

**RESOLUTION NO. ....**

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

**dated 25 June 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.

The number of shares of which given valid votes ....., percentage share of shares, of which given valid votes, in the share capital .....

The total number of valid shares .....

There were ..... votes in favour of the resolution, ..... votes against the resolution and ..... votes abstained.