



Polski Koncern Naftowy ORLEN
Spółka Akcyjna

**Resolution No. 4299/10
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 activities of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group and the consolidated financial statements of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the year ended 31 December 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 § 5 of the Commercial Companies Code, Article 55 and Article 63c item 4 of the Accounting Act, and also in connection with § 7 item 7 pt. 1 of the Company Statutes and § 8 item 11 pt. 6a 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 Management Board on the activities of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the financial year 2009;
2. The consolidated financial statements of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the period from 1 January 2009 to 31 December 2009, including the following items verified by a certified auditor:
 - The consolidated balance sheet as of 31 December 2009 presenting the amount of PLN 49,160,375,036.86 both on the side of the total assets and the total equity & liabilities (in words: forty nine billion one hundred sixty million three hundred seventy five thousand and thirty six Polish zlotys, 86/100);
 - The consolidated income statement for the period from 1 January 2009 to 31 December 2009 presenting a net profit of PLN 1,300,167,180.79 (in words: one billion three hundred million one hundred sixty seven thousand one hundred and eighty Polish zlotys, 79/100);
 - The additional information including the introduction to the consolidated 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 1,175,565,338.17 (in words: one billion one hundred seventy five million five hundred sixty five thousand three hundred and thirty eight Polish zlotys, 17/100);
 - The consolidated cash flow statement presenting an increase in the net cash of PLN 1,600,211,356.57 (in words: one billion six hundred million two hundred eleven thousand three hundred and fifty six Polish zlotys, 57/100).

§ 2

The Company's Management Board shall apply to the Company's Supervisory Board for the opinion on the report of the Management Board on the activities of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group and the consolidated financial statements of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group 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 Management Board on the activities of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group and the consolidated financial statements of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group 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