TRANSLATION

Polski Koncern Naftowy ORLEN

Spółka Akcyjna

Opinion and Report of the Independent Auditor
Financial Year ended 31 December 2009

The opinion contains 2 pages
The report supplementing the auditor's oppinion
contains 14 pages
Opinion of the independent auditor
and report supplementing the auditor's opinion
on the unconsolidated financial statements
for the financial year ended
31 December 2009

KPMG

KPMG Audyt Sp. z o.o.
ul. Chłodna 51
00-867 Warszawa
Poland

Telefon +48 22 528 11 00
Fax +48 22 528 10 09
E-mail kpmg@kpmg.pl
Internet www.kpmg.pl

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OPINION OF THE INDEPENDENT AUDITOR

To the General Meeting of Polski Koncern Naftowy ORLEN Spółka Akcyjna

We have audited the accompanying unconsolidated financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna (PKN ORLEN S.A.), seated in Płock, 7 Chemików Street ("the Company"), which comprise the unconsolidated statement of financial position as at 31 December 2009, with total assets and total liabilities and shareholders' equity of PLN 37,016,351 thousand, the unconsolidated statement of comprehensive income for the year then ended with a total comprehensive income of PLN 1,751,022 thousand, the unconsolidated statement of changes in equity for the year then ended with an increase in equity of PLN 1,751,022 thousand, the unconsolidated statement of cash flows for the year then ended with an increase in cash and cash equivalents of PLN 1,526,535 thousand, and notes to the financial statements, comprising of a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management of the Company is responsible for the accuracy of the accounting records and the preparation and fair presentation of these unconsolidated financial statements in accordance with International Financial Reporting Standards, as adopted by the European Union and with other applicable regulations. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility, based on our audit, is to express an opinion on these unconsolidated financial statements and whether the financial statements are derived from properly maintained accounting records. We conducted our audit in accordance with section 7 of the Accounting Act dated 29 September 1994 (Official Journal from 2009, No. 152, item 1223 with amendments) ("the Accounting Act") and International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements and the accounting records from which they are derived are free of material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the accompanying unconsolidated financial statements of Polski Koncern Naftowy ORLEN S.A. have been prepared and present fairly, in all material respects, the financial position of the Company as at 31 December 2009 and its financial performance and its cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union, are in compliance with the respective regulations and the provisions of the Company's articles of association that apply to the Company's unconsolidated financial statements and have been prepared from accounting records, that, in all material respects, have been properly maintained.

Other Matters

As required under the Accounting Act, we also report that the Report on the Company's operations includes, in all material respects, the information required by Art. 49 of the Accounting Act and by the Minister of Finance Regulation dated 19 February 2009 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent information required by the law of a non-Member State (Official Journal from 2009, No 33, item 259) and the information is consistent with the unconsolidated financial statements.

On behalf of KPMG Audyt Sp. z o.o. ul. Chłodna 51, 00-867 Warsaw registration number 458	On behalf of KPMG Audyt Sp. z o.o. ul. Chłodna 51, 00-867 Warsaw registration number 458
.... Certified Auditor No. 10268 Monika Bartoszewicz, Director	.... Certified Auditor No. 9451 Leszek Dubicki, Director

29 March 2010
Warsaw

KPMG

TRANSLATION

Polski Koncern Naftowy ORLEN

Spółka Akcyjna

Report supplementing the auditor's opinion on the unconsolidated financial statements
Financial Year ended 31 December 2009

The report supplementing the auditor's opinion
contains 14 pages
Report supplementing the auditor's opinion
on the unconsolidated financial statements
for the financial year ended
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Contents

1. General

1.1. General information about the Company

1.1.1. Company name

Polski Koncern Naftowy ORLEN Spółka Akcyjna (PKN ORLEN S.A.)

