

**RESOLUTION No 1  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

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

Acting under Article 409, § 1 sentence 1 of the Code of Commercial Companies and with respect to § 5 of the regulations of the General Meeting of Shareholders of PKN ORLEN S.A., the Extraordinary General Meeting of Shareholders of PKN ORLEN S.A. hereby elects Mr Jozef Palinka to the position of the Chairman of the Meeting of Shareholders.

The resolution was passed in a secret ballot.

**RESOLUTION No 2  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding the change of the Agenda**

**§ 1**

The Extraordinary General Meeting of Shareholders of PKN ORLEN hereby decides to change the Agenda of the Extraordinary General Meeting of Shareholders of PKN ORLEN by removing from the Agenda the point 9 as follows: "Passing of a resolution concerning insurance conditions of the members of the Supervisory Board of PKN ORLEN and changes to the principles of remuneration of the Supervisory Board of PKN ORLEN according to the approved corporate governance rules".

**§ 2**

The resolution takes immediate effect.

**RESOLUTION No 3  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding the Agenda of the Extraordinary General Meeting of Shareholders**

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

1. Opening;
2. Election of the Chairman of the Meeting;
3. Affirmation of the legality of the Meeting;
4. Approval of the Agenda;
5. Election of the Vote Counting Commission;
6. Passing of a resolution concerning approval for sale or lease of a self-operating part of the Company;
7. Passing of a resolution concerning changes in the Supervisory Board of PKN ORLEN;
8. Passing of resolutions concerning changes to the Regulations of the General Meeting of Shareholders of PKN ORLEN;
9. Closure of the General Meeting of Shareholders.

**RESOLUTION No 4  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding election of Ms Aneta Berdys to the Vote Counting Commission**

Acting under § 8 of the Regulations of the General Meeting of Shareholders of PKN ORLEN, the Extraordinary General Meeting of Shareholders of PKN ORLEN hereby appoints Ms Aneta Berdys to the Vote Counting Commission.

The resolution was passed in a secret ballot.

**RESOLUTION No 5  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding election of Mr Bartosz Nowicki to the Vote Counting Commission**

Acting under § 8 of the Regulations of the General Meeting of Shareholders of PKN ORLEN, the Extraordinary General Meeting of Shareholders of PKN ORLEN hereby appoints Mr Bartosz Nowicki to the Vote Counting Commission.

The resolution was passed in a secret ballot.

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

**dated 5 August 2004**

**regarding election of Natasza Wochowska to the Vote Counting Commission**

Acting under § 8 of the Regulations of the General Meeting of Shareholders of PKN ORLEN, the Extraordinary General Meeting of Shareholders of PKN ORLEN hereby appoints Ms Natasza Wochowska to the Vote Counting Commission.

The resolution was passed in a secret ballot.

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

**dated 5 August 2004**

**regarding the sale or lease of the property including an amendment proposed by the Management Board**

**§ 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 lease of the property of PKN ORLEN as Wydział Sciekow i Utylizacji (Sewage and Recycling Division), being an area of sedimentary administration of Wydział Sciekow i Utylizacji (Sewage and Recycling Division) to the company ORLEN Eko Sp. z o.o., based in Plock, Chemikow 7 street.

**§ 2**

1. The sale of self-operating part of the Company shall be executed at a market price set in a valuation made by a property / real estate expert, not lower than the net book value of fixed assets of Wydział Sciekow i Utylizacji (Sewage and Recycling Division) covering sediment area.
2. The lease of the property shall be executed based on a rental equal to 102 per cent of monthly depreciation in case of property currently undergoing depreciation and 10 per cent of monthly depreciation for already depreciated property calculated from the initial value additionally charged with the property tax, a charge for the perpetual usufruct, and cost of utilities. The payment term of a lease rental equates to 30 days.

**§ 3**

The resolution takes immediate effect.

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

**dated 5 August 2004**

**regarding the removal of member of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

**§ 1**

Under § 8, item 2, point 2 of the Company's Articles of Association the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Ryszard Lawniczak from the Supervisory Board of PKN ORLEN.

**§2**

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.



**RESOLUTION No 9**  
**of**  
**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding the removal of member of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

**§ 1**

Under § 8, item 2, point 2 of the Company's Articles of Association the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Krzysztof Szlubowski from the Supervisory Board of PKN ORLEN.

**§2**

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 10**  
**of**  
**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding the removal of member of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

**§ 1**

Under § 8, item 2, point 2 of the Company's Articles of Association the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Andrzej Studzinski from the Supervisory Board of PKN ORLEN.

**§2**

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 11**  
**of**  
**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding the removal of member of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

**§ 1**

Under § 8, item 2, point 2 of the Company's Articles of Association the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Jan Waga from the Supervisory Board of PKN ORLEN – the Chairman of the Supervisory Board.

**§2**

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 12**  
**of**  
**THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**of**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding the removal of member of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

**§ 1**

Under § 8, item 2, point 2 of the Company's Articles of Association the Extraordinary General Meeting of Shareholders of PKN ORLEN decides to remove Mr Janusz Zielinski from the Supervisory Board of PKN ORLEN – the Chairman of the Supervisory Board.

**§2**

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 13  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

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

§ 1

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.

