

**RESOLUTION No 1**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

regarding appointment of the Chairman of the Extraordinary General Meeting of Shareholders

§ 1

Acting under Article 409, § 1 sentence 1 of the Commercial Companies Code and with respect to § 5 of the Regulations of the General Meeting of Shareholders of PKN ORLEN SA, the Extraordinary General Meeting of Shareholders of PKN ORLEN SA hereby elects Mr Jerzy Modrzejewski (Ph.D) to the position of the Chairman of the Extraordinary General Meeting of Shareholders.

The above resolution was passed in a secret voting.

**RESOLUTION No 2**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

regarding changes to the Agenda of the Extraordinary General Meeting of Shareholders

§ 1

Acting under Article 409, § 2 of the Commercial Companies Code and with respect to § 10, item 1 of the Regulations of the General Meeting of Shareholders of PKN ORLEN SA, the Extraordinary General Meeting of Shareholders of PKN ORLEN SA hereby deletes point 8 from the Agenda.

**RESOLUTION No 3**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

regarding the Agenda of the Extraordinary General Meeting of Shareholders

§ 1

The Extraordinary General Meeting of Shareholders of PKN ORLEN SA hereby announces the following Agenda:

1. Opening of the Extraordinary General Meeting of Shareholders;
2. Election of the Chairman of the Extraordinary General Meeting of Shareholders;
3. Affirming the legality of calling the Extraordinary Meeting of Shareholders and legal ability of the Meeting to pass resolutions;
4. Approval of the Agenda;
5. Election of the Vote Counting Commission;
6. Passing of resolutions concerning appropriate approvals for the formation of the JV with Basell Europe Holdings BV and contribution of the polymer complex as a self operating part of PKN ORLEN to this JV as required by the regulations of the Polish Law and the Company's Statute;
7. Passing of resolution concerning approval for disposal (sale or lease) of self-operating parts of the Company;
8. Passing of resolutions concerning changes to the Company's Supervisory Board Composition;
9. Closure of the Extraordinary General Meeting of Shareholders.

**RESOLUTION No 4**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

regarding election of the Vote Counting Commission

§ 1

Acting under § 8 of the Regulations of the General Meeting of Shareholders of PKN ORLEN SA, the Extraordinary General Meeting of Shareholders of PKN ORLEN SA hereby appoints the following members of the Vote Counting Commission:

- Pawel Bajno
- Andzrej Smolinski
- Dariusz Kusiak

The above resolution was passed in a secret voting.

**RESOLUTION No 5**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding approval of the amendment made by Nafta Polska SA to the draft resolution, submitted by the Management Board with their own modifications, and regarding giving the relevant assents, which are requested on the basis of the provisions of law and the Company's Statutes, for the establishment of a joint venture company with Bassell Europe Holdings B.V. and contribution to the joint venture company the self-operating entity (including real estate properties) of Polski Koncern Naftowy ORLEN S.A. constituting Polymers Block**

The Extraordinary General Meeting of Shareholders hereby introduces a change to the draft resolution of the Management Board by adding the following Point 4:

4. The assents specified above will be given provided that the Supervisory Board of PKN ORLEN approves the negotiated conditions as described in Point 3.

**RESOLUTION No 6**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding giving the relevant assents, which are requested on the basis of the provisions of law and the Company's Statutes, for the establishment of a joint venture company with Bassell Europe Holdings B.V. and contribution to the joint venture company the self-operating entity (including real estate properties) of Polski Koncern Naftowy ORLEN S.A. constituting Polymers Block,**

Acting under Article 393, Point 3 and Point 4 of the Commercial Companies Code and § 7, Item 7, Point 7 and 8 of the Company Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN S.A. hereby adopts, in open voting, the following resolution:

1. After a presentation made by the Management Board and review of the opinion of the Supervisory Board of the Company regarding the planned transaction of establishment by the Company of a joint venture company with Basell Europe Holdings B.V., a company organised under the laws of the Netherlands, for the purpose of conducting by such joint venture company of operations within the scope of production of, marketing of, and trade with the of polyolefins products, the Extraordinary General Meeting of Shareholders hereby gives its assent for the alienation, through contributing in-kind to the above joint-venture company, of the Company's self-operating entity located in Płock at ul. Chemików 7 used for the purpose of conducting the production and sale of the polyethylene and polypropylene products. The aforementioned assents is given upon the following conditions: (1) the joint venture company shall be incorporated under the laws of Poland in the form of a limited liability company or a joint stock company with its seat in Poland; (2) the aforementioned self-operating entity of the Company shall be contributed to the joint venture at the value not lower than the PLN equivalent of EURO 80,000,000 (eighty million); and (3) the sole shareholders of the above joint venture company shall be the Company and Basell Europe Holdings B.V., each of them to subscribe for the block of shares representing 50% of the total number of shares and authorising to 50% of the voting rights.
  
