

RESOLUTION NO. 1
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the election of the Tellers Committee

§ 1

Pursuant to § 8 of the Regulations of the Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. elects the following persons as members of the Tellers Committee:

- Aleksandra Figiel,
- Tomasz Przygoda,
- Sylwia Wisniewska.

§ 2

The resolution comes into force upon its adoption.

The resolution was adopted by way of secret ballot.

RESOLUTION NO. 2
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments:

1) in § 1 there is added item 4 as below:

„Unless otherwise clearly stated in herein Articles of Association, following terms writing by capital letters have following meaning:

„Capital Group” – capital group as defined in the Accountancy Act.

„Fuels” – crude oil, crude-related products, biocomponents, biofuels and other fuels, including natural gas, industrial gases and heating gases.

„Parent Entity” – entity which:

- a) holds majority of votes in the governing bodies of another entity (Subsidiary), including under agreements with other parties, or
- b) has the right to appoint or remove from office the majority of members of the management bodies of another entity (Subsidiary), or
- c) more than a half of the members of the management board of the second entity (Subsidiary) are at the same time members of the management board or persons holding managerial functions in the first entity or other entity staying with the first entity in the dependence relation.

The definition does not apply to § 7 item 11 points 1-7 of the Articles of Association.

„Affiliated Party” - the Parent Entity of the Company, the Company's Subsidiary or Subsidiary of Parent Entity of the Company; the definition does not apply to § 7 item 11 points 1- 7 of the Articles of Association.

„Subsidiary” – the entity towards which the another entity is a Parent Entity; the definition does not apply to § 7 item 11 points 1 – 7 of the Articles of Association.

„Company” - Polski Koncern Naftowy ORLEN Spolka Akcyjna.

„Act on Trading in Financial Instruments” – acts mentioned in § 7 item 11 point 3 and 5 of the Articles of Association.”

2) term „capital group” writing by small letters used in w the Articles of Association in the certain form, is replaced by term „Capital Group” writing with right declination and by capital letters.

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 3
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Code of Commercial Companies in connection with the Regulation of Council of Ministers, dated 24 December 2007, on Polish Classification of Economic Activities (Journal of Laws 2007 No. 251 Pos. 1885), the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association amendments to § 2 item 2 as below:

"The Company's scope of business is:

1. crude oil processing and production of finished and semi-finished petroleum products (refining and petrochemical);
2. conducting commercial activity within domestic and foreign markets on its own account, on order and on commission basis, in particular: trade of crude oil, oil fuels and others, sale of mechanical vehicles as well as components and accessories for them, sale of manufactured goods and food products;
3. conducting research, design, development, civil engineering, manufacturing works on its own account and on commission basis, within the activities connected with processing, storage, co-branding, turnover of solid, liquid and gas fuels and chemical products derivatives as well as road, rail, sea and pipeline transport;
4. conducting transportation activity with road, rail, sea and pipeline transport;
5. warehousing and storage of crude oil and liquid fuels as well as creating and maintaining fuel reserves in compliance with rules specified in adequate regulations;
6. providing services connected with the Company's business activities, in particular:
 - a. sea and land reloading,
 - b. fuels and gases purification, including leading, dyeing, and adding components;
7. buy-out, turnover and processing of used oils and other chemical wastes;
8. generation, transmission and turnover of electric and heating power;
9. carrying out the overhaul of machinery within the scope of business activity, in particular refinery and petrochemical plants, fuel tanks, fuel stations and means of transport;
10. metal production and plastic processing;
11. running of fuel stations, bars, restaurants and hotels;
12. conducting capital investment activity, in particular buying and trading of shares and stakes both: on domestic and foreign markets;
13. running of educational activity, conducting of professional trainings as well as social and living activities;
14. conducting book-keeping and accounting activities as well as activities connected with data building and data processing;
15. financial agency services including receipt of money orders and transference of liabilities to cheque drawers;
16. providing services in respect of the clearance of electronic fuel cards;
17. conducting geodesy and cartography activities;
18. crude oil extracting and exploration including running service activity connected with exploitation of crude oil deposits;
19. natural gas extracting and exploration including running service activity connected with exploitation of natural gas deposits;
20. production of metal prefabricated buildings excluding service activities;
21. production of metal construction excluding service activities;
22. services in respect of installing metal constructions;
23. performance of general civil work (building construction);
24. performance of general civil work in the area of line constructions: pipelines, power supply lines, electric traction line and telecommunication – long-distance transmission lines;

25. performance of general civil work in the area of construction of distribution lines; pipelines, power supply lines, electric traction line and telecommunication – local lines;
26. performance of general civil work in the area of mining and production;
27. running telecommunication and data communications activities as well as consultancy services in these scopes, including running activities concerned with stationary telephony, telegraphy, mobile telephony, and data transmission;
28. running information technology activity, including editorial activity concerning software, editorial activity concerning software of other data base and data processing activities, consultancy as to hardware equipment, as well as maintenance and repair of business machines, accounting-machines and hardware equipment;
29. recruitment and making employees available, as well as management and business activity consultancy."

is replaced with the following:

„The Company's scope of business is:

1. Production and manufacture of refined petroleum products (PCEA 19.2)
2. Manufacture of basic chemicals, fertilizers and nitrogen compounds, plastics and synthetic rubber in primary forms (PCEA 20.1)
3. Manufacture of other chemical products (PCEA 20.5)
4. Retail sale of automotive fuel on fuel stations (PCEA 47.3)
5. Other specialised wholesale (PCEA 46.7), including wholesale of fuels and related products (PCEA 46.71 Z)
6. Extraction of crude oil (PCEA 06.1)
7. Extraction of natural gas (PCEA 06.2)
8. Support activities for petroleum and natural gas extraction (PCEA 09.1)
9. Manufacture of basic iron and steel and of ferro-alloys (PCEA 24.1)
10. Manufacture of tubes, pipes, hollow profiles and related fittings, of steel (PCEA 24.2)
11. Manufacture of other products of first processing of steel (PCEA 24.3)
12. Manufacture of basic precious and other non-ferrous metals (PCEA 24.4)
13. Casting of metals (PCEA 24.5)
14. Manufacture of structural metal products (PCEA 25.1)
15. Repair of fabricated metal products, machinery and equipment (PCEA 33.1)
16. Electric power generation, transmission and distribution (PCEA 35.1)
17. Manufacture of gas; distribution of gaseous fuels through mains (PCEA 35.2)
18. Steam and air conditioning supply (PCEA 35.3)
19. Remediation activities and other waste management services (PCEA 39.0)
20. Construction of residential and non-residential buildings (PCEA 41.2)
21. Works connected with building of pipelines, telecommunications and electro-energetic lines (PCEA 42.2)
22. Works connected with building of other civil and sea engineering constructions (PCEA 42.9)
23. Demolition and site preparation (PCEA 43.1)
24. Electrical, plumbing and other construction installation activities (PCEA 43.2)
25. Other specialized construction activities (PCEA 43.9)
26. Wholesale and retail sale of vehicles, excluding motorcycles (PCEA 45.1)
27. Wholesale and retail sale of parts and accessories for vehicles, excluding motorcycles (PCEA 45.3)
28. Wholesale, retail sale, repair and maintenance of motorcycles, and wholesale and retail sale of parts and accessories for motorcycles (PCEA 45.4)
29. Retail sale in non-specialized shops (PCEA 47.1)
30. Retail sale of other goods in specialized shops (PCEA 47.7)
31. Freight rail transport (PCEA 49.2)
32. Freight transport by road and removal services (PCEA 49.4)
33. Pipeline transport (PCEA 49.5)
34. Sea and coastal freight water transport (PCEA 50.2)
35. Inland freight water transport (PCEA 50.4)
36. Warehousing and storage (PCEA 52.1)
37. Support activities for transportation (PCEA 52.2)
38. Hotels and similar accommodation (PCEA 55.1)

