

FORM Authorising the Proxy to Exercise the Right to Vote at the Ordinary General Meeting of Shareholders of PKN ORLEN SA held on 25 June 2010

A Shareholder is not obliged to use this form; nor does this form constitute a prerequisite for the vote being cast by a Proxy. The use of this form is subject to mutual arrangements and commitments in this respect between the Proxy and the Shareholder. This document is not a substitute for a proxy. The Shareholder and the Proxy may use, at their own discretion, only certain pages of this form.

Upon its completion by the Shareholder granting the proxy, the form may be used as a voting sheet by the Proxy during the open voting. In the event of a secret ballot, the completed form shall be treated exclusively as a written instruction concerning the voting method for the Proxy during such a voting and should be kept by the Proxy.

*Please find below the drafts of the resolutions of the General Meeting of Shareholders. Each draft of the resolution is followed by a space intended for the instruction regarding the voting method specified by the Shareholder for the Proxy and by fields for marking whether the vote is cast for or against a given resolution during the voting and whether an objection is raised in the event of a vote cast against. A vote is cast for or against and an objection is raised by marking an appropriate *. In addition, if the Proxy is casting different votes assigned to different shares within the represented shareholding and during one ballot, he or she shall complete each field with the number of shares/votes dedicated to a given type of vote in a given voting.*

If the Shareholder and the Proxy decide to use this form, the Company shall not be responsible for verifying the compliance of voting with the content of the instruction specified in the form. Any votes cast for or against by the Proxy remain valid even if cast contrary to the Shareholder's instruction.

Shareholder's data:

Full name
Full address (residence/registered office)
PESEL/REGON
Identity Document/KRS No.

I, the undersigned,, entitled to participate in the Ordinary General Meeting of Shareholders of PKN ORLEN SA held on (hereinafter the General Meeting of Shareholders), according to the Certificate No. concerning the right to participate in the General Meeting of Shareholders, issued by on

represented by:

Proxy's data:

Full name
Full address (residence/registered office)
PESEL/REGON
Identity Document/KRS No.

with the use of the forms below, provide the instructions regarding the voting for the Proxy over each of the resolutions to be adopted in accordance with the agenda specified in the announcement regarding the convening of the General Meeting of Shareholders. The votes regarding individual matters are cast by marking the appropriate field with X¹.

.....
(Shareholder's date and signature)

1. Election of the Chairman of the Ordinary Meeting of Shareholders

Instruction for the Proxy related to the voting over the Resolution No. 1

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the election of the Chairman of the Ordinary Shareholders Meeting**

§ 1

Pursuant to Article 409 § 1 sentence 1 of the Code of Commercial Companies in conjunction with § 5 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. shall elect Mr./Ms as the Chairman of the Shareholders Meeting.

§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

2. Adoption of the agenda

Instruction for the Proxy related to the voting over the Resolution No. 2

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the adoption of the agenda of the Ordinary Shareholders Meeting**

§ 1

¹ If a different vote is to be cast from each share, the Shareholder shall specify in each field the number of shares from which the votes are to be cast as votes for, against or as an abstention. If no specification is provided, the Proxy casts votes from all shares in a manner agreed with the Shareholder.

The Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. resolves to adopt the following agenda:

1. Opening of the Shareholders Meeting.
2. Election of the Chairman of the Shareholders Meeting.
3. Confirmation of the proper convention of the Shareholders Meeting and its ability to adopt resolutions.
4. Adoption of the agenda.
5. Election of the Tellers Committee.
6. Examination of the report of the Management Board on the Company's activities and the Company's financial statement, the motion of the Management Board regarding the distribution of the profit for the financial year 2009 and also examination of the report of the Supervisory Board opinion regarding the report of the Management Board on the Company's activities and the Company's financial statement in terms of their compliance with books, records and facts and regarding the motion of the Management Board regarding the distribution of the profit for the financial year 2009.
7. Examination of the report of the Management Board on the ORLEN Capital Group's activities, the ORLEN Capital Group's consolidated financial statement for the financial year 2009 and also examination of the opinion of the Supervisory Board regarding the report of the Management Board on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statement for the financial year 2009.
8. Examination of the report of the Supervisory Board for year 2009 complying with the requirements of the Best Practices of Companies Listed on the Warsaw Stock Exchange.
9. Adoption of the resolution regarding the approval of the report of the Management Board on the Company's activities and the Company's financial statement for the financial year 2009.
10. Adoption of the resolution regarding the approval of the report of the Management Board on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statement for the financial year 2009.
11. Adoption of the resolution regarding the distribution of the profit for the financial year 2009.
12. Adoption of resolutions regarding the acknowledgement of fulfillment of duties by the members of the Company's Management Board in 2009.
13. Adoption of resolutions regarding the acknowledgement of fulfillment of duties by the members of the Company's Supervisory Board in 2009.
14. Examination of the information and adoption of resolutions regarding changes to the Company's Articles of Association and establishing the unified text of the amended Articles of Association.
15. Examination of the information and adoption of resolution regarding disposal, lease or charge of other right to third party of the organised part of the enterprise.
16. Adoption of resolution regarding the establishment of the number of members of the Supervisory Board
17. Adoption of resolutions regarding appointment of the Supervisory Board on the new term of office.
18. Conclusion of the Shareholders Meeting.