2. Due to the fact that the self-operating entity of the Company referred to in Point 1 above includes the following developed and undeveloped plots, located in Płock at ul. Chemików 7:
  - (1) plot No. 20/17 (marked 8-C) with the area of 32,767 square meters;
  - (2) plot No. 20/21 (marked 9-C) with the area of 32,772 square meters;
  - (3) plot No. 20/18 (marked 8-D) with the area of 2,817 square meters;
  - (4) plot No. 20/22 (marked 9-D) with the area of 2,169 square meters;
  - (5) plot No. 20/29 (marked 11-F) with the area of 16,984 square meters; and
  - (6) plot No. 20/31 marked 12-F) with the area of 36,469 square meters,

the Extraordinary General Meeting of Shareholders additionally gives its assent for the alienation by the Company of the above real estate properties (i.e. the ownership or the perpetual usufruct of the above plots of land and the ownership of the buildings located hereupon) through their in-kind contribution to a joint venture company, as the part of self-operating entity of the Company referred to in point 1 above.

3. The resolution shall be effective from the date of its adoption. If until June 30, 2002 the Company does not enter into the relevant agreements, i.e. joint venture agreement, deed of association (statute) of the joint venture company, the license agreement and other agreements related to the incorporation of the joint venture, upon the terms and conditions accepted by the Management Board of the Company, the assents referred to in Point 1 and 2 above shall expire.
4. The assents specified above will be given provided that the Supervisory Board of PKN ORLEN approves the negotiated conditions as described in Point 3 above.

**Objection was raised with regard to the above resolution**

**RESOLUTION No 7**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the sale of the Company's self-operating entities**

§ 1

Acting under Article 393, Point 3 of the Commercial Companies Code and with respect to § 7, Item 7, Point 7 of the Company Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN SA hereby gives its assent to the sale of the following self-operating entities of the Company:

1. Oil Products Storage Facility No 8 in Sepolno Krajenskie;
2. Oil Products Storage Facility No 9 in Brodnica;
3. Oil Products Storage Facility No 17 in Glogow;
4. Oil Products Storage Facility No 4 in Kamien Zabkowicki;
5. Oil Products Storage Facility No 8 in Gdynia;
6. Oil Products Storage Facility No 12 in Koscierzyna;
7. Oil Products Storage Facility No 14 in Tczew;
8. Oil Products Storage Facility No 7 in Nowy Sacz;
9. Oil Products Storage Facility No 12 in Szubin;
10. Oil Products Storage Facility No 13 in Naklo;
11. Oil Products Storage Facility No 2 in Ostroda;
12. Oil Products Storage Facility No 4 in Nowy Dwor Gdanski;
13. Oil Products Storage Facility No 5 in Karolewo;
14. Oil Products Storage Facility No 6 in Bartoszyce.

§ 2

The sale can be executed through a tender at a price not lower than the market value of the property set in a valuation made by a property / real estate expert. In case the book value is higher than the market value, such book value should be the starting price. In case of void purchase offers, the sale may be executed through another tender at a price not lower than three quarters (3/4) of the starting price.

§ 3

In case of the voiding of a purchaser selected in accordance with the procedures as in § 2, the sale can be executed through tendered offers after prior settlement of price and procedures by the Management Board.

§ 4

The resolution takes immediate effect.

**Objection was raised with regard to the above resolution**



**RESOLUTION No 8**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the sale of the Company's self-operating entities**

§ 1

Acting under Article 393, Point 3 of the Commercial Companies Code and with respect to § 7, Item 7, Point 7 of the Company Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN SA hereby gives its assent to sale of the following self-operating entities of the Company:

1. Oil Products Storage Facility No 6 in Wloszczowa;
2. Oil Products Storage Facility No 6 in Kalisz;
3. Oil Products Storage Facility No 5 in Szczecin;
4. Oil Products Storage Facility No 12 in Strzelce Krajeńskie;
5. Oil Products Storage Facility No 9 in Lobza;
6. Oil Products Storage Facility No 7 in Jelenia Gora.

§ 2

The sale can be executed through the placing of tender offers. Tenders should contain a starting price of 50% of the value set in a valuation made by a property / real estate expert and should be sent to those potential purchasers that have previously submitted purchase offers for Oil Products Storage Facilities.

§ 3

In case of the voiding of a purchaser appointed in accordance with these procedures as in § 2, the sale can be executed by placing tender offers after prior settlement of price and procedures by the Management Board.

§ 4

With regard to sale of Oil Products Storage Facilities listed in § 1, § 2 of the resolution No 29 of the General Meeting of Shareholders of PKN ORLEN S.A. dated May 14, 2001 and regarding sale of such storage facilities becomes invalid and is therefore abolished.

§ 5

The resolution takes immediate effect.

**Objection was raised with regard to the above resolution**

**RESOLUTION No 9**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the sale of the Company's self-operating entities**

§ 1

Acting under Article 393, Point 3 of the Commercial Companies Code and with respect to § 7, Item 7, Point 7 of the Company Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN SA hereby gives its assent to sale of the following self-operating entities of the Company:

1. Oil Products Storage Facility No 3 in Ostrowiec Swietokrzyski;
2. Oil Products Storage Facility No 3 in Hrubieszow;
3. Oil Products Storage Facility No 11 in Ostrow Wielkopolski;
4. Oil Products Storage Facility No 7 in Leszno;
5. Oil Products Storage Facility No 2 in Mnisztwa near Cieszyn;
6. Oil Products Storage Facility No 3 in Grudziadz;
7. Oil Products Storage Facility No 14 in Koscian;
8. Oil Products Storage Facility No 2 in Elk;
9. Oil Products Storage Facility No 10 in Gizycko;
10. Oil Products Storage Facility No 10 in Strzelce Opolskie.

