików Street that consist of the consolidated balance sheet as at 31 March 2007, with total assets and total liabilities and equity of PLN 45,170,682 thousand, the consolidated profit and loss account for the period from 1 January 2007 to 31 March 2007 with a net profit of PLN 140,429 thousand, the statement of changes in consolidated equity for the period from 1 January 2007 to 31 March 2007 with an increase in equity of PLN 79,369 thousand, the consolidated cash flow statement for the period from 1 January 2007 to 31 March 2007 with an increase in cash amounting to PLN 42,560 thousand, and explanatory notes.

Management of the Parent entity is responsible for the preparation and presentation of these interim condensed consolidated financial statements in accordance with the International Financial Reporting Standard as applicable to interim financial reporting as adopted by the European Union and with respect to matters not regulated by the above Standard, in accordance with the Accounting Act dated 29 September 1994 (Official Journal from 2002, No. 76, item 694 with amendments) and the respective bylaws and in accordance with the requirements for issuers of securities admitted or sought to be admitted to trading on an official stock-exchange listing market. Our responsibility is to issue a report on these interim condensed consolidated financial statements, based on our review.

We conducted our review in accordance with Standard No. 4 of the professional standards *General principles for the review of financial statements*, issued by the National Council of Certified Auditors and with the International Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention, that causes us to believe that the accompanying interim condensed consolidated financial statements of PKN ORLEN S.A. Group as at 31 March 2007 are not prepared in all material respects, in accordance with the International Financial Reporting Standard as applicable to interim financial reporting as adopted by the European Union.

Without qualifications to the accompanying interim condensed consolidated financial statements of PKN ORLEN S.A. Group we draw attention to following issues:

- As disclosed in note no. 37a5 of the published consolidated financial statements for the year ended on 31 December 2006, due to the acquisition of assets and liabilities of AB Mazeikiu Nafta Group, the process of establishment of the fair value of acquired assets and liabilities is in progress. In accordance with IFRS 3, the PKN ORLEN S.A. Group may adjust the fair value of acquired net assets of AB Mazeikiu Nafta Group and recalculate the goodwill in relation to the acquisition of AB Mazeikiu Nafta within twelve months of the acquisition date.
- There is a court proceeding between Unipetrol a.s. and DEZA a.s. disclosed in note no. VII.3.10 of the accompanying interim condensed consolidated financial statements relating to the sale of shares in AGROBOHEMIE a.s. and SYNTHESIA a.s. The result of the court proceeding is uncertain and may negatively influence the value of these shares. PKN ORLEN S.A. Group established neither impairment of these shares (the carrying amount of PKN 504,610 thousand at 31 March 2007) nor a provision for possible penalties.
- As disclosed in note no. VII.3.1 of the accompanying interim condensed consolidated financial statements Rafineria Trzebinia S.A. received decisions from the tax authorities stating an excise tax liability for May-August and September 2004 for a total amount of approximately PLN 100 million increased by interest calculated on these liabilities as a result of the tax proceedings. Recently the appeal procedure is pending and the outcome is unknown. In case of an unfavorable result of the above described dispute there is a risk that the tax authorities will question the correctness of the VAT settlements. The estimated potential VAT liability amounts to approximately PLN 22 million. There is also a risk that negative decisions of the tax authorities will be issued in respect to other periods. In the interim condensed consolidated financial statements as at 31 March 2007 PKN ORLEN S.A. Group did not establish any provisions to cover potential tax liabilities arising in case of an unfavorable outcome for Rafineria Trzebinia S.A. of the above described matter.



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Certified Auditor No. 10268/7598
Monika Bartoszewicz



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On behalf of KPMG Audyt Sp. z o.o.
ul. Chłodna 51, 00-867 Warsaw
Certified Auditor No. 9451/7175
Leszek Dubicki,
Member of the Board of Directors

Warsaw, 14 May 2007