1.1.2. Registered office

7 Chemików Street
09-411 Płock

1.1.3. Registration in the National Court Register

Registration court:	District Court for the Capital City Warsaw in Warsaw, XIV Commercial Department of the National Court Register
Date:	19 July 2001
Registration number:	KRS 0000028860

1.1.4. Tax Office and Provincial Statistical Office registration

NIP number:	774-00-01-454
REGON:	610188201

1.2. Auditor information

Name:	KPMG Audyt Sp. z o.o.
Registered office:	Warsaw
Address:	ul. Chłodna 51, 00-867 Warsaw
Registration number:	KRS 0000104753
Registration court:	District Court for the Capital City Warsaw in Warsaw, XII Commercial Department of the National Court Register
Share capital:	PLN 125,000
NIP number:	526-10-24-841

KPMG Audyt Sp. z o.o. is entered in the register of entities authorised to audit financial statements under number 458.

1.3. Legal status

1.3.1. Share capital

PKN ORLEN S.A. (the "Company") was established for an indefinite period of time through transformation of a state-owned enterprise into a joint stock company on the basis of the Public Notary Act of 29 June 1993. The address of the Company's registered office is Płock, 7 Chemików Street.

In accordance with the resolution of the Annual General Shareholders' Meeting dated 19 May 1999, registered in the District Court in Płock on 20 May 1999, the Company changed its business name to Polski Koncern Naftowy Spółka Akcyjna.

In accordance with the resolution of the Extraordinary General Shareholders' Meeting dated 3 April 2000, registered in the District Court in Płock on 12 April 2000, the Company changed its business name to Polski Koncern Naftowy ORLEN Spółka Akcyjna.

On 19 May 1999 the Annual General Shareholders' Meeting of the Company adopted a resolution on the merger of the Company with Centrala Produktów Naftowych "CPN" S.A. ("CPN") by incorporation of CPN into the Company in accordance with Art. 463 point 1 of the Commercial Code.

On 7 September 1999 CPN was deregistered and the merger became effective.

According to the Commercial Register the share capital of the Company amounted to PLN 534,636 thousand as at 31 December 2009 and divided into 427,709,061 ordinary shares with a nominal value of PLN 1.25 each. On transition date to International Financial Reporting Standards as adopted by the European Union, 1 January 2004, the share capital has been restated by the amount of PLN 522,999 thousand in accordance with IAS 29 "Financial Reporting in Hyperinflationary Economies". After the restatement the share capital presented in the financial statements as at 31 December 2009 amounts to PLN 1,057,635 thousand.

As at 31 December 2009, the shareholders' structure was as follows:

Name of the Shareholder	Number of shares	Voting rights (%)	Nominal value of shares	Percentage of share capital
State Treasury	117,710,196	27.52%	147,137,745	27.52%
ING OFE	22,118,813	5.17%	27,648,516	5.17%
Others	287,880,052	67.31%	359,850,065	67.31%
	427,709,061	100.00%	534,636,326	100.00%

As at 19 March 2010, the shareholders' structure was as follows:

Name of the Shareholder	Number of shares	Voting rights (%)	Nominal value of shares	Percentage of share capital
State Treasury	117,710,196	27.52%	147,137,745	27.52%
ING OFE	22,118,813	5.17%	27,648,516	5.17%
Aviva OFE	21,744,036	5.08%	27,180,045	5.08%
Others	266,136,016	62.23%	332,670,020	62.23%
	427,709,061	100.00%	534,636,326	100.00%

1.3.2. Related parties

The Company is a parent company of the PKN ORLEN S.A. Capital Group.

MB

1.3.3. Management of the Company

The Management Board is responsible for management of the Company.

At 31 December 2009, the Management Board of the Company was comprised of the following members:

- Dariusz Krawiec – President of the Management Board, Chief Executive Officer,
- Sławomir Jędrzejczyk – Vice-President of the Management Board, Chief Financial Officer,
- Wojciech Kotlarek – Member of the Management Board, Sales,
- Krystian Pater – Member of the Management Board, Refinery,
- Marek Serafin – Member of the Management Board, Petrochemistry.