39. Restaurants and mobile food service activities (PCEA 56.1)
40. Event catering and other food service activities (PCEA 56.2)
41. Beverage serving activities (PCEA 56.3)
42. Wired telecommunications activities (PCEA 61.1)
43. Wireless telecommunications activities, excluding satellite communication (PCEA 61.2)
44. Satellite telecommunications activities (PCEA 61.3)
45. Other telecommunications activities (PCEA 61.9)
46. Computer programming, consultancy and related activities (PCEA 62.0)
47. Data processing, hosting and related activities; web portals (PCEA 63.1)
48. Repair of computers and communication equipment (PCEA 95.1)
49. Renting and leasing of other machinery, equipment and tangible goods (PCEA 77.3)
50. Monetary intermediation (PCEA 64.1)
51. Activities of financial holding companies (PCEA 64.2)
52. Other financial service activities, except insurance and pension funding (PCEA 64.9)
53. Activities auxiliary to financial services, except insurance and pension funding (PCEA 66.1)
54. Activities auxiliary to insurance and pension funding (PCEA 66.2)
55. Accounting, bookkeeping and auditing activities; tax consultancy (PCEA 69.2)
56. Management consultancy activities (PCEA 70.2)
57. Architectural and engineering activities and related technical consultancy (PCEA 71.1)
58. Advertising (PCEA 73.1)
59. Other professional, scientific and technical activities, not elsewhere classified (PCEA 74.9)
60. Activities of employment placement agencies (PCEA 78.1)
61. Other human resources provision (PCEA 78.3)
62. Regulation of the activities of providing health care, education, cultural services and other social services, excluding social security (PCEA 84.12.Z)
63. Business support service activities, not elsewhere classified (PCEA 82.9)
64. Provision of services to the community as a whole (PCEA 84.2), including fire service activities (PCEA 84.25.Z)
65. Other forms of education (PCEA 85.5)."

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 4
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments:

1) § 2 item 4 as below:

„The Company is allowed to purchase and sell shares and stakes of other companies; buy, sell, lease or rent enterprises, companies and other entities, real estates, movables and property rights; buy or sell titles to revenues or property of other entities; set up commercial law companies and civil partnerships; take part in join-ventures; create branches, offices, agencies and other organisational units; as well as perform any other legal and factual actions permitted by law within the scope of the Company's business activities.”

is replaced with the following:

„The Company is allowed to purchase and sell shares and stakes of other companies; buy, sell, lease and rent enterprises, companies and other entities, real estates, movables and property rights; buy and sell titles to revenues or property of other entities; set up commercial law companies and civil partnerships; take part in join-ventures; create branches, plants, agencies and other organisational units; as well as perform any other legal and factual actions not prohibited by law within the scope of the Company's business activities.”

2) § 4 as below:

„The Company's shares can be redeemed only through decreasing the share capital and on conditions specified by the Shareholders Meeting, unless the Code of Commercial Companies and the Articles of Association state that such redemption of shares can be done without the passing of a resolution by the Shareholders Meeting.”

is replaced with the following:

„1. The Company's shares can be redeemed only through decreasing the share capital and under conditions specified by the Shareholders Meeting, unless the Code of Commercial Companies and the Articles of Association state that such redemption of shares can be done without the passing of a resolution by the Shareholders Meeting.

2. The Company's shares can be redeemed by shareholder consent through purchase the shares by the Company (voluntary redemption).

3. Resolution of the Shareholders Meeting which empowers the Management Board to take actions aimed to purchase of shares, which are to be redeemed, determine conditions of purchase of shares by the Company.

4. The redemption of Company's shares requires resolution of the Shareholders Meeting, subject to Article 363 § 5 of the Code of Commercial Companies.

5. The resolution regarding the redemption of shares should determine especially legal basis of redemption, the level of remuneration for shareholder holding the redeemed shares or justification of redemption of shares without remuneration and the way of reduction of share capital.”

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 5
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments:

1) § 7 item 4 as below:

„An Extraordinary Shareholders Meeting is convened by the Management Board on its own initiative, on the motion of the Supervisory Board or on the motion of a shareholder or shareholders representing not less than one tenth of the Company's share capital, within 14 (fourteen) days from placing such motion. The motion demanding the convening of the Shareholders Meeting should include specific issues for the agenda. The motion does not need any justification.”

is replaced with the following:

- “1. An Extraordinary Shareholders Meeting is convened by the Management Board on their own initiative, on the motion of the Supervisory Board or on the motion of a shareholder or shareholders representing at least one twentieth of the Company's share capital, within two weeks from placing such motion. The motion regarding convening of the Shareholders Meeting should describe specific issues for the agenda or include draft resolution regarding proposed agenda.
2. An Extraordinary Shareholders Meeting can be convened by the shareholders representing at least half of share capital or at least half of total votes in the Company.
3. A shareholder or shareholders representing at least one twentieth of the Company's share capital can require to place specific issues in the agenda of the nearest Shareholders Meeting according to generally applicable provisions.”

2) § 7 item 5 as below:

„The Supervisory Board can convene an Extraordinary Shareholders Meeting any time they place a motion to do so and the Management Board fails to convene a meeting within the prescribed time.”

is replaced with the following:

„The Supervisory Board can convene an Extraordinary Shareholders Meeting if the Supervisory Board considers the convention as desirable. The Supervisory Board can convene an Ordinary Shareholders Meeting if the Management Board does not convene the Shareholders Meeting within two weeks from the day the Supervisory Board submitted the appropriate request.”

3) § 7 item 6 as below:

„A Shareholders Meeting is convened by an announcement in the official newspaper of the Republic of Poland “Monitor Sadowy i Gospodarczy” at least three weeks before the date of the Meeting.”

is replaced with the following:

„A Shareholders Meeting is convened in the way and on the rules indicated in generally applicable provisions.”

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 6
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments:

1) § 7 item 7 point 1 as below:

„consideration and approval of the Company's financial statement, annual report on the Company's activities, consolidated financial statement of the Company's capital group and the report on the capital group activities for the previous financial year;”

is replaced with the following:

„consideration and approval of the Company's annual financial statement, annual Management Board report on the Company's activities, and consolidated financial statement of the Company's Capital Group and Management Board report on the Company's Capital Group activities for the previous financial year;”

2) § 7 item 7 point 4 as below:

„appointing the Supervisory Board members and establishing principles for their remuneration;”

is replaced with the following:

„appointing the Supervisory Board members, subject to § 8 item 2 of the Articles of Association, and establishing of principles for their remuneration;”

3) § 7 item 7 point 11 as below:

„passing resolutions on redemption of shares and buying shares in order to redeem as well as establishing the principles of their redemption;”

is replaced with the following:

„passing resolution on redemption of shares and buying shares in order to redeem, subject to § 4 of the Articles of Association;”

4) § 7 item 7 point 12 as below:

„issuing convertible bonds or bonds with pre-emptive rights;”

is replaced with the following:

„issuing convertible bonds or bonds with pre-emptive rights and issuing subscription warrants;”

5) in § 7 item 7 there is added point 14 as below:

„conclusion of company's agreement in the meaning of Article 7 of the Code of Commercial Companies;”

6) in § 7 item 12 the word “enterprise” is replaced by the word “scope of business”.

