



Resolution No.1255 /11  
of the Supervisory Board  
of Polski Koncern Naftowy ORLEN Spółka Akcyjna  
**dated 19 May 2011**

regarding the opinion on the report of the Management Board on the activities of ORLEN Capital Group for the year ended 31 December 2010 and the consolidated financial statements of ORLEN Capital Group for the year ended 31 December 2010.

Pursuant to § 8 item 11 point 6a of the Code of Commercial Companies in conjunction with 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 following shall be resolved:

§ 1

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

1. report of the Management Board on the activities of ORLEN Capital Group for the year ended 31 December 2010;
2. consolidated financial statements of the ORLEN 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 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

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Grzegorz Borowiec

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Artur Gabor

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Marek Karabuła

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Krzysztof Kołach

.....  
Leszek Pawłowicz

.....  
Angelina Sarota

.....  
Piotr Wielowieyski

.....  
Janusz Zieliński