1.3.4. Scope of activities

The business activities listed in the Company's articles of association include, in particular, the following:

- processing of crude oil and manufacturing of oil-derivative products and semi finished products (refinery and petrochemical),
- domestic and foreign trade on own account, on a commission and as a consignee, including in particular: trade in crude oil, oil-derivative and other fuel, sale of motor vehicles, parts and accessories for motor vehicles, sale of industrial and consumer goods,
- research and development activity, project work, construction and production activities on own account and as a consignee, in the areas of processing, storage, packaging and trade in solid, liquid and gaseous oil fuels, derivative chemical products as well as transportation: road, rail, water and by pipeline,
- storage of crude oil and liquid fuels, creation and management of oil stock in accordance with appropriate regulations,
- services connected to the principal activity, in particular: sea and land reloading, refining of gas and oil including ethylization, dyeing and blending of components,
- purchase, trade and processing of used lubricant oils and other chemical waste,
- manufacturing, transportation and trade in heating energy and electricity,
- overhaul of appliances used in principle activities, especially refinery and petrochemical installations, oil storage appliances, petrol stations and means of transportation,
- operation of petrol stations, bars, restaurants and hotels as well as catering activities,
- activities of finance holdings,
- brokerage activities and other financial activities, except for insurance and pension funds,
- crude oil exploration and extraction,
- natural gas exploration and extraction,
- manufacture of basic chemicals, fertilizers and nitrogen compounds, plastics and synthetic rubber in primary forms,
- services to the entire society, medical services, fire protection, education,
- manufacture of steel products, precious metals, metal molding, repair and maintenance of fabricated metal products.

1.4. Prior period financial statements

The separate financial statements for the period ended 31 December 2008 were audited by KPMG Audyt Sp. z o.o. and received an unqualified opinion with the following emphasis of matters:

"Without qualifications to fair presentation of the audited unconsolidated financial statements, we draw attention to the following issues:

The Company accounted for impairment loss of financial non-current assets in the amount of PLN 1,646,188 thousand. The Company's future financial performance, that was the basis for the impairment test, is based on number of variables and assumptions, that are, in respect of macroeconomic factors, partially out of the Company's control. As described in note 7.4 of the accompanying financial statements, the change of these variables and assumptions might influence the Company's financial position, including the results of the test for impairment of non-current assets, and consequently might lead to changes in the financial position and performance of the Company.

Additionally, as disclosed in note 7.11 of the accompanying unconsolidated financial statements bank loans of PLN 9,051,266 thousand were reclassified from long-term liabilities to short-term liabilities. The amount relates to liabilities resulting from bank loan agreements containing provisions specifying the required ratio of net debt to EBITDA, which was exceeded as at 31 December 2008. According to International Accounting Standard 1 a breach of provisions of bank loan agreements that may result in an entity not having an unconditional right to defer their settlement for at least twelve months results in the necessity to classify liabilities connected with such bank loan agreements as short-term.

As at the date of issuing this opinion negotiations between PKN ORLEN S.A. and lenders being the parties of the agreements mentioned above in respect of terms of continuation of financing had been finalized. The consent to a temporary extension of the maximum debt ratio and to continuation of cooperation within previously set bank loan limits and maturity dates had been received, which will result in classification of the respective bank loans as long-term in the unconsolidated financial statements for the second quarter 2009."

The unconsolidated financial statements were approved at the General Meeting on 30 June 2009 where it was resolved to cover the loss for the prior financial year of PLN 1,570,947,088.55 with reserve capital.

The closing balances as at 31 December 2008 have been properly recorded as the opening balances of the audited year, after taking into consideration presentation changes disclosed in note 2.2.3. in the attached unconsolidated financial statements.

The unconsolidated financial statements were submitted to the Registry Court on 24 July 2009 and were published in Monitor Polski B No. 150 on 19 January 2010.