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 7
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendment: current content of § 7 item 11 is marked with point 1.

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 8
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendment: in § 7 item 11 there is added point 2 as below:

"A shareholder, under provisions of herein item, is each person, including its parent entity and subsidiary, that has directly or indirectly the right to vote at the Shareholders Meeting , on the basis of any legal title; it refers also to the person that does not hold the Company's shares, especially user, lienor, person entitled on the basis of depositary receipt under understanding of the Act on Trading in Financial Instruments of July 29th 2005, and also a person entitled to participate in the Shareholders Meeting despite the fact of disposal of owned shares after the record day for the Shareholders Meeting."

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 9
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendment: in § 7 item 11 there is added point 3 as below:

"Parent entity and subsidiary for the purpose of herein item mean an entity that:

- a) is a parent entity, subsidiary or at the same time parent entity and subsidiary in the meaning of provisions of the act on competition and consumers protection, dated 16 February 2007, or
- b) is a parent entity, higher level parent entity, subsidiary, lower level subsidiary, jointly controlled entity or at the same time having a statue of parent entity (also higher level parent entity) and subsidiary (also lower level subsidiary and jointly controlled entity) in the meaning of the act on accountancy, dated 29 September 1994, or
- c) has a significant influence (parent entity) or is being significantly influenced (subsidiary) in the meaning of the act on financial relations transparency between public authorities and public entrepreneurs and on financial transparency of some entrepreneurs, dated 22 September 2006, or
- d) votes coming directly or indirectly from the Company's shares are subject to cumulating with the votes of another entity or other entities on the basis of provisions of the act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated 29 July 2005, in connection with holding, disposing or acquiring significant blocks of the Company's shares."

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 10
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendment: in § 7 item 11 there is added point 4 as below:

"Shareholders that votes are subject to cumulating and reduction in accordance with the provisions of the herein item, are together called a Grouping. Cumulating of votes is a sum of votes that are held by the certain shareholders participating in the Grouping. Reduction of votes is a decrease of total number of votes in the Company at the Shareholders Meeting that is held by the shareholders participating in the Grouping. Reduction of votes is made according to the following rules:

- a) number of votes of a shareholder that holds the highest number of votes in the Company, among the shareholders participating in the Grouping, is reduced by the number of votes equal to the surplus over 10 percent of the total number of votes in the Company, held by the all shareholders participating in the Grouping,
- b) if, despite the reduction mentioned in letter a) above, the total number of votes at the Shareholders Meeting held by the shareholders participating in the Grouping, exceeds the limit mentioned in point 1 of the herein item, there is made a further reduction of votes that are held by the other shareholders participating in the Grouping. Further reduction of votes of the other shareholders is made in the order based on the number of votes held by the shareholders participating in the Grouping (from the highest number to the lowest number). Further reduction of votes is made until the total number of votes held by the shareholders participating in the Grouping does not exceed 10 percent of the total number of votes in the Company,
- c) in each case a shareholder, whose right to vote is reduced, has a right to vote with at least one vote,
- d) limitation of votes refers also to the shareholder who is not present at the Shareholders Meeting."

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 11

OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendment: in § 7 item 11 there is added point 5 as below:

"To make grounds for cumulating and reduction of votes in accordance with provisions of the herein item, the Company's shareholder, Management Board, Supervisory Board and certain members of those bodies, can request from the shareholder information if she or he is a person who:

- a) is a parent entity, subsidiary or at the same time parent entity and subsidiary in the meaning of provisions of the act on competition and consumers protection, dated 16 February 2007, or
- b) is a parent entity, higher level parent entity, subsidiary, lower level subsidiary, jointly controlled entity or at the same time having a statue of parent entity (also higher level parent entity) and subsidiary (also lower level subsidiary and jointly controlled entity) in the meaning of the act on accountancy, dated 29 September 1994, or
- c) has a significant influence (parent entity) or is being significantly influenced (subsidiary) in the meaning of the act on financial relations transparency between public authorities and public entrepreneurs and on financial transparency of some entrepreneurs, dated 22 September 2006, or
- d) votes coming directly or indirectly from the Company's shares are subject to cumulating with the votes of another entity or other entities on the basis of provisions of the act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated 29 July 2005, in connection with holding, disposing or acquiring significant blocks of the Company's shares.

The right mentioned herein is also a request to disclose the number of votes that the Company's shareholders hold individually or together with the other shareholders of the Company. A person who did not fulfill or unsuitably fulfilled information duty, mentioned herein point, until the information duty offence is deleted, can vote only with one vote and voting by such a person with the other shares is ineffective."

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 12
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments: in § 7 item 11 there is added point 6 as below:

„In relation to provision of point 1 of herein item, in accordance to which execution of voting rights by the subsidiary shall be considered as execution by the parent entity, to avoid interpretation doubts, it is stated that the reduction of the voting right, mentioned in point 1, does not concern subsidiaries of the State Treasury and Nafta Polska S.A.”

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 13
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments: in § 7 item 11 there is added point 7 as below:

„In case of interpretation doubts provisions of herein item shall be understood according to Article 65 § 2 of the Civil Code.”

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 14
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments:

1) § 8 item 3 point 1 as below:

„Members of the Supervisory Board are appointed for a common three-year term of office.”

is replaced with the following:

„Term of office of the Supervisory Board members is common and is terminated on the day of the Ordinary Shareholders Meeting that approves the financial statement for the second full financial year of the term of office. The beginning of such a common term of office is on 31 May 2007.”

2) § 8 item 3 point 3 as below is deleted:

„Terms of office of individual Supervisory Board members with a mandate on the day of the registration of the changes to the Articles of Association, passed in the form of a resolution of the Extraordinary Shareholders Meeting on 8 April 2004, turn, starting from that day, into a common term of office and the beginning of such common term starts on 21 February 2004.”

3) § 9 item 3 point 1 as below:

„The Management Board's term of office lasts three years and it is a common term of office. The President, Vice-Presidents, and the other members of the Management Board may be recalled any time before their term of office expires.”

is replaced with the following:

„The Management Board members term of office is common and is terminated at the day of the Ordinary Shareholders Meeting that approves financial statement for the second full financial year of the term of office. The beginning of such a common term of office is on 7 June 2008.”

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 15
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments:

1) § 8 item 5 as below:

"At least two members of the Supervisory Board have to comply with the following provisions (so-called independent members of the Supervisory Board):

- 1) he/she is not an employee of the Company or an Affiliated Entity;
- 2) he/she is not a member of supervisory or management authorities of an Affiliated Entity;
- 3) he/she is not a shareholder having 5 percent or more votes at the Company's Shareholders Meeting or an Affiliated Entity's Shareholders Meeting;
- 4) he/she is not a member of supervisory or management authorities or an employee of the entity having 5 percent or more votes at the Company's Shareholders Meeting or an Affiliated Entity's shareholders meeting;
- 5) he/she is not an ascendant, descendant, spouse, sibling, spouse's parent or any other person remaining in an adoptive relationship with any of the persons mentioned above.

