

ARTICLES OF ASSOCIATION
of Polski Koncern Naftowy ORLEN
Spółka Akcyjna of Płock

(consolidated text)

Par. 1

Establishment, founding shareholder and name of the Company

1

The Company was established as a result of the transformation of a state-owned enterprise under the name of Mazowieckie Zakłady Rafineryjne i Petrochemiczne of Płock in accordance with the Polish laws on privatisation of state-owned enterprises. -----

2

The Company's founder is the State Treasury of Poland. -----

3

The Company operates under the name of: Polski Koncern Naftowy ORLEN Spółka Akcyjna. The Company may use the abbreviated name of: PKN ORLEN S.A. -----

4

Unless expressly stated otherwise in these Articles of Association, the following capitalised terms shall have the following meanings: -----

"Group" – shall mean a group within the meaning of the Accounting Act. -----

"Fuels" – shall mean crude oil, petroleum products, biocomponents, biofuels and other fuels, including natural gas, industrial gases and fuel gases. -----

"Energy" – shall mean electricity and property rights attached to certificates of origin for electricity, or energy saving certificates. -----

"Parent" – shall mean any entity that meets at least one of the following conditions: -----

- a) Such entity holds the majority of total voting rights in the governing bodies of another entity (Subsidiary), including under agreements with other holders of voting rights, or-----
- b) Such entity has the power to appoint and remove a majority of members of the governing bodies of another entity (Subsidiary), or-----
- c) More than half of the members of the management board of another entity (Subsidiary) are at the same time management board members or persons holding managerial positions in such entity or in another subsidiary of such entity. -----

This definition shall not apply to Art. 7.11.1-7 of these Articles of Association. -----

“Related Entity” – shall mean the Parent of the Company, a Subsidiary of the Company, or a Subsidiary of the Parent of the Company; this definition shall not apply to Art. 7.11.1-7 of these Articles of Association. -----

“Subsidiary” – shall mean any entity in relation to which another entity is its Parent; this definition shall not apply to Art. 7.11.1-7 of these Articles of Association. -----

“Company” – shall mean Polski Koncern Naftowy ORLEN S.A. -----

Par. 2

Registered office, principal business activity and territory of operations

1

The Company's registered office shall be in Płock, Poland. -----

2

The Company's principal business activity shall comprise: -----

1. Manufacture and processing of refined petroleum products (PKD 19.20.Z)-----
2. Manufacture of basic chemicals, fertilisers and nitrogen compounds, plastics and synthetic rubber in primary forms (PKD 20.1)-----
3. Manufacture of other chemical products (PKD 20.5) -----
4. Retail sale of automotive fuel in specialised stores (PKD 47.3) -----
5. Other specialised wholesale (PKD 46.7), including wholesale of fuels and related products (PKD 46.71 Z) -----
6. Extraction of crude petroleum (PKD 06.1) -----
7. Extraction of natural gas (PKD 06.2) -----
8. Support activities for petroleum and natural gas extraction - PKD 09.1, -----
9. Manufacture of basic iron, cast iron, steel, ferro-alloys and metallurgical products (PKD 24.1) -----
10. Manufacture of tubes, pipes, hollow profiles and related fittings, of steel (PKD 24.2) -----
11. Manufacture of other products of first processing of steel (PKD 24.3) -----
12. Manufacture of basic precious and other non-ferrous metals (PKD 24.4) -----
13. Casting of metals (PKD 24.5) -----
14. Manufacture of structural metal products (PKD 25.1) -----
15. Repair of fabricated metal products, machinery and equipment (PKD 33.1) -----
16. Electric power generation, transmission, distribution and trade (PKD 35.1) -----
17. Manufacture of gas; distribution of gaseous fuels and trade of gas through mains (PKD 35.2) -----
18. Production and supply of steam, hot water and air for air-conditioning systems (PKD 35.3) -----
19. Remediation activities and other waste management services (PKD 39.0) -----
20. Construction of residential and non-residential buildings (PKD 41.2) -----
21. Construction of utility projects for fluids, electricity and telecommunications (PKD 42.2) ---
22. Construction of other civil engineering projects (PKD 42.9) -----
23. Demolition and site preparation (PKD 43.1) -----
24. Electrical, plumbing and other construction installation activities (PKD 43.2) -----
25. Other specialised construction activities (PKD 43.9) -----
26. Wholesale and retail sale of motor vehicles, excluding motorcycles (PKD 45.1) -----

27. Wholesale and retail sale of motor vehicle parts and accessories, except for motorcycles (PKD 45.3) -----
28. Wholesale and retail sale, maintenance and