1.5. Audit scope and responsibilities

This report was prepared for the General Meeting of PKN ORLEN S.A., seated in Płock, 7 Chemików Street and relates to the unconsolidated financial statements comprising: the unconsolidated statement of financial position as at 31 December 2009, with total assets and total liabilities and shareholders' equity of PLN 37,016,351 thousand , the unconsolidated statement of comprehensive income for the year then ended with a total comprehensive income of PLN 1,751,022 thousand, the unconsolidated statement of changes in equity for the year then ended with an increase in equity of PLN 1,751,022 thousand, the unconsolidated statement of cash flows for the year then ended with an increase in cash and cash equivalents of PLN 1,526,535 thousand, and notes to the financial statements, comprising of a summary of significant accounting policies and other explanatory information.

The audited Company prepares its unconsolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union on the basis of the decision of the Extraordinary General Meeting of Polski Koncern Naftowy ORLEN S.A. dated 30 December 2004.

The unconsolidated financial statements have been audited in accordance with the contract dated 30 May 2005, concluded on the basis of the resolution of the Supervisory Board dated 21 January 2005 on the appointment of the auditor, prolonged with the appendix dated 5 November 2007 concluded on the basis of the resolution of the Supervisory Board dated 23 August 2007.

We conducted the audit in accordance with section 7 of the Accounting Act and International Standards on Auditing.

We audited the unconsolidated financial statements in the Company's seat during the period from 7 December 2009 to 18 December 2009 and from 25 January 2010 to 29 March 2010. The audit was preceded by quarterly reviews.

Management of the Company is responsible for the accuracy of the accounting records and the preparation and fair presentation of the unconsolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with other applicable regulations.

Management of the Company and members of the Supervisory Board are obliged to ensure that the unconsolidated financial statements and the Report on the Company's operations are in compliance with the requirements set forth in the Accounting Act.

Our responsibility is to express an opinion and to prepare a supplementing report on the unconsolidated financial statements and whether the financial statements are derived from properly maintained accounting records based on our audit.

Management of the Company submitted a statement dated the same date as this report as to the true and fair presentation of the unconsolidated financial statements presented for audit, which confirmed that there were no undisclosed matters which could significantly influence the information presented in the unconsolidated financial statements.

All our requests for additional documents and information necessary for expressing our opinion and preparing the report have been fulfilled.

KPMG Audyt Sp. z o.o., the members of its Management Board and Supervisory Board and other persons involved in the audit of the unconsolidated financial statements of the Company fulfil independence requirements. The scope of the work planned and performed has not been limited in any way. The method and scope of our audit is detailed in working papers prepared by us and retained in the offices of KPMG Audyt Sp. z o.o.

2. Financial analysis of the Company

2.1. Summary of the unconsolidated financial statements

2.1.1. Statement of financial position

ASSETS	31.12.2009 PLN '000	% of total	31.12.2008* PLN '000	% of total
Non-current assets				
Property, plant and equipment	11,080,017	29.9	9,477,906	29.6
Intangible assets	128,732	0.4	85,333	0.3
Perpetual usufruct of land	90,209	0.2	86,446	0.3
Shares in related parties	11,333,136	30.6	10,340,725	32.3
Financial assets available for sale	32,078	0.1	32,304	0.1
Deferred tax assets	286,421	0.8	389,190	1.2
Non-current loans and receivables	56,103	0.2	15,121	0.1
Total non-current assets	23,006,696	62.2	20,427,025	63.9
Current assets				
Inventory	7,298,656	19.6	6,330,282	19.7
Trade and other receivables	4,497,790	12.2	4,162,737	13.0
Short-term financial assets	127,925	0.4	305,134	1.0
Income tax receivable	1,105	-	254,418	0.8
Prepayments	109,145	0.3	65,976	0.2
Cash and cash equivalents	1,964,403	5.3	442,938	1.4
Non-current assets classified as held for sale	10,631	0.0	11,094	0.0
Total current assets	14,009,655	37.8	11,572,579	36.1
TOTAL ASSETS	37,016,351	100.0	31,999,604	100.0