§ 2

The resolution shall come into force upon its adoption.

- | | | |
|----------------|--------------------------|------------------------|
| Vote for | <input type="checkbox"/> | Number of shares |
| Vote against | <input type="checkbox"/> | Number of shares |
| Vote abstained | <input type="checkbox"/> | Number of shares |

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

3. Election of the Tellers Committee

Instruction for the Proxy related to the voting over the Resolution No. 3

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
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. shall elect the following persons as members of the Tellers Committee:

-
-
-

§ 2

The resolution shall come into force upon its adoption.

- | | | |
|----------------|--------------------------|------------------------|
| Vote for | <input type="checkbox"/> | Number of shares |
| Vote against | <input type="checkbox"/> | Number of shares |
| Vote abstained | <input type="checkbox"/> | Number of shares |

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

4. Approval of the report of the Management Board on the Company's activities and its financial statements for the financial year 2009

Instruction for the Proxy related to the voting over the Resolution No. 4

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the approval of the report of the Management Board on the Company's activities
and the Company's financial statement for the financial year 2009**

§ 1

Pursuant to Article 395 § 2 point 1 of the Code of Commercial Companies and Article 45 and Article 53 item 1 of the Accountancy Act in conjunction with § 7 item 7 point 1 of the Company's Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Company's Supervisory Board, shall resolve to approve the following reports and statements submitted by the Company's Management Board:

1. Report of the Management Board on the Company's activities for the financial year 2009;
2. Financial statement of the Company for the period from 1 January 2009 to 31 December 2009, including the following items verified by a certified auditor:
 - balance sheet as of 31 December 2009 presenting the amount of PLN 37,016,351,196.96 (in words, Polish zlotys: thirty seven billion sixteen million three hundred fifty one thousand one hundred ninety six, 96/100) both on the side of the total assets and the total equity and liabilities;
 - income statement for the period from 1 January 2009 to 31 December 2009 presenting the net profit in the amount of PLN 1,635,885,461.24 (in words, Polish zlotys: one billion six hundred thirty five million eight hundred eighty five thousand four hundred sixty one, 24/100);
 - additional information including the introduction to the financial statement and additional notes and explanations;
 - statement of changes in equity, presenting an increase in the equity as of 31 December 2009 of PLN 1,751,023,097.54 (in words, Polish zlotys: one billion seven hundred fifty one million twenty three hundred and ninety seven, 54/100);
 - cash flow statement presenting an increase in the net cash of PLN 1,526,534,903.13 (in words, Polish zlotys: one billion five hundred twenty six million five hundred thirty four thousand nine hundred and three, 13/100).

§ 2

The resolution shall come into force on the day of its adoption.

- Vote for Number of shares
- Vote against Number of shares
- Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

5. Approval of the report of the Management Board on ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statements for the financial year 2009

Instruction for the Proxy related to the voting over the Resolution No. 5

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the approval of the report of the Management Board on ORLEN Capital
Group's activities and the ORLEN Capital Group's consolidated financial statement for
the financial year 2009

§ 1

Pursuant to Article 395 § 5 of the Code of Commercial Companies and Article 55 and Article 63c item 4 of the Accountancy Act in conjunction with § 7 item 7 point 1 of the Company's Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., having previously examined and become familiar with the opinion of the Company's Supervisory Board, shall resolve to approve the following reports and statements submitted by the Company's Management Board:

