

**Draft resolution of the Ordinary Shareholders Meeting of PKN ORLEN S.A. 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.**

**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 Company's activities and the Company's financial statement for the financial year 2010**

**§ 1**

Pursuant to Article 395 § 2 point 1 of the Code of Commercial Companies and Article 45 and Article 53 item 1 of the Accountancy Act in conjunction with § 7 item 7 point 1 of the Company's Articles of Association, the Ordinary General 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. 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 statement 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 statement and additional notes and explanations;
  - stand-alone statement of changes in equity presenting an increase in the equity as of 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**

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.