Independent members of the Supervisory Board, before being appointed to the composition of the Supervisory Board, shall produce the Company a written statement confirming that they comply with the abovementioned provisions. In the case when the above mentioned provisions are not met, a member of the Supervisory Board is obliged to immediately inform the Company about this fact. The Company shall inform the Shareholders about the current number of independent members of the Supervisory Board.

In the case when the number of independent members of the Supervisory Board will amount to less than two, the Company's Management Board is obliged to immediately convene a Shareholders Meeting and place an issue concerning the changes in the composition of the Supervisory Board in the agenda of the Shareholders Meeting. The Supervisory Board shall act in its current composition until the changes in the composition of the Supervisory Board are made, that is adjusting the number of independent members to the statutory requirements, and the provisions of Article 8 (9a) of hereof Articles of Association are not applicable.

For the purpose of these Articles of Association an "Affiliated Entity" means that it is a Parent Entity of the Company, Subsidiary of the Company or Subsidiary of the Company's Parent Entity.

For the purpose of these Articles of Association an entity is a "Subsidiary" of another entity ("Parent Entity") if the Parent Entity:

- a) has the majority of votes in the authorities of another entity (Subsidiary), also on the basis of agreements with other entitled parties, or
- b) is entitled to appoint or recall the majority of the members of the other entity's (Subsidiary) management authorities, or
- c) more than half of the members of the board of the second entity (Subsidiary) are at the same time members of the board or managers of the first entity or other entity remaining with the first one in dependence relation.

Subsidiary of the Company's Parent Entity is also an entity which is dependent towards another entity remaining in dependence relation towards the Company's Parent Entity."

is replaced with the following:

“At least two members of the Supervisory Board have to comply with the following provisions (so-called independent members of the Supervisory Board):

- 1) he/she is not an employee of the Company or an Affiliated Entity;
- 2) he/she was not a member of management authorities of the Company or of an Affiliated Entity in the last five years before appointing to the Supervisory Board;
- 3) he/she is not a member of supervisory or management authorities of an Affiliated Entity;
- 4) he/she does not or did not receive in last five years before appointing to the Supervisory Board additional remuneration of a significant amount, i.e. in the amount exceeding in total PLN six hundred thousand, from the Company or an Affiliated Entity; apart from the remuneration received as a member of the Supervisory Boards;
- 5) he/she is not and was not in last three years before appointing to the Supervisory Board a partner or an employee of current or former certified auditor verifying financial statements of the Company or an Affiliated Entity;
- 6) he/she is not a shareholder holding 5 percent or more votes at the Company's Shareholders Meeting or at the Affiliated Entity's shareholders meeting;
- 7) he/she is not a member of the supervisory or management authorities or an employee of the entity holding 5 percent or more votes at the Company's Shareholders Meeting or at the Affiliated Entity's shareholders meeting;
- 8) he/she is not an ascendant, descendant, spouse, sibling, spouse's parent or any other person remaining in an adoptive relationship with any of the persons mentioned above;
- 9) he/she was not a member of the Company's Supervisory Board longer than three terms of office;
- 10) he/she is not a member of the management board of the company, in which the member of the Company's Management Board holds a position of the member of the Supervisory Board;
- 11) he/she has no significant connections with the members of the Company's Management Board through participation in other companies.

Independent members of the Supervisory Board, before being appointed to the composition of the Supervisory Board, shall produce to the Company a written statement confirming that they comply with the abovementioned provisions. In case when the above mentioned provisions are not met, a member of the Supervisory Board is obliged to immediately inform the Company about this fact. The Company shall inform the Shareholders about the current number of independent members of the Supervisory Board.

In case when the number of independent members of the Supervisory Board amounts to less than two, the Company's Management Board is obliged to immediately convene a Shareholders Meeting and place an issue concerning the changes in the composition of the Supervisory Board in the agenda of the Shareholders Meeting. The Supervisory Board shall act in its current composition until the changes adjusting the number of independent members to the statutory requirements in the composition of the Supervisory Board are made, and the provisions of § 8 item (9a) of hereof Articles of Association are not applicable.

The provisions hereof item shall apply respective in case, when during the term of office the member of the Supervisory Board fulfill conditions to find him independent member of the Supervisory Board.”

2) § 8 item 9a as below:

“Passing resolutions concerning the following matters:

- a) any contribution to members of the Management Board provided by the Company or any Affiliated Entities,
- b) giving permission to sign any significant agreement between the Company or its subsidiaries, with an Affiliated Entity to the Company, a member of the Supervisory Board, or Management Board, as well as with affiliated entities to them,
- c) choosing a chartered accountant to audit the financial statements of the Company requires the assent of at least half of the independent members of the Supervisory Board subject to the resolutions of Article 8 item 5.”

is replaced with the following:

„Passing resolutions concerning the following matters:

- a) any contribution to members of the Management Board provided by the Company or any Affiliated Entities,
- b) giving permission to sign any significant agreement by the Company or by its Subsidiary with an Affiliated Entity to the Company, a member of the Supervisory Board, or the Management Board, as well as with Affiliated Entities to them,
- c) appointing a certified accountant to audit the financial statements of the Company,

requires the assent of at least half of the independent members of the Supervisory Board subject to the provisions of Article 8 item 5.

The above provisions do not exclude applying of Article 15 § 1 and 2 of the Code of Commercial Companies.”

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 16
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments:

1) § 8 item 11 point 6 as below:

"financial statement assessment in respect of its accuracy both with books and documents and the actual state; assessment of the Management Board's report, as well as the Management Board's motions on the allocation of profit and coverage of the loss, and the submission to the Shareholders Meeting an annual written report concerning the results of the above assessments;"

is replaced with the following:

"Company's financial statement assessment in respect of its accuracy both with books and documents and the actual state; assessment of the report of the Management Board on the Company's activities as well as the Management Board motions on the allocation of profit and coverage of the loss, and the submission to the Shareholders Meeting an annual written report concerning the results of the above assessments;"

2) in § 8 item 11 after point 6, there is added point 6a as below:

„Capital Group's financial statement assessment and assessment of the report of the Management Board on the Capital Group's activities as well as the submission to the Shareholders Meeting an annual written report concerning the results of the above assessments;"

3) in § 8 item 11 there is added point 15 as below:

„consent to purchase by the Company the Company's shares to prevent a serious damage, mentioned in Article 362 § 1 point 1 of the Code of Commercial Companies, directly endanger the Company;"

4) in § 8 item 11 there is added point 16 as below:

„appointing the acting President of the Management Board, mentioned in § 9 item 3 point 3, in case of the suspension of the President of the Management Board or termination of his/her mandate before termination of the term of office."