LIABILITIES AND SHAREHOLDERS' EQUITY	31.12.2009 PLN '000	% of total	31.12.2008* PLN '000	% of total
Equity				
Share capital	1,057,635	2.9	1,057,635	3.3
Share premium	1,227,253	3.3	1,227,253	3.8
Hedging reserve	14,850	0.0	(100,287)	0.3
Retained earnings	14,833,160	40.1	13,197,275	41.2
Total equity	17,132,898	46.3	15,381,876	48.7
Long-term liabilities				
Interest-bearing loans	9,971,765	27.0	767,723	2.4
Provisions	348,195	0.9	405,619	1.3
Other long-term liabilities	48,742	0.1	42,976	0.1
Total long-term liabilities	10,368,702	28.0	1,216,318	3.8
Short-term liabilities				
Trade and other liabilities	8,195,604	22.1	4,927,999	15.4
Interest-bearing loans	547,261	1.5	9,462,675	29.6
Income tax liability	5,951	0.0	-	-
Provisions	471,257	1.3	604,014	1.9
Deferred income	67,070	0.2	74,501	0.2
Other financial liabilities	227,608	0.6	332,221	1.0
Total short-term liabilities	9,514,751	25.7	15,401,410	48.1
Total liabilities	19,883,453	53.7	16,617,728	51.9
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	37,016,351	100.0	31,999,604	100.0

* data after presentation changes disclosed in the note 2.2.3. to the unconsolidated financial statements

2.1.2. Statement of comprehensive income

	1.01.2009 - 31.12.2009 PLN '000	% of total sales	1.01.2008 - 31.12.2008* PLN '000	% of total sales
Sales revenues	47,481,278	100.0	57,224,864	100.0
Cost of sales	(44,159,182)	93.0	(54,176,359)	94.7
Gross profit on sales	*3,322,096*	*7.0*	*3,048,505*	*5.3*
Distribution expenses	(1,777,646)	3.7	(1,712,405)	3.0
General and administrative expenses	(626,834)	1.3	(634,259)	1.1
Other operating revenues	638,428	1.3	359,612	0.6
Other operating expenses	(765,738)	1.6	(425,099)	0.7
Profit from operations	*790,306*	*1.7*	*636,354*	*1.1*
Financial revenues	1,756,368	3.7	1,255,679	2.2
Financial expenses	(638,862)	1.4	(3,955,090)	6.9
Financial revenues and expenses	1,117,506	5.1	(2,699,411)	9.1
Profit/(Loss) before tax	*1,907,812*	*4.1*	*(2,063,057)*	*3.6*
Income tax expense	(271,927)	0.6	492,110	0.9
Net profit/(loss)	*1,635,885*	*3.5*	*(1,570,947)*	*2.7*
Items of other comprehensive income:				
Hedging instruments valuation	(3,879)	0.0	(123,813)	0.2
Hedging instruments settlement	146,024	0.3	(108,125)	0.2
Deffered tax on other comprehensive income	(27,008)	0.1	44,067	0.1
Total items of other comprehensive income	***115,137***	***0.2***	***(187,871)***	***0.3***
Total comprehensive income	***1,751,022***	***3.7***	***(1,758,818)***	***3.0***

* data after presentation changes disclosed in note 2.2.3. in attached unconsolidated financial statements

Net profit/(Loss) and diluted net profit/(loss) per share atributable to equity holders of the parent (in PLN per share)	3.82	(3.67)

2.1.3. Selected financial ratios

		2009	2008	2007
1.	**Return on sales**			
	profit for the period x 100% / revenue	3.4%	negative value	6.5%
2.	**Return on equity**			
	profit for the period x 100% / equity - profit for the period	10.6%	negative value	18.3%
3.	**Debtors' days**			
	average trade receivables (gross) x 365 days / revenue	30 days	25 days	32 days
4.	**Debt ratio**			
	liabilities x 100% / equity and liabilities	53.7%	51.9%	44.2%
5.	**Current ratio**			
	current assets / current liabilities	1.5	0.8	1.8

- Net revenues are comprised of the sale of finished products, merchandise and raw materials.
- Average trade receivables represent the average of trade receivables at the beginning and at the end of the period, excluding allowances for receivables.