1. Report of the Management Board on the ORLEN Capital Group's activities for the financial year 2009;
2. Consolidated financial statement of ORLEN Capital Group for the period from 1 January 2009 to 31 December 2009, including the following items verified by a certified auditor:
 - consolidated balance sheet as of 31 December 2009 presenting the amount of PLN 49,160,375,036.86 (in words, Polish zlotys: forty nine billion one hundred sixty million three hundred seventy five thousand thirty six, 86/100) both on the side of the total assets and the total equity and liabilities;
 - consolidated income statement for the period from 1 January 2009 to 31 December 2009 presenting the net profit in the amount of PLN 1,300,167,180.79 (in words, Polish zlotys: one billion three hundred million one hundred sixty seven thousand one hundred eighty, 79/100);
 - additional information including the introduction to the consolidated financial statement and additional notes and explanations;
 - statement of changes in equity, presenting an increase in the equity as of 31 December 2009 of PLN 1,175,565,338.17 (in words, Polish zlotys: one billion one hundred seventy five million five hundred sixty five thousand three hundred thirty eight, 17/100);
 - consolidated cash flow statement presenting an increase in the net cash of PLN 1,600,211,356.57 (in words, Polish zlotys: one billion six hundred million two hundred eleven thousand three hundred fifty six, 57/100).

§ 2

The resolution shall come into force on the day of its adoption.

Vote for	<input type="checkbox"/>	Number of shares
Vote against	<input type="checkbox"/>	Number of shares
Vote abstained	<input type="checkbox"/>	Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

6. Allocation of the profit for the financial year 2009

Instruction for the Proxy related to the voting over the Resolution No. 6

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the distribution of the profit for the financial year 2009

Pursuant to Article 395 § 2 point 2 of the Code of Commercial Companies and § 7 item 7 point 3 of the Company's Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., having considered the motion of the Management Board, shall resolve to the distribution of the profit for the year 2009 in the amount of PLN 1,635,885,461.24 (in words, Polish zlotys: one billion six hundred thirty five million eight hundred eighty five thousand four hundred sixty one, 24/100) for the Company's supplementary capital.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

7. Acknowledgement of the fulfilment of duties by Mr. Dariusz Jacek Krawiec in 2009

Instruction for the Proxy related to the voting over the Resolution No. 7

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfillment of duties in 2009**

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Dariusz Jacek Krawiec in the financial year 2009, in connection with the function of the President of the Management Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

8. Acknowledgement of the fulfilment of duties by Mr. Slawomir Robert Jedrzejczyk in 2009

Instruction for the Proxy related to the voting over the Resolution No. 8

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfillment of duties in 2009**

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Slawomir Robert Jedrzejczyk in the financial year 2009, in connection with the function of the Vice-President of the Management Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

9. Acknowledgement of the fulfilment of duties by Mr. Wojciech Robert Kotlerek in 2009

Instruction for the Proxy related to the voting over the Resolution No. 9

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfillment of duties in 2009**

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Wojciech Robert Kotlerek in the financial year 2009, in connection with the function of the Member of the Management Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

10. Acknowledgement of the fulfilment of duties by Mr. Krystian Pater in 2009

Instruction for the Proxy related to the voting over the Resolution No. 10

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010**

regarding the acknowledgement of the fulfillment of duties in 2009

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Krystian Pater in the financial year 2009, in connection with the function of the Member of the Management Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

11. Acknowledgement of the fulfilment of duties by Mr. Marek Serafin in 2009

Instruction for the Proxy related to the voting over the Resolution No. 11

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010**

regarding the acknowledgement of the fulfillment of duties in 2009

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Marek Serafin in the financial year 2009, in connection with the function of the Member of the Management Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

12. Acknowledgement of the fulfilment of duties by Mr. Maciej Damian Mataczynski in 2009

Instruction for the Proxy related to the voting over the Resolution No. 12

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfilment of duties in 2009**

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Maciej Damian Mataczynski in the financial year 2009, in connection with the function of the Chairman of the Supervisory Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

13. Acknowledgement of the fulfilment of duties by Mr. Marek Karabula in 2009

Instruction for the Proxy related to the voting over the Resolution No. 13

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfillment of duties in 2009

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Marek Karabula in the financial year 2009, in connection with the function of the Vice-Chairman of the Supervisory Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