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 17

OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 § 1 of the Code of Commercial Companies Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments:

1) § 8 item 12 point 4 as below:

“incurring other liability which on the basis of one or several connected legal actions exceeds the equivalent of one fifth of the share capital, excluding the following:

- a) activities performed within the confines of ordinary Management Board, including in particular all activities subject to turnover of crude oil and petroleum products, as well as all activities approved by the Supervisory Board in annual financial plans;
- b) activities which in order to be performed need the consent of the Shareholders Meeting .”

is replaced with the following:

„incurring other liability which on the basis of one or several connected legal actions, during the financial year, exceeds the equivalent of one fifth of the share capital, excluding the following:

- a) activities performed within the confines of ordinary Management Board, including in particular all activities subject to turnover of Fuels;
- b) activities approved by the Supervisory Board in annual financial plans;
- c) activities which need the consent of the Shareholders Meeting in order to be performed;
- d) activities performed in connection with realization of investment task, approved by the Supervisory Board according to § 8 item 11 point 9 of the Articles of Association, to the amount not exceeding 110 percent of the amount allocated for this investment task;
- e) activities concerning realization of investment task and incurring liabilities, resulting from that task, if expenditures or charges do not exceed the limit indicated in § 8 item 11 point 9 above.”

2) § 8 item 12 point 6 as below:

“exercising by the Company its voting right on shareholders meetings and partners meetings of subsidiaries and other entities, if the value of the shares or stakes possessed by the Company, set on the basis of the price they had been acquired or taken hold of, amounts to more than one fifth of the Company's share capital in the following cases:

- merger with another company and restructuring of the company,
- sale and lease of the company's undertaking and establishing the right to use on it,
- changes to the articles of incorporation or articles of association,
- winding up of the company.”

is replaced with the following:

“exercising by the Company its voting rights at shareholders meetings and partners meetings of Subsidiaries and other entities, if the value of the shares or stakes possessed by the Company, set on the basis of the price they had been acquired or taken hold of, amounts to more than one fifth of the Company's share capital in the following cases:

- merger with another company and transforming of the company,
- sale and lease of the company's undertaking and establishing the right to use on it,
- changes to the articles of incorporation or articles of association,
- conclude the company agreement in the meaning of Article 7 the Code of Commercial Companies,

- winding up of the company.”

3) § 8 item 12 point 7 as below:

„creating commercial law companies and joining existing companies, as well as making contributions to cover shares in companies, and selling shares, if the Company's capital engagement in a given company so far, or engagement which the Company is about to achieve as the result of buying or acquiring of shares, calculated on the basis of the price they had been acquired or taken hold of, exceeds one tenth of the share capital of the Company, excluding taking hold of shares as a result of exchange of a claim according to Law on Banks and Enterprises Financial Restructuring dated February 3, 1993 and Law on Public Trading of Securities.”

is replaced with the following:

„creating commercial law companies and joining existing companies, as well as making contributions to cover shares in companies, and selling shares, if the Company's capital engagement in a given company so far, or engagement which the Company is about to achieve as a result of buying or acquiring of shares, calculated on the basis of the price they had been acquired or taken hold of, exceeds one tenth of the share capital of the Company, excluding purchasing of shares on the regulated market.”

4) § 8 item 13 point 1 as below is deleted:

„Until the Ordinary Shareholders Meeting approves the financial statements for the financial year 2005, resolutions on granting consent to perform the activities mentioned in item 12 point 2 of this article need to be voted “for” by the member appointed by the State Treasury in order to be passed.”

Designation of current point 2 is deleted, current contents of point 2 remains unchanged.

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 18
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Company's Articles of Association

§ 1

Pursuant to Article 430 §1 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Company's Articles of Association following amendments:

1) in § 9 item 1 point 3 second sentence as below is deleted:

„The provisions of this item came into effect on the date of holding the Ordinary Shareholders Meeting approving the Company's financial statement for the year 1999.”

2) § 9 item 3 point 3 as below:

“Terms of office of individual Management Board members with a mandate on the day of the registration of the changes to the Articles of Association passed in the form of resolution of the Extraordinary Shareholders Meeting on 17 April 2003 are, from that day, common term of office. The date of such a common term of office shall be 11 July 2002.”

is replaced with the following:

“In the case of suspending or recalling of the President of the Management Board or in other case of termination of mandate of the President of the Management Board before the termination of the term of office, to the moment of appointing a new or re-suspension of the current President of the Management Board all his competences, excluding decisive voting right, mentioned in item 5 point 2 of herein paragraph, are executed by a person appointed by the resolution of the Supervisory Board to the position of acting the President of the Management Board.”

3) § 9 item 4 second sentence as below:

“In order to incur liabilities and perform disposal activities of an ordinary Management Board at no more value than PLN 50,000 (fifty thousand) the declaration of will and signature of one member of the Management Board is sufficient.”

is replaced with the following:

“In order to incur liabilities and perform disposal activities of an ordinary Management Board at no more value than PLN 100,000 (a hundred thousand) the declaration of will and signature of one member of the Management Board is sufficient.”

4) § 9 item 10 as below:

“The Management Board is obliged to prepare and present to the Supervisory Board:

1. the annual financial statement of the Company – within three months from the end of the financial year,
2. the annual financial statement of the capital group for the previous financial year – within six months from the end of the financial year.”

is replaced with the following:

“The Management Board is obliged to prepare and present to the Supervisory Board:

1. the annual financial statement of the Company and the report of the Management Board on the Company's activities - within three months from the end of the financial year,
2. the annual financial statement of the Capital Group for the previous financial year and the report of the Management Board on the Capital Group's activities - within six months from the end of the financial year."

5) § 11 titled Other provisions as below is deleted:

„1

All the Company's announcements considered obligatory by law and the Articles of Association will be published in the official newspaper of the Republic of Poland "Monitor Sadowy i Gospodarczy".

2

The term "Capital Group" mentioned above means the capital group in respect of the accounting regulations.

3

Unless otherwise stated in the Company's Articles of Association or suggested by context or wording of individual provisions of this Articles of Association, the term "Company" used here and above means Polski Koncern Naftowy ORLEN Spolka Akcyjna [joint stock company]"

§ 2

The resolution comes into force on the day of its adoption, with effect from 3 August 2009.

RESOLUTION NO. 19
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the authorisation to establish the unified text of the Company's Articles of Association

§ 1

Pursuant to Article 430 § 5 of the Code of Commercial Companies the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. authorises the Supervisory Board to establish the unified text of the amended Articles of Association of Polski Koncern Naftowy ORLEN S.A., including amendments accepted by this to Ordinary Shareholders Meeting.

§ 2

The resolution comes into force on the day of its adoption.

RESOLUTION NO. 20
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN
SPOLKA AKCYJNA

dated 15 July 2009

regarding the amendments to the Constitution of the Shareholders Meeting

§ 1

The Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. decides to delete from § 3 of the Constitution of the Shareholders Meeting PKN ORLEN S.A. items from 4 to 7 as below:

„4. Shareholders being at the same time the owners of Depositary Receipts have the right to exercise votes under these shares which, after their issuance upon Depositary Receipts, would together with real shares entitle them to exercise up to 10 per cent.

5. The owner of Depositary Receipts upon which, if changed into shares, he/she is entitled to exercise up to 10 per cent of all votes at the Meeting and being at the same time a shareholder is not entitled to exercise votes upon these shares.

6. The exercising votes by the subsidiary should be understood as if it were exercised by the parent entity as defined by the Law on Public Trading of Securities.