2.2. Interpretation of selected financial ratios

Return on sales and return on equity

Return on sales and return on equity improved as compared to the prior year due to net profit realized in the current year. Net loss incurred in 2008 was mainly an effect of non-current assets impairment, foreign exchange losses on valuation of items denominated in foreign currencies due to depreciation of the Polish złoty experienced at the end of the year and decrease in profit from operations connected with higher cost of energy and materials consumption, being a result of increasing cost of crude oil used in the process of production.

Debtors' days

Debtors' days ratio increased in comparison to 2008 by 5 days. It results mainly from higher fuel prices observed at the end of 2009 which contributed to the increase of the level of receivables.

Debt ratio

Debt ratio increased in 2009 in comparison to previous years mainly as a result of the increase in trade liabilities being a consequence of higher crude oil prices in December 2009 in comparison to December 2008 as well as postponement of payment dates for crude oil deliveries from December 2009 to January 2010.

Current ratio

Current ratio increased as compared to the prior year and nearly achieved the level observed in 2007. Low level of current ratio in 2008 resulted from reclassification of loans of PLN 9,051,266 thousand from long-term liabilities to short-term liabilities. This reclassification relates to liabilities resulting from bank loan agreements containing provisions specifying the required level of net debt to EBITDA ratio, which was exceeded as at 31 December 2008.

3. Detailed report

3.1. Proper operation of the accounting system

The Company maintains current documentation describing the applied accounting principles adopted by the Management Board to the extent required by Art. 10 of the Accounting Act.

During the audit of the financial statements, we tested, on a sample basis, the operation of the accounting system. Our assessment covered in particular:

- appropriateness and consistency of the accounting principles used,
- correctness of the documentation of transactions,
- fairness, accuracy and verifiability of the accounting records, including the matching of accounting entries with supporting documentation and the financial statements,
- compliance of the adopted policies relating to the safeguarding of the supporting documentation, the accounting records and the financial statements with the Accounting Act.

On the basis of the work performed, we have not identified material irregularities in the accounting system which have not been corrected and that could have a material impact on the unconsolidated financial statements. Our audit was not conducted for the purpose of expressing a comprehensive opinion on the operation of the accounting system.

3.2. Asset verification

The Company performed a physical verification of assets in accordance with the requirements and time frame specified in Art. No. 26 of the Accounting Act. The following categories of assets were included in the verification:

- cash,
- inventories,
- trade receivables,
- property, plant and equipment.

Count differences have been recorded in the period covered by the separate financial statements.

3.3. Notes to the unconsolidated financial statements

All information included in the notes to the unconsolidated financial statements, comprising of a summary of significant accounting policies and other explanatory notes, is, in all material respects, presented accurately and completely. This information should be read in conjunction with the unconsolidated financial statements taken as a whole.

3.4. Report on the Company's operations

The Report on the Company's operations includes, in all material respects, information required by Art. 49 of the Accounting Act and by the Minister of Finance Regulation dated 19 February 2009 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent information required by the law of a non-Member State (Official Journal from 2009, No 33, item 259) and the information is consistent with the unconsolidated financial statements.

3.5. Information on the opinion of the independent auditor

Based on our audit of the unconsolidated financial statements as at and for the year ended 31 December 2009, we have issued an unqualified opinion.

On behalf of KPMG Audyt Sp. z o.o.
ul. Chłodna 51, 00-867 Warsaw
registration number 458

....
Certified Auditor No. 10268
Monika Bartoszewicz, Director

On behalf of KPMG Audyt Sp. z o.o.
ul. Chłodna 51, 00-867 Warsaw
registration number 458

....
Certified Auditor No. 9451
Leszek Dubicki, Director

29 March 2010
Warsaw