



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 4298/10
of the Management Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 29 March 2010**

regarding the adoption of the report of the Company's Management Board on the Company's activities and the financial statements of PKN ORLEN SA for 2009

Pursuant to § 9 item 7 pt. 1 of the Company Statutes and § 5 item 5 pt. 3 and 11 of the Regulations of the Management Board in conjunction with Article 395 § 2 pt. 1 of the Commercial Companies Code and also in conjunction with § 7 item 7 pt. 1 and § 8 item 11 pt. 6 of the Company Statutes, the following shall be resolved:

§ 1

The Company's Management Board shall adopt the following reports and statements constituting appendices to this Resolution:

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

§ 2

The Company's Management Board shall apply to the Company's Supervisory Board for the opinion on the report of the Company's Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna and the stand-alone financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the financial year 2009, referred to in § 1 of this Resolution.

§ 3

The Company's Management Board shall apply to the Company's General Meeting of Shareholders for the examination and approval of the report of the Company's Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna and the stand-alone financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the financial year 2009, referred to in § 1 of this Resolution.

§ 4

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

Signatures of the Company's 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 SB
1 x file