§ 2

The sale can be executed through a tender at a price not lower than 50% of the market value set in a valuation made by a property / real estate expert.

§ 3

In case of the voiding of a purchaser appointed in accordance with the procedures as in § 2, the sale can be executed by placing tender offers after prior settlement of price and procedures by the Management Board.

§ 4

With regard to sale of Oil Products Storage Facilities listed in § 1 (No. 1 - 7), § 2 of the resolution No 29 of the General Meeting of Shareholders of PKN ORLEN S.A. dated May 14, 2001 and regarding the sale of such storage facilities becomes invalid and is therefore abolished, and with regard to sale of Oil Products Storage Facilities listed in § 1 (No. 8 - 10), § 2 of the resolution No. 3 of the Extraordinary General Meeting of Shareholders of PKN ORLEN S.A. dated July 6, 2001 and regarding sale of such storage facilities becomes invalid and is therefore abolished.

§ 5

The resolution takes immediate effect.

**Objection was raised with regard to the above resolution**

**RESOLUTION No 10**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the sale of the Company's self-operating entities.**

§ 1

Acting under Article 393, Point 3 of the Commercial Companies Code and with respect to § 7, Item 7, Point 7 of the Company Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN SA hereby gives its assent to the sale of property with respect to spun-off part of Oil Products Storage Facility No 1 in Kielce in favour of VISPOL International Ltd. Sp. z o.o. at the price equal to the market value set in a valuation made by a property / real estate expert.

§ 2

The resolution takes immediate effect.

**Objection was raised with regard to the above resolution**

**RESOLUTION No 11**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the removal from the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 and § 8, item 3 of the Company's Statutes the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Jerzy Idzik from the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.

**RESOLUTION No 12**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the removal from the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 and § 8, item 3 of the Company's Statutes the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Marcin Gizewski from the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.

**RESOLUTION No 13**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the removal from the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 and § 8, item 3 of the Company's Statutes the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Marek Wasowicz from the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.

**RESOLUTION No 14**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the removal from the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 and § 8, item 3 of the Company's Statutes the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mrs Kalina Grzeskowiak-Gracz from the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.

**RESOLUTION No 15**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the removal from the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 and § 8, item 3 of the Company's Statutes the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Stanislaw Kondracikowski from the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.



**RESOLUTION No 16**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the removal from the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 and § 8, item 3 of the Company's Statutes the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Aleksander Olas from the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.

**RESOLUTION No 17**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding the removal from the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 and § 8, item 3 of the Company's Statutes the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Szczepan Targowski from the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.

**RESOLUTION No 18**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

regarding the establishment of the number of members of the Supervisory Board of PKN ORLEN

§ 1

Acting under § 14, item 1 of the regulations of the General Meeting of Shareholders of PKN ORLEN, the Extraordinary General Meeting of Shareholders of PKN ORLEN establishes 9-member composition of the Supervisory Board of PKN ORLEN, including 2 members meeting requirements of § 8, Item 5 of the Company's Statutes.

**RESOLUTION No 19**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding appointment to the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 of the Company's Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to appoint Mr Edward Grzywa to the Supervisory Board of PKN ORLEN.

Mr Edward Grzywa meets requirements of § 8, Item 5 of the Company's Statutes. He also submitted the relevant document.

The above resolution was passed in a secret voting.

**RESOLUTION No 20**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding appointment to the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 of the Company's Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to appoint Mr Andrzej Kratiuk to the Supervisory Board of PKN ORLEN.

Mr Andrzej Kratiuk meets requirements of § 8, Item 5 of the Company's Statutes. He also submitted the relevant document.

The above resolution was passed in a secret voting.

**RESOLUTION No 21**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding appointment to the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 of the Company's Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to appoint Mr Maciej Gierej to the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.

**RESOLUTION No 22**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding appointment to the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 of the Company's Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to appoint Mr Krzysztof Kluzek to the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.

**RESOLUTION No 23**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding appointment to the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 of the Company's Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to appoint Mr Ryszard Ławniczak to the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.



**RESOLUTION No 24**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding appointment to the Supervisory Board of PKN ORLEN**

**§ 1**

Acting under § 8, item 2, point 2 of the Company's Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to appoint Mr Krzysztof Szlubowski to the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.

**RESOLUTION No 25**  
**of**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**  
**dated 21<sup>st</sup> February 2002**

**regarding appointment to the Supervisory Board of PKN ORLEN**

§ 1

Acting under § 8, item 2, point 2 of the Company's Statutes, the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to appoint Mr Jan Waga to the Supervisory Board of PKN ORLEN.

The above resolution was passed in a secret voting.