



Resolution No. 4594/11
of the Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 4 May 2011

regarding convening of the Company's Ordinary Shareholders Meeting.

Pursuant to § 9 item 7 point 1 of the Company's Articles of Association and § 5 item 5 points 3 and 4 of the Constitution of the Management Board and taking into account Article 399 § 1 in conjunction with 395 § 1 and 2 of the Code of Commercial Companies and § 7 item 3 of the Company's Articles of Association, as well as § 8 item 11 point 7 of the Company's Articles of Association, the following shall be resolved:

§ 1

The Management Board of Polski Koncern Naftowy ORLEN Spółka Akcyjna resolves to convene the Ordinary Shareholders Meeting of Polski Koncern Naftowy ORLEN S.A. on 29 June 2011 at 11 a.m. in Płock, ul. Kazimierza Wielkiego 41, with the following agenda:

1. Opening of the Shareholders Meeting.
2. Election of the Chairman of the Shareholders Meeting.
3. Confirmation of the proper convention of the Shareholders Meeting 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 profit for the financial year 2010, the report of the Supervisory Board regarding the opinion on the report of the Management Board on the Company's activities and the Company's financial statements in terms of their compliance with books, records and facts, and the motion of the Management Board regarding the allocation of profit for the financial year 2010.
7. Examination of the report of the Management Board on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statements for the financial year 2010, and examination of the opinion of the Supervisory Board regarding the report of the Management Board on the ORLEN Capital Group's activities and the ORLEN Capital Group's consolidated financial statements for the financial year 2010.
8. Examination of the report of the Supervisory Board for 2010 compliant with the requirements of the Best 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 2010
10. Adoption of the resolution 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 statements for the financial year 2010.
11. Adoption of the resolution regarding the allocation of profit for the financial year 2010.
12. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Management Board in 2010
13. Adoption of the resolutions regarding the acknowledgement of fulfilment of duties by the members of the Company's Supervisory Board in 2010
14. Examination of the motion and adoption of the resolutions regarding amendments to the Company's Articles of Association and establishing the unified text of the amended Articles of Association.

15. Examination of the motion and adoption of the resolutions regarding amendments to the Rules of Procedure for the General Shareholders Meeting and establishing the unified text of the amended Rules of Procedure for the General Shareholders Meeting.

16. Conclusion of the Shareholders Meeting.

§ 2

The Company's Management Board shall resolve to apply to the Supervisory Board for the opinion on the agenda of the Ordinary Shareholders Meeting of PKN ORLEN S.A. 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