7. In the case that the Management suspects that the voting right of a shareholder ought to be limited due to violation of Article 147, 149 or 150 of the Law on Public Trading of Securities, or due to hiding relations or dependence between or among shareholders, the Management Board should take action aiming at explaining and clarifying the case, notifying the shareholders of the above whom the case concerns, the Management Board may also address competent administrative bodies or court to identify a number of votes to which the shareholder or shareholders are entitled.”

§ 2

The resolution comes into force on the day of its adoption, with effect from the next Shareholders Meeting, under the condition of registration of amendments to § 7 item 11 of the Company's Articles of Association.

RESOLUTION NO. 21

OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN NAFTOWY ORLEN SPOLKA AKCYJNA

dated 15 July 2009

**regarding the amendments to the Constitution of the Shareholders Meeting and establishing
of unified text of the Constitution of the Shareholders Meeting**

§ 1

The Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. introduces to the Constitution of the Shareholders Meeting PKN ORLEN S.A. following amendments:

1) § 1 item 2 as below:

„Proceedings of Shareholders Meeting are under regulations of the Code of Commercial Companies, Law on Public Trading of Securities, the Articles of Association and the hereby the Constitution.”

is replaced with the following:

„Proceedings of Shareholders Meeting are under regulations of the Code of Commercial Companies, the Articles of Association and the hereby Constitution.”

2) § 1 item 4 as below:

„A request for convening a Shareholders Meeting and placing certain issues on its agenda, made by parties so entitled, should be justified.”

is replaced with the following:

„Shareholder or shareholders representing at least one twentieth of the Company's share capital, can request to place specific issues in the agenda of the nearest Shareholders Meeting. The request should be submitted to the Management Board no later than twenty one days before the determined date of the Shareholders Meeting. The request should include justification or draft of the resolution regarding the proposed point of the agenda. The request can be placed in writing or within the Company's website, mentioned in § 2a item 1. The Management Board is obliged immediately, no later than for eighteen days before determined date of the Shareholders Meeting, to announce changes in the agenda, introduced on request of shareholders. The announcement shall be disclosed in the proper way for convening of the Shareholders Meeting.”

3) § 1 item 5 as below:

„Draft resolutions proposed to be adopted by the Shareholders Meeting and other key documents should be presented to the shareholders along with a justification and an opinion of the Supervisory Board prior to the Shareholders Meeting in advance, so as to allow them to review and evaluate the same.”

is replaced with the following:

„Shareholder or shareholders representing at least one twentieth of Company's share capital, can, before the date of the Shareholders Meeting, submit to the Company in writing or through the Company's website, mentioned in § 2a item 1, drafts of resolutions regarding issues included in the agenda of the Shareholders Meeting or issues, which shall be included in the agenda. The Company immediately announces the drafts of resolutions on the website.”

4) § 1 item 6 as below:

“A Shareholders Meeting whose agenda includes certain issues at the request of authorised entities or which has been convened at such request may be cancelled only upon consent of the requesting parties. In all other instances, a Shareholders Meeting may be cancelled if its holding is hindered or is obviously groundless. The meeting is called off and the date of the Shareholders Meeting is changed in the same manner as it has been convened, ensuring as few negative consequences for the Company and its shareholders as possible. The cancellation and change in the date of the Shareholders Meeting can be made no later than three weeks prior to the original date of the meeting.”

is replaced with the following:

„A Shareholders Meeting whose agenda includes certain issues at the request of authorised entities or which has been convened at such request may be cancelled only upon consent of the requesting parties. In all other instances, the Shareholders Meeting may be cancelled if its holding is hindered or is obviously groundless. The meeting is called off and the date of the Shareholders Meeting is changed in the same manner as it has been convened, ensuring as few negative consequences for the Company and its shareholders as possible. The cancellation and change in the date of the Shareholders Meeting shall be made immediately after occurrence of reason justifying recall or change of the date, but no later than seven days before the Shareholders Meeting. If recall or change of the date of the Shareholders Meeting cannot occur in time determined in the previous sentence, the Shareholders Meeting should be held, unless it is impossible or excessively hampered, then recall or change of the date of the Shareholders Meeting can be made each time before the date of the Shareholders Meeting. The Shareholders Meeting recall or date change is made through announcement available on the Company’s website with justification and meeting other requirements of law. Authority to recall the Shareholders Meeting has only the corporate body or person that convened the Shareholders Meeting.”

5) in § 2 following item 3 is deleted:

„Law on Public Trading of Securities -Polish Law on Public Trading of Securities dated 21 August, 1997 (Official Journal of Bills No 118, item 754 with the later amendments)”

6) § 2 item 9 as below:

„Participant of Shareholders Meeting -shareholder or his representative authorised to participate in Shareholders Meeting ”

is replaced with the following:

„Participant of the Shareholders Meeting - shareholder entitled to participate in the Shareholders Meeting, his or her representative or another person entitled to exercise voting rights from shares.”

7) in § 2 points currently designated with numbers 4,5,6,7,8,9,10, are designated 3,4,5,6,7,8,9 respectively.

8) after § 2 there is added § 2a titled [Website and Communications with the Company] as below:

„§ 2a
[Website and Communication with the Company]

1. The Company shall publish on the Company’s website from the day of convening of the Shareholders Meeting at least information mentioned in Article 402³ of the Code of Commercial Companies.
2. The Company makes available the full text of documents, which are to be presented to the Shareholders Meeting and the draft resolutions, or if there are no plans to adopt resolutions, comments of the Management Board or the Supervisory Board regarding issues included in the agenda of the Shareholders Meeting or issues, which shall be included to the agenda before the time of the Shareholders Meeting, in the way described in the announcement of the Shareholders Meeting, subject to that information determined in Article 402³ of the Code of Commercial

Companies is published on the Company's website from the day of convening of the Shareholders Meeting. The draft resolutions to accept by the Shareholders Meeting proposed by the Management Board and other documents prepared by the Management Board, which shall be presented to the Shareholders Meeting, should be presented to the Shareholders before the Shareholders Meeting immediately after their preparation together with justification of the Management Board and the opinion of the Supervisory Board on the Company's website.

3. Shareholders of the Company communicate with the Company using the Company's website, especially to submit motions, requests and questions. Detailed information regarding communication is published on the Company's website.
4. By using the Company's website, mentioned in item 1, the shareholders of the Company especially can inform the Company about granting a proxy in an electronic form to participate in the Shareholders Meeting and its cancellation.
5. Together with notice regarding granting a proxy in an electronic form, Shareholder sends text of provided power of attorney, scan of identity document, passport or other document identifying the Shareholder as principal and appointed attorney, including individual person acting for the proxy that is a legal person or organisational entity, mentioned in Article 33¹ of the Civil Code. In case when power of attorney is provided by legal person or organisational entity, mentioned in Article 33¹ of the Civil Code, the Shareholder as principal additionally send a scan of duplicate from register, in which principal is registered. In case when the attorney is a legal person or organisational entity, mentioned in Article 33¹ of the Civil Code, the Shareholder as principal additionally sends a scan of duplicate from register, in which attorney is registered. Documents sent electronically should be translated into Polish by sworn translator. Sending of a copy of apostille by this way is allowed. Shareholder sending notice regarding giving a power of attorney sends at the same time e-mail address to the Company, through which the Company will be able to communicate with the Shareholder and his / her proxy. All documents, mentioned herein item, are sent electronically. Provisions of herein item do not release the proxy from the obligation to show identification documents determined herein item, during preparation of the list of persons entitled to participate in the Shareholders Meeting.
6. Rules determined in item 5 above regarding identification of the principal, are suitable applied to notice the Company about cancelation of given power of attorney.
7. Notification regarding giving and cancellation of power of attorney without keeping requirements indicated in items 4-6 above has no legal effects for the Company.
8. The Company can undertake suitable actions aimed at identification of the Shareholder and his / her proxy, to verify his or her rights, exercised through use of electronic communication means. These activities should be proportional to the aim."

