



**Resolution No. 4574/11  
of the Management Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
dated 29 March 2011**

regarding the approval of the report of the Company's Management Board on the activities of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the year ended 31 December 2010 and the consolidated financial statements of the Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the year ended 31 December 2010.

Pursuant to § 9 item 7 point 1 of the Company's Articles of Association and § 5 item 5 points 3 and 11 of the Constitution of the Management Board, in conjunction with Article 395 § 5 of the Code of Commercial Companies, Article 55 and Article 63 item 4 of the Accountancy Act, in conjunction with § 7 item 7 point 1 of the Company's Articles of Association and § 8 item 11 point 6a of the Company's Articles of Association, the following shall be resolved:

§ 1

The Company's Management Board shall adopt the following reports and statements constituting attachments 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 ended 31 December 2010;
2. Consolidated financial statements 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 statements and additional notes and explanations;
  - consolidated statement of changes in equity presenting an increase in the equity as at 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 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 Capital Group and the consolidated financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the year ended 31 December 2010, referred to in § 1 of this Resolution.

§ 3

The Company's Management Board shall apply to the Company's General Shareholders Meeting for the examination and approval of the report of the Company's Management Board on the activities of Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group and the consolidated financial statements of Polski Koncern Naftowy ORLEN Spółka Akcyjna Capital Group for the year ended 31 December 2010, 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