



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 4329/10
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 26 April 2010**

regarding the convening of the Company's Ordinary General Meeting of Shareholders

Pursuant to § 9 item 7 pt. 1 of the Company Statutes and § 5 item 5 pt. 3 and 4 of the Regulations of the Management Board and taking into account Article 399 § 1 in conjunction with Article 395 § 1 and 2 of the Commercial Companies Code and § 7 item 3 of the Company Statutes, and also § 8 item 11 pt. 7 of the Company Statutes the following shall be resolved:

§ 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna shall resolve to convene the Ordinary General Meeting of Shareholders of Polski Koncern Naftowy ORLEN SA on 25 June 2010 at 10:00 am in Płock at ul. Kazimierza Wielkiego 41, with the following agenda:

1. Opening of the General Meeting of Shareholders
2. Election of the Chairman of the General Meeting of Shareholders
3. Confirmation of the proper convening of the General Meeting of Shareholders 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, the Company's financial statements, the motion of the Management Board regarding the allocation of the profit for the financial year 2009 and the report of the Supervisory Board regarding the opinion on the report of the Management Board on Company's activities and the Company's financial statements with regard to their compliance with books and documents and also factual circumstances, and also on the motion of the Management Board regarding the allocation of the profit for the financial year 2009
7. Examination of the report of the Management Board on the activities of the ORLEN Capital Group and the consolidated financial statements of the ORLEN Capital Group for the financial year 2009 and also examination of the opinion of the Supervisory Board on the report of the Management Board on the activities of the ORLEN Capital Group and the consolidated financial statements of the ORLEN Capital Group for the financial year 2009
8. Examination of the report of the Supervisory Board for 2009 complying with the requirements of the Good 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 statements for the financial year 2009
10. Adoption of the resolution regarding the approval of the report of the Management Board on the activities of the ORLEN Capital Group and the ORLEN Capital Group's consolidated financial statements for the financial year 2009
11. Adoption of the resolution regarding the allocation of the profit for the financial year 2009
12. Adoption of the resolutions regarding the acknowledgement of the fulfilment of duties by the members of the Company's Management Board in 2009
13. Adoption of the resolutions regarding the acknowledgement of the fulfilment of duties by the members of the Company's Supervisory Board in 2009
14. Examination of the motion and adoption of the resolutions regarding changes to the Company Statutes and its unified text
15. Examination of the motion and adoption of the resolution regarding the disposal, lease or encumbrance by other rights of third parties of the organised parts of the Company's business
16. Adoption of the resolution regarding the establishment of the number of the Supervisory Board members
17. Adoption of the resolutions regarding the appointment of the Supervisory Board members for the new term.
18. Conclusion of the General Meeting of Shareholders

§ 2

The Company's Management Board shall resolve to apply to the Supervisory Board for the opinion on the agenda of the Ordinary General Meeting of Shareholders of PKN ORLEN SA adopted by the Management Board and presented in § 1 of this Resolution.

§ 3

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

Signatures of the Management Board members present at the meeting:

.....
Dariusz Krawiec
President of the Management Board

.....
Sławomir Jędrzejczyk
Vice President of the Management Board

.....
Wojciech Kotlarek
Management Board Member

.....
Krystian Pater
Management Board Member

.....
Marek Serafin
Management Board Member

CC:

- 1 x Management Board Members
- 1 x Supervisory Board
- 1 x Chief Attorney-at-law
- 1 x Management Board Office