

RESOLUTION No 1
of
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA
dated 30 August 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 Constitution 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.

§ 2

The resolution takes immediate effect.

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 30 August 2002

regarding the change of the agenda of the Extraordinary General Meeting of Shareholders

§ 1

Acting under Article 402, § 2 of the Commercial Companies Code the Extraordinary General Meeting of Shareholders decided to change the agenda of the Extraordinary General Meeting of Shareholders by removing the point no 8 as follows:

“Passing of a resolution concerning changes of the principles of remuneration for Supervisory Board members”

§ 2

The resolution takes immediate effect.

RESOLUTION No 3
of
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA
dated 30 August 2002

regarding the Agenda of the Extraordinary General Meeting of Shareholders

1. Opening;
2. Election of the Chairman of the meeting;
3. Affirming the legality of the meeting;
4. Approval of the agenda;
5. Election of the Vote Counting Commission;
6. Revision of the Management Board's Report on performance of PKN ORLEN's Capital Group and the consolidated financial results of PKN ORLEN's Capital Group for year 2001.
7. Passing of resolution concerning approval for disposal (sale or lease) of self-operating properties / entities of the Company;
8. Closure of the Extraordinary General Meeting of Shareholders.

§ 2

The resolution takes immediate effect.

RESOLUTION No 4
of
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
of
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA
dated 30 August 2002

regarding election of the Vote Counting Commission

§ 1

Acting under § 8 of the Constitution 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:

- Robert Baranowski
- Marcin Kolecki
- Dariusz Jakubowski

§ 2

The resolution takes immediate effect.

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 30 August 2002

regarding approval of the Management Board's report on the performance of ORLEN Capital Group and ORLEN Capital Group's consolidated financial statements for the year ended 31 December 2001

§ 1

Under art. 63c, item 4 of the Polish Accounting Act and § 7, item 7, point 1 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders having been made aware of the Supervisory Board's opinion, hereby approves:

- Management Board report on ORLEN Capital Group's performance for the year ended 31 December 2001,
- ORLEN Capital Group's consolidated financial statements for the year ended 31 December 2001, including:
 - audited consolidated balance sheet as of 31 December 2001 containing assets and liabilities amounting to PLN 14,086,048,096.61 (fourteen billion eighty six million forty eight thousand ninety six zlotys and sixty one groszys)
 - consolidated profit and loss account for the period from 1 January, 2001 to 31 December 2001 showing net profit of PLN 343,053,518,89 (three hundred forty three million fifty three thousand five hundred eighteen zlotys and eighty nine groszys)
 - consolidated cash flow statement for the period from 1 January 2001 to 31 December 2001 with the net increase in cash and cash equivalents equal PLN 27,154,769.61 (twenty seven million one hundred fifty four thousand seven hundred sixty nine zlotys and sixty one groszys)
 - statement of consolidated shareholders' equity for the period from 1 January 2001 to 31 December 2001 showing increase by PLN 332,983,958.31 (three hundred thirty two million nine hundred eighty three thousand nine hundred fifty eight zlotys and thirty one groszys)
- auxiliary information

§ 2

The resolution takes immediate effect.

Objection was raised with regard to the above resolution.

**RESOLUTION No 6
OF
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

dated 30 August 2002

regarding the sale of the Company's self-operating property

§ 1

Under art. 393, point 3 of the Code of Commercial Companies and with respect to § 7, item 7, point 7 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of PKN ORLEN hereby gives its assent to the sale of the following self-operating properties of the Company:

1. Oil Products Storage Facility No 6 in Bytom;
2. Oil Products Storage Facility No 5 in Jedrzejow;
3. Oil Products Storage Facility No 8 in Gorzow;
4. Oil Products Storage Facility No 1/1 in Opole;

§ 2

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

§ 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.

**RESOLUTION No 7
OF
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

dated 30 August 2002

regarding the sale of the Company's self-operating property

§ 1

Under art. 393, point 3 of the Code of Commercial Companies and with respect to § 7, item 7, point 7 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of PKN ORLEN hereby gives its assent to the sale of Oil Products Storage Facility No 15 in Wladyslawowo, the self-operating property of the Company.

§ 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 of the voiding of the purchase offers the sale can be executed through another tender at a price not lower than $\frac{3}{4}$ of the initial 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.

**RESOLUTION No 8
OF
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

dated 30 August 2002

regarding the sale or lease of the Company's self-operating property

§ 1

Under art. 393, point 3 of the Code of Commercial Companies and with respect to § 7, item 7, point 7 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of PKN ORLEN hereby gives its assent to the sale (or in-kind contribution) or lease of the following self-operating properties of the Company:

1. Refinery Products Laboratory in Plock - JKN, including the following subsidiary labs:
 - Fuel and Aromas Lab - KN - 1
 - Cracker, Alkylation and Lubricating oils Lab - KN - 2
 - Crude Processing Lab - KN - 3
 - Fuel and Engine testing Lab - KN - 4
 - Chromatography Lab - KN - 5
 - Benzene, Butadiene, Ethylene Oxide and Phenol Lab - KN - 6
 - Refinery Products Regional Lab in Zgierz - KRR - 1
 - Refinery Products Regional Lab in Debogorz - KRR - 3
 - Refinery Products Regional Lab in Katowice - KRR - 4
 - Refinery Products Regional Lab in Lublin - KRR - 5
 - Refinery Products Regional Lab in Poznan - KRR - 6
 - Refinery Products Regional Lab in Zurawica - KRR - 7
 - Refinery Products Regional Lab in Szczecin - KRR - 8
 - Refinery Products Regional Lab in Warszawa - KRR - 9
 - Refinery Products Regional Lab in Wroclaw - KRR - 10
 - Refinery Products Regional Lab in Kedzierzyn Kozle - KRR - 11
 - Refinery Products Regional Lab in Krakow - KRR - 12
 - Refinery Products Regional Lab in Nowa Sol - KRR - 13
 - Refinery Products Regional Lab in Olsztyn - KRR - 14
1. Water and Sewage Lab - JKW, including the following labs:
 - Water and Sewage Treatment Lab - KW - 1
 - Power Industry Water Lab - KW - 2

§ 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.

§ 3

Detailed conditions of the sale or lease of the self-operating properties of the Refinery Products Laboratory in Plock as well as Water and Sewage Lab will have to be approved by the Supervisory Board of the Company.

§ 4

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 30 August 2002

regarding the lease of the Company's self-operating property

§ 1

Under art. 393, point 3 of the Code of Commercial Companies and with respect to § 7, item 7, point 7 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of PKN ORLEN hereby gives its assent to the lease of the Waste Treatment Division, the self-operating property of the Company.

§ 2

Detailed conditions of the lease of the properties of Waste Treatment Division, the self-operating property of the Company, will have to be approved by the Supervisory Board of the Company.

§ 3

The resolution takes immediate effect