9) § 3 item 1 as below:

„Register of shareholders authorised to participate in Shareholders Meeting is prepared and signed by the Management Board”.

is replaced with the following:

„Register of shareholders entitled to participate in the Shareholders Meeting is prepared and signed by the Management Board under condition that in case of bearer shares the list of entitled persons to participate in the Shareholders Meeting is established by the Management Board on the basis of the shares deposited in the Company according to Article 406³ § 1 of the Code of Commercial Companies and the list prepared and delivered to the Company by the entity leading the deposit of the shares according to the article 406³ § 7 and § 8 of the Code of Commercial Companies.”

10) § 3 item 2 letter c as below:

„number and kind of shares as well as the number of entitled votes”

is replaced with the following:

“amount, kind and shares numbers as well as the number of votes assigned”

11) § 3 item 3 as below:

„While preparing the Register defined in items 1 and 2 the Management Board takes into account restrictions and limitations of the voting law as defined in § 7 item 11 of the Company's Articles of Association.”

is replaced with the following:

„While preparing the Register defined in items 1 and 2 the Management Board takes into account limitations of the voting law as defined in § 7 item 11 of the Company's Articles of Association, as well as knowing restrictions resulting from other legal titles”

12) § 3 current item 8 as below:

„The Register of shareholders will be available at the principle office of the Management Board three working days directly prior to the day of Shareholders Meeting from 8.00 a.m. to 3.00 p.m. The Register will also be available during the Meeting.”

receives number 4 and is changed as below:

„The register of shareholders will be available at the principle office of the Management Board three working days directly prior to the day of the Shareholders Meeting from 8.00 a.m. to 3.00 p.m. The Register will also be available during the Meeting at the place of the Meeting. The shareholder can request sending to him or her the list of shareholders out of charge electronically, giving address, where the list should be sent.”

13) in § 6 current item 2 letter e as below:

„ordering breaks in the session; ordered breaks cannot be aimed at hindering the exercise of the rights by the shareholders,”

is replaced with the following:

„managing of sequence of voting in the frames of one point of the agenda,”

14) § 7 item 2 letter c as below:

“to check the regularity of the power of attorney or other document confirming the right to represent a shareholder at a Shareholders Meeting; it is presumed that a written document confirming the right to represent a shareholder at a Shareholders Meeting is in conformity with the law and does not require any additional confirmation and acknowledgement unless its authenticity or validity raises doubts by the company's Management Board or the Chairman of the Shareholders Meeting.”

is replaced with the following:

„to check the correctness of the power of attorney or other document confirming the right to represent a shareholder at the Shareholders Meeting. In case of announcement about granting a proxy in an electronic form before the Shareholders Meeting, verification, mentioned in the previous sentence, is made immediately after receiving the announcement,”

15) in § 7 following item 3 is deleted:

„Appeals concerning entitlement to participate in the Shareholders Meeting are to be addressed to the Chairman.”

16) in § 7 items currently designated with numbers 4,5,6,7 receive numbers 3,4,5,6 respectively.

17) in § 7 there is added item 7 as below:

„The Chairman of the Shareholders Meeting definitely decides about notified reservations regarding the list of attendance.”

18) § 7 item 8 as below:

„After signing the roll the Chairman affirms the legality of calling for a Shareholders Meeting and the legal ability of the Meeting to make resolutions. Then, the Chairman presents the agenda and orders the appointment of the Vote Counting Commission.”

is replaced with the following:

„After signing the list of attendance the Chairman affirms the legality of convening of the Shareholders Meeting and the legal ability of the Meeting to adopt resolutions. Then the Chairman presents the agenda and orders the appointment of the Tellers Committee. At the request of the Chairman of the Shareholders Meeting, the Management Board has an obligation to submit statement regarding keeping law requirements of convening of the Shareholders Meeting. The Chairman can state the correctness of convening of the Shareholders Meeting on the basis of statement of the Management Board, mentioned in the previous sentence.”

19) § 9 item 2 as below:

„Other persons can participate in the Shareholders Meeting on condition that they are invited by the body calling for the Shareholders Meeting or allowed in by the Chairman. Such persons can, in particular, be auditors, legal and financial advisors or employees of the Company.”

is replaced with the following:

„Other persons can participate in the Shareholders Meeting on condition that they are invited by the body convening the Shareholders Meeting or entered the room of the Meeting after approval of the Chairman. Such persons can, in particular, be auditors, legal and financial advisors or employees of the Company and representatives of the mass media.”

20) § 9 item 4 second sentence as below:

„Giving the answers to the Shareholders 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.”

is replaced with the following:

“Answering the questions asked by the participants of the Shareholders Meeting should be done so that the information is executed according to generally applicable provisions, and the amount of information cannot be given in another manner than that which follows from the law. The Management Board gives and refuses of giving the information according to the rules mentioned in the Article 428 of the Code of Commercial Companies.”

21) § 10 item 1 as below:

The Shareholders 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.”

is replaced with the following:

„The resolution of the Shareholders Meeting concerning cessation of considering the issue placed in agenda can be passed only in case when there are essential reasons for that. Resolutions concerning the removal of an issue or concerning of considering the issue placed in agenda for the motion of shareholders, requires the majority of 75 percent exercised votes, under condition that shareholders present at the Shareholders Meeting, that requested for placing of this point in the agenda, previously gave their consent to its removal from the agenda or of considering this issue.”

22) § 11 receives following title [Drafts of resolutions and amendments to resolutions]

23) § 11 as below:

„1. Participants of the Shareholders Meeting have the right to introduce proposals of supplementation and changes to draft resolutions in the agenda -by the time of closing the discussion over the point in agenda concerning this draft resolution to which such proposal referred.

2. Proposals - separately for each draft resolution -together with short justification should be presented in writing to the Chairman and should include the first and last name of the person introducing these proposals.”

is replaced with the following:

„1. Each shareholder can submit draft resolutions regarding issues included in the agenda during the Shareholders Meeting.

2. Participants of the Shareholders Meeting have the right to introduce proposals of supplementation and changes to draft resolutions in the agenda -by the time of closing the discussion over the point in agenda concerning this draft resolution to which such proposal referred.

3. Proposals - separately for each draft resolution -together with short justification should be presented in writing to the Chairman and should include the first and last name of the person introducing these proposals.”

24) § 12 item 2 letter g as below:

„order of passing proposals ”

is replaced with the following:

„order of passing proposals in the frames of this point of the agenda.”

25) § 13 item 4 as below:

“Voting is executed with the use of computer systems securing voting in accordance with the number of shares and preventing disclosure of particular votes in the case of secret ballot.”

is replaced with the following:

„Voting is executed with the use of computer system of voting and summary ensuring voting in accordance with the number of held votes preventing disclosure of particular votes in the case of secret ballot.”

