

**Draft resolution of the Ordinary Shareholders Meeting of PKN ORLEN S.A. regarding the approval of the report of the management Board on ORLEN Capital Group's activities and ORLEN Capital Group's consolidated financial statements for the financial year 2010.**

**RESOLUTION NO. ....**

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

**dated 29 June 2011**

**regarding the approval of the report of the Management Board on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statement for the financial year 2010**

**§ 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 Supervisory Board, shall resolve to approve the following reports submitted by the Company's Management Board:

1. The report of the Management Board on the activities of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the financial year ended 31 December 2010;
2. Consolidated financial statement of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the year ended 31 December 2010, including the following items verified by a certified auditor:
  - consolidated statement of financial position as of 31 December 2010 presenting the amount of PLN 51,149,790,994.12 (in words: fifty one billion one hundred and forty nine million seven hundred and ninety thousand nine hundred and ninety four Polish zlotys, 12/100) both on the side of the total assets and the total equity and liabilities;
  - consolidated income statement (included in the report on total income) for the period from 1 January 2010 to 31 December 2010 presenting a net profit of PLN 2,455,466,693.75 (in words: two billion four hundred and fifty five million four hundred and sixty six thousand six hundred and ninety three Polish zlotys, 75/100);
  - additional information including the introduction to the consolidated financial statement and additional notes and explanations;
  - consolidated statement of changes in equity presenting an increase in the equity as of 31 December 2010 of PLN 2,532,741,127.53 (in words: two billion five hundred and thirty two million seven hundred and forty one thousand one hundred and twenty seven Polish zlotys, 53/100);
  - consolidated cash flow statement presenting a decrease in the net cash of PLN 107,600,163.72 (in words: one hundred and seven million six hundred thousand one hundred and sixty three Polish zlotys, 72/100).

**§ 2**

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

The number of shares for which valid votes were cast....., percentage of the said shares in the share capital .....

The total number of valid votes .....

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