**RESOLUTION No 14  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding appointment to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

§ 1

Under § 8 item 4 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr Jacek Bartkiewicz to the position of the Chairman of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§2

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

The shareholders Bengodi Finance S.A. raised an objection to the resolution.

**RESOLUTION No 15  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding the establishment of the number of the independent members of the Supervisory Board of PKN ORLEN meeting requirements of § 8, item 5 of the Company's Articles of Association**

§ 1

The Extraordinary General Meeting of Shareholders of PKN ORLEN establishes 2 independent members of the Supervisory Board meeting requirements of § 8, item 5 of the Company's Articles of Association.

§2

The resolution takes immediate effect.

**RESOLUTION No 16  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding appointment to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

§ 1

Under § 8 item 2 point 2 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr Krzysztof Lis to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A. Mr Krzysztof Lis meets requirements of § 8, Item 5 of the Company's Articles of Association. He also submitted the relevant document.

§2

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.



**RESOLUTION No 17  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding appointment to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

§ 1

Under § 8 item 2 point 2 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr Ireneusz Wesolowski to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A. Mr Ireneusz Wesolowski meets requirements of § 8, Item 5 of the Company's Articles of Association. He also submitted the relevant document.

§2

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 18  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding appointment to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

§ 1

Under § 8 item 2 point 2 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr Raimondo Eggink to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§2

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 19  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding appointment to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

§ 1

Under § 8 item 2 point 2 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr Maciej Kazimierz Gierej to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§2

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 20  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding appointment to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

§ 1

Under § 8 item 2 point 2 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. decides to appoint Ms Malgorzata Okonska - Zaremba to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§2

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 21  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding appointment to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

§ 1

Under § 8 item 2 point 2 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr Piotr Osiecki to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§2

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 22  
OF  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF  
POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding appointment to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.**

§ 1

Under § 8 item 2 point 2 of the Company's Articles of Association, the Extraordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr Krzysztof Zyndul to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§2

The resolution takes immediate effect.  
The resolution was passed in a secret ballot.

**RESOLUTION No 23**  
**OF**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OF**  
**POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA**

**dated 5 August 2004**

**regarding amendments to the Regulations of the General Meeting of Shareholders of PKN ORLEN including an amendment proposed by the Management Board and the motion of a shareholder – Bengodi Finance S.A.**

**§ 1**

The Extraordinary General Meeting of Shareholders of PKN ORLEN hereby makes the following amendments to the Regulations of the General Meeting of Shareholders of PKN ORLEN:

**1. in § 4 of the Regulations to add the following item:**

*“4. A person opening the General Meeting should procure an immediate election of the chairman of the meeting, and should refrain from any substantial or formal decisions.”*

**2. § 6 item 1 replace as the following:**

*“1. The chairman of the General Meeting conducts the meeting according to the agenda and Regulations of the General Meeting. The chairman ensures an efficient conduct of the meeting and observance of the rights and interest of all shareholders. The chairman should counteract, in particular, the abuse of rights by the participants of the meeting and should guarantee that the rights of minority shareholders are respected.”*

**3. § 6 item 2 sub-point e replace as the following:**

*“e. ordering breaks in the session; ordered breaks cannot be aimed at hindering the exercise of the rights by the shareholders”*

**4. In § 6 of the Regulations to add following items:**

*“4. The chairman signs the minutes of the General Meeting immediately after the written statement is recorded in the minutes by the notary.*

*5. The chairman can resign from his function only because of crucial reason.”*

**5. § 7 item 2 sub-point c replace as the following:**

*“c. to check the regularity of the power of attorney or another document confirming the right to represent a shareholder at a General Meeting; it is presumed that a written document confirming the right to represent a shareholder at a General Meeting is in conformity with the law and does not require any additional confirmations and acknowledgements unless its authenticity or validity raises doubts by the company's management board or the chairman of the General Meeting”*

**6. In § 9 of the Regulations to add the following item:**

*“4. Members of the Management Board and the Supervisory Board and the expert auditor of the company should, within their powers and to the extent necessary for the settlement of issues discussed by the General Meeting, provide the participants of the meeting with explanations and*

*information concerning the company. Giving the answers to the General Meeting's attendees' questions should be done so that the information is executed according to trading law and the amount of information cannot be given in another manner than that which follows from the trading law."*

**7. § 10 item 1 replace as the following:**

*"1. The General Meeting can pass the resolution concerning the removal of an item from the agenda or change the sequence of the agenda. A resolution concerning the removal of an issue placed on the agenda can only be passed if it is supported by crucial and matter-of-fact reasons. A motion in this respect should be accompanied by a detailed justification. A resolution to remove an item from the agenda can be passed only by consent or at the request of the shareholder who demanded this item to be included in the agenda."*

**8. in § 10 to add the following item:**

*"6. After adopting the resolution, the shareholder, who makes an objection to this resolution is entitled to concisely present the reasons for his objection."*

**9. The current § 16 to receive the symbol 1 and to add item 2 as bellow:**

*"2. At the request of a participant in the General Meeting, his written statement is recorded in the minutes"*

**§ 2**

The resolution comes into effect on the day of passing and is binding from the next General Meeting.