



**RESOLUTION NO. 4323/10
OF THE MANAGEMENT BOARD
OF POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA**

dated 20 April 2010

regarding the disposal, lease or encumbrance by other rights of third parties of the organised parts of the Company's business

Pursuant to § 9 item 7 pt. 1 of the Company Statutes and § 5 item 5 pt. 3 of the Regulations of the Management Board in conjunction with § 8 item 11 pt. 7 and § 7 item 7 pt. 7 of the Company Statutes the following shall be resolved:

§ 1

The Company's Management Board shall provide its consent and shall approve the motion to the General Meeting of Shareholders regarding the consent to the disposal, lease or encumbrance by other rights of third parties of the following organised parts of the Company's business:

1. Fuel Station No. 184 in Dobra
2. Fuel Station No. 436 in Konotop
3. Fuel Station No. 818 in Chełm
4. Fuel Station No. 989 in Gozdnicza
5. Fuel Station No. 1060 in Osie
6. Fuel Station No. 1070 in Śliwice
7. Fuel Station No. 1074 in Świdziebnia
8. Fuel Station No. 1096 in Ratno Dolne
9. Fuel Station No. 1546 in Czerwieńsk
10. Fuel Station No. 1255 in Świecko

in accordance with the provisions of § 2 and 3 of this Resolution.

§ 2

1. The disposal may be conducted under a bid procedure at the higher of the price not lower than the market value of the property resulting from the appraisal carried out by a competent property appraiser or the net book value of the property.
2. A failure to award the bid referred to in item 1 to a purchaser shall result in the next bids being invited at a decreased opening bid price, however, not more than by 25 percent of the higher of the current market value or the current net book value, or by addressing invitations to bid.
3. Any disposals for the benefit of the State Treasury, local self-government units or any companies within the PKN ORLEN SA Capital Group can be carried out without complying with the procedure and terms referred to in item 1 and item 2. The foregoing also applies, if the bid is not awarded to a purchaser in two consecutive bid proceedings.
4. The final disposal terms are to be approved by way of adopting a resolution by the Management Board and/or Supervisory Board, in accordance with the provisions of the currently applicable Company Statutes.

§ 3

The organized parts of the Company's business specified in § 1 of the Resolution may be leased or encumbered by other rights of third parties in accordance with the rules specified in the procedure for selling the Company's properties or encumbering them by rights of third parties, as effective in the Company.

§ 4

The Management Board shall resolve to apply to the Company's Supervisory Board for its positive opinion on the action referred to in § 1 of this Resolution and to the General Meeting of Shareholders for consent to the action referred to in § 1 of this Resolution.

§ 5

A person responsible for implementing the Resolution: Administration Office Director

§ 6

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

Signatures of the Management Board members present at the meeting:

[Illegible signature]
Dariusz Krawiec
President of the Management Board

[Illegible signature]
Sławomir Jędrzejczyk
Vice President of the Management Board

[Illegible signature]
Wojciech Kotlarek
Management Board Member

[Illegible signature]
Krystian Pater
Management Board Member

[Illegible signature]
Marek Serafin
Management Board Member

CC:
1 x Management Board Members
1 x GM
1 x file