14. Acknowledgement of the fulfilment of duties by Mr. Grzegorz Borowiec in 2009

Instruction for the Proxy related to the voting over the Resolution No. 14

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfillment of duties in 2009

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Grzegorz Borowiec in the financial year 2009, in connection with the function of a Member of the Supervisory Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

15. Acknowledgement of the fulfilment of duties by Mr. Krzysztof Kolach in 2009

Instruction for the Proxy related to the voting over the Resolution No. 15

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfillment of duties in 2009**

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Krzysztof Kolach in the financial year 2009, in connection with the function of a Member of the Supervisory Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

16. Acknowledgement of the fulfilment of duties by Mr. Piotr Jan Wielowieyski in 2009

Instruction for the Proxy related to the voting over the Resolution No. 16

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfillment of duties in 2009**

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Piotr Jan Wielowieyski in the financial year 2009, in connection with the function of a Member of the Supervisory Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

17. Acknowledgement of the fulfilment of duties by Mr. Grzegorz Michniewicz in 2009

Instruction for the Proxy related to the voting over the Resolution No. 17

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfilment of duties in 2009**

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Grzegorz Michniewicz in the financial year 2009, in connection with the function of a Member of the Supervisory Board held by him during the period from 01 January 2009 to 23 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

18. Acknowledgement of the fulfilment of duties by Ms. Angelina Anna Sarota in 2009

Instruction for the Proxy related to the voting over the Resolution No. 18

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfillment of duties in 2009

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Ms. Angelina Anna Sarota in the financial year 2009, in connection with the function of a Secretary of the Supervisory Board held by her during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

19. Acknowledgement of the fulfilment of duties by Mr. Jaroslaw Stanislaw Roclawski in 2009

Instruction for the Proxy related to the voting over the Resolution No. 19

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfillment of duties in 2009

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfillment of duties by Mr. Jaroslaw Stanislaw Roclawski in the financial year 2009, in connection with the function of a Member of the Supervisory Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

20. Acknowledgement of the fulfilment of duties by Mr. Janusz Zielinski in 2009

Instruction for the Proxy related to the voting over the Resolution No. 20

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the acknowledgement of the fulfilment of duties in 2009**

§ 1

Pursuant to Article 395 § 2 point 3 of the Code of Commercial Companies in conjunction with § 7 item 7 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. shall acknowledge the fulfilment of duties by Mr. Janusz Zielinski in the financial year 2009, in connection with the function of a Member of the Supervisory Board held by him during the period from 01 January 2009 to 31 December 2009.

§ 2

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

21. Changes in § 2 item 2 of the Company Statutes

Instruction for the Proxy related to the voting over the Resolution No. 21

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
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. shall introduce to the Company's Articles of Association following amendment in § 2 item 2, where after point 65, points 66 and 67 as below, are added:

- "66. Retail sale of alcoholic and non-alcoholic beverages in specialized shops (NACE 47.25.Z)
- 67. Publishing services of newspapers (NACE 58.13.Z)"

§ 2

The resolution shall come into force on the day of its adoption, with effect from the date of register.

- Vote for Number of shares
- Vote against Number of shares
- Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

22. Changes in § 8 item 11 pt. 5 of the Company Statutes

Instruction for the Proxy related to the voting over the Resolution No. 22

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
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. shall introduce to the Company's Articles of Association following amendment:

§ 8 item 11 point 5 as below:

"selecting a chartered accountant to audit the Company's and its Capital Group's financial statements in accordance with act on accounting"

to be replaced with the following:

"selecting an authorised entity to audit the Company's and its Capital Group's financial statements in accordance with act on accounting"

§ 2

The resolution shall come into force on the day of its adoption, with effect from the date of register.

- Vote for Number of shares
- Vote against Number of shares
- Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

23. Changes in § 9a of the Company Statutes

Instruction for the Proxy related to the voting over the Resolution No. 23

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
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. shall introduce to the Company's Articles of Association following amendment:

§ 9a item as below is deleted:

**“§ 9 (a)
Observers**

1. During the time when the State Treasury minister or other minister exercises the rights by virtue of the shares of PKN ORLEN S.A. that belong to the State Treasury, the appropriate minister can appoint one or two Observers in the Company.
2. Detail principles of functioning of the Observers are defined in the Regulations for the Shareholders Meeting, Regulations for the Supervisory Board and the Regulations for the Management Board.”

§ 2

The resolution shall come into force on the day of its adoption, with effect from the date of register.