26) in § 14 there is added item 1 as below:

“Shareholder that intends to submit candidates to the Supervisory Board, should give the Company justification for candidatures with curriculum vitae of these persons in time enabling other Shareholders to get to know them before the Shareholders Meeting takes place and to adopt the resolution with appropriate view. Information received from the shareholders, the Company immediately make available to other shareholders in the procedure mentioned in the convening of the Shareholders Meeting for making documents and drafts of resolutions, which shall be presented to the Shareholders Meeting with the consideration of the obligation to place this kind of information on the Company’s website according to the Article 402³ § 1 point 3 and 4 of the Code of Commercial

Companies, available. The Shareholder putting forward, in the way mentioned in herein item, the candidates for members of the Supervisory Board, submit to the Company a written statement of this candidate regarding giving consent to take a position of member of the Supervisory Board and for processing and publication of his / her personal data by the Company in the scope necessitate of his / her candidate to the Supervisory Board and perform the function in the Supervisory Board. The application forms for candidates for the Supervisory Board members are available in the Management Board Office in the Company and on the Company's website."

27) § 14 item 1 as below:

"Prior to the making of appointments to the Supervisory Board, the Shareholders Meeting, on the motion of the Chairman, will each time determine the number of Supervisory Board members. The Shareholders Meeting appoints all the members of the Supervisory Board, with the exception of the member appointed by the State Treasury."

receives number 2 and is replaced with the following:

„Prior to making appointments to the Supervisory Board, the Shareholders Meeting, on the motion of the Chairman or other entitled, unless it is included in the agenda, will each time determine the number of Supervisory Board members. The Shareholders Meeting appoints all the members of the Supervisory Board, with the exception of members appointed by the State Treasury."

28) § 14 item 2 as below:

„The appointment of Supervisory Board starts with the appointment of the Supervisory Board Chairman which is followed by the appointment of the Board members."

receives number 3 and is replaced with the following:

„Regulations of herein paragraph are complied with taking into consideration personal entitlement of the shareholder regarding appointment of members of the Supervisory Board."

29) § 14 item 3 as below:

"Every participant of the Shareholders Meeting has the right to propose candidates for the positions of both Chairman and ordinary members. The candidates for Supervisory Board Chairman and other members are proposed to the minutes of the Meeting with a short justification. In addition, the proposal should enclose the candidate's written statement in which he / she gives their consent for running for membership of the Supervisory Board, together with information as to whether he / she meets, in particular, the requirements of Article 18 of the Code of Commercial Companies. The candidates who meet the requirements, as stated in § 8 item 5 of the Articles of Association, are proposed with the candidate's written statement in which he / she gives their consent to running for Supervisory Board membership, together with information as to whether he / she meets the requirements of § 8 item 5 of the Articles of Association and Article 18 of the Code of Commercial Companies. The application forms for candidates for the Supervisory Board member positions can be obtained from the Management Board Office or from www.ornlen.pl."

receives number 4 and is replaced with the following:

„Under condition included in item 1 above, every participant of the Shareholders Meeting has the right to propose candidates for the positions of both Chairman and other members. The candidates for Supervisory Board Chairman and other members are submitted to the minutes of the Meeting with a short justification. In addition, the proposal should enclose the candidate's written statement in which the candidate gives his/her consent for running for membership of the Supervisory Board, together with information as to whether he / she meets, in particular, the requirements of Article 18 of the Code of Commercial Companies and statement that he / she approves processing and publication of his / her personal data by the Company in the scope of necessity of his / her candidate to the Supervisory Board and perform the function in the Supervisory Board. The candidates who meet the requirements, as stated in § 8 item 5 of the Articles of Association, are proposed with the candidate's written statement in which he / she gives their consent to running for Supervisory Board membership,

together with information as to whether he / she meets the requirements of § 8 item 5 of the Articles of Association and Article 18 of the Code of Commercial Companies and also his/her consents for the processing and publication of his / her personal data by the Company in the scope necessitate of his / her candidate to the Supervisory Board and perform the function in the Supervisory Board. The application forms for candidates for the Supervisory Board member positions are available in the Management Board Office in the Company and on the Company's website."

30) in § 14 items current designated of numbers 4, 5, 6, 7, 8 receive numbers 5, 6, 7, 8, 9 respectively.

31) § 14a item 13 as below:

„In the case that group voting has not resulted in the appointment of all the members of the Supervisory Board, the Chairman of the Shareholders Meeting will call an additional election concerning only the unfilled positions. This will adhere to the general rules governing the procedure for conducting an additional election. Only shareholders who have not already voted for the election of Supervisory Board Members may vote in the additional election, with the restriction that one share equals one vote irrespective of any restrictions or privileges."

is replaced with the following:

„In the case that group voting has not resulted in the appointment of all the members of the Supervisory Board, the appointment of other members of the Supervisory Board take place according to provision of the Articles of Association."

32) § 14 item 15 as below:

„When at least one member of the Supervisory Board has been elected according to the rules defined in this paragraph, the mandate of all pre-existing members of the Supervisory Board will prematurely expire, except for the member elected by the subject defined in the separate statute. Further elections will be conducted on the general principles as defined in § 14 of the Constitution of the Shareholders Meeting."

is replaced with the following:

„When at least one member of the Supervisory Board has been elected according to the rules defined in this paragraph, the mandate of all pre-existing members of the Supervisory Board will prematurely expire, except for the member elected by the subject defined in the separate act. Fulfilment a vacant positions in the Supervisory Board is taking according to provision of the Articles of Association and herein Constitution."

33) 16 item 1 as below:

„Proceedings of the Shareholders Meeting are recorded by the notary. The minutes of the Meeting should affirm the legality of convening for a Shareholders Meeting and affirm the Meeting's legal ability to adopt resolutions. The minutes should also include suggested proposals and motions, adopted resolutions, the number of votes given for particular resolutions, as well as objections. Evidence of calling for a Shareholders Meeting together with the register signed by participants should be attached to the minutes of the Meeting."

is replaced with the following:

„Proceedings of the Shareholders Meeting are recorded by the notary. The minutes of the Meeting should affirm the legality of convening for a Shareholders Meeting and affirm the Meeting's legal ability to adopt resolutions. The minutes should also include suggested proposals and motions, adopted resolutions. The resolution should include: number of shares, with valid votes, percentage share of these shares in the share capital, total number of valid votes, number of votes „in favour", „against" and „abstained" and raised objections. The register signed by participants should be attached to the minutes of the Shareholders Meeting."

34) in § 16 there is added item 3 as below:

"The Company shall disclose the voting results within the scope stipulated by Article 421 § 2 of the Code of Commercial Companies at its website within one week following the end of the Shareholders Meeting. The voting results are available at least until the date by which the resolution of the Shareholders Meeting can be appealed against."

35) § 17 titled [Amendments to the Constitution] is added:

„Amendments to the Constitution of the Shareholders Meeting come into force on the day of adoption of the appropriate resolution by the Shareholders Meeting, with effect from next Shareholders Meeting."

§ 2

The Ordinary Shareholders Meeting obliged the Supervisory Board to establish the unified text changing the Constitution of the Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. taking into consideration amendments accepted by this Ordinary Shareholders Meeting.

§ 3

The resolution comes into force on the day of its adoption, with effect from the next Shareholders Meeting.