

Resolution No. 1254/11
of the Supervisory Board
of Polski Koncern Naftowy ORLEN Spółka Akcyjna
dated 19 May 2011

regarding the opinion on the report of the Company's Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2010 and the stand-alone financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2010.

Pursuant to Article 382 § 3 of the Code of Commercial Companies in conjunction with Article 395 § 2 point 1 of the Code of Commercial Companies and Article 45 and Article 53 item 1 of the Accountancy Act and § 7 item 7 point 1 of the Company's Articles of Association, the following shall be resolved:

§ 1

The Company's Supervisory Board shall provide its positive opinion on:

1. report of the Company's Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna for the financial year ended 31 December 2010;
2. stand-alone financial statements of the Polski Koncern Naftowy ORLEN Spółka Akcyjna for the year ended 31 December 2010, including the following items verified by a certified auditor:
 - stand-alone statement of financial position as of 31 December 2010 presenting the amount of PLN 39,894,058,304.55 (in words: thirty nine billion eight hundred and ninety four million fifty eight thousand three hundred and four Polish zlotys, 55/100) both on the side of the total assets and the total equity and liabilities;
 - stand-alone 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 2,357,127,065.35 (in words: two billion three hundred and fifty seven million one hundred and twenty seven thousand sixty five Polish zlotys, 35/100);
 - additional information including the introduction to the stand-alone financial statements and additional notes and explanations;
 - stand-alone statement of changes in equity presenting an increase in the equity as at 31 December 2010 of PLN 2,406,150,250.58 (in words: two billion four hundred and six million one hundred and fifty thousand two hundred and fifty Polish zlotys, 58/100);

- stand-alone cash flow statement presenting a decrease in the net cash of PLN 554,922,025.77 (in words: five hundred and fifty four million nine hundred and twenty two thousand twenty five Polish zlotys, 77/100).

§ 2

Having considered the opinion and the report of the certified auditor and also having thoroughly examined the aforementioned documents, in the opinion of the Supervisory Board, the financial statements for 2010 and the report of the Management Board on the Company's activities are compliant with books, records and facts.

§ 3

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

Out of voting persons, there were votes IN FAVOUR of the resolution; votes AGAINST the resolution; votes ABSTAINED. .

.....
Maciej Mataczyński

.....
Marek Karabula

.....
Angelina Sarota

.....
Artur Gabor

.....
Grzegorz Borowiec

.....
Krzysztof Kolach

.....
Leszek Pawłowicz

.....
Piotr Wielowieyski

.....
Janusz Zieliński