- Vote for Number of shares
- Vote against Number of shares
- Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

24. Adoption of the unified text of the Company Statutes

Instruction for the Proxy related to the voting over the Resolution No. 24

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the establishment of 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. establishes the unified text of the amended

Articles of Association of Polski Koncern Naftowy ORLEN S.A., including amendments accepted by this Ordinary Shareholders Meeting.

§ 2

The resolution shall come into force on the day of its adoption, with effect from the date of register.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

25. Disposal, lease or encumbrance by other rights of third parties of the organised parts of the Company's business

Instruction for the Proxy related to the voting over the Resolution No. 25

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the approval to dispose, lease or charge of other right to third party of the
organised part of the enterprise.**

§ 1

Pursuant to Article 393 point 3 of the Code of Commercial Companies in connection with § 7 item 7 point 7 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. approves to sell, lease or charge of other right to third party, under conditions determined in § 2 and 3 of the resolution, following organised parts of the enterprise:

1. Petrol Station No. 184 Dobra
2. Petrol Station No. 436 Konotop
3. Petrol Station No. 818 Chelm
4. Petrol Station No. 989 Gozdnica
5. Petrol Station No. 1060 Osie
6. Petrol Station No. 1070 Sliwice
7. Petrol Station No. 1074 Swiedziebnia
8. Petrol Station No. 1096 Ratno Dolne
9. Petrol Station No. 1546 Czerwiensk
10. Petrol Station No. 1255 Swiecko

§ 2

1. Disposal can be done through open tender, at the price not lower than the real property market value specified in an appraisal prepared by a certified property appraiser or net present book value of property, depending which of them two will be higher.
2. Should no buyer is selected through the first open tender, mentioned in item 1 above, next tenders may be conducted with reduced call bid price, not more than by 25 percent of the real property market value or net present book value, depending which of them two will be higher, or through sending of invitations for making offers.

3. Without applying the procedure and conditions, mentioned in items 1 and 2 above, the disposal can be done for the benefit of the State Treasury, local government units and PKN ORLEN Capital Group companies or if no buyer is selected through next two open tenders.
4. Final conditions of disposal will be approved through resolution by the Management Board and/or the Supervisory Board of the Company, in accordance with provisions of currently binding Company's Articles of Association.

§ 3

Lease or charge of other right to third party of organised part of enterprise mentioned in § 1 of the resolution, will be made in accordance with the rules determined in the procedure of disposing or charging of other right to third party of the Company's properties, applied in the Company.

§ 4

The resolution shall come into force on the day of its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

26. Establishment of the number of the Supervisory Board members

Instruction for the Proxy related to the voting over the Resolution No. 26

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the establishment of the number of members of the Supervisory Board**

§ 1

Pursuant to § 14 item 1 of the Regulations of the Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A., the Ordinary Shareholders Meeting decides that the Supervisory Board of Polski Koncern Naftowy ORLEN S.A. shall consist of persons.

§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

27. Appointment of the Chairman of the Supervisory Board

Instruction for the Proxy related to the voting over the Resolution No. 27

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the appointment of the Chairperson of the Supervisory Board

§ 1

Pursuant to § 8 item 4 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr./Ms ... as the Chairperson of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

28. Appointments to the positions on the Supervisory Board

Instruction for the Proxy related to the voting over the Resolution No. 28

RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the appointment to the Supervisory Board

§ 1

Pursuant to § 8 item 2 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr./Ms ... to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

Mr./Ms ... fulfilling the criteria, set forth in § 8 par. 5 of the Company Articles of Association and submitted proper declaration.

§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

29. Appointments to the positions on the Supervisory Board

Instruction for the Proxy related to the voting over the Resolution No. 29

**RESOLUTION NO.
OF THE ORDINARY SHAREHOLDERS MEETING OF POLSKI KONCERN
NAFTOWY ORLEN SPOLKA AKCYJNA
dated 2010
regarding the appointment to the Supervisory Board**

§ 1

Pursuant to § 8 item 2 point 2 of the Company Articles of Association, the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. decides to appoint Mr./Ms ... to the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

§ 2

The resolution shall come into force upon its adoption.

Vote for Number of shares

Vote against Number of shares

Vote abstained Number of shares

In the event of voting AGAINST, I raise an objection YES NO

Other instructions of the Shareholder:

.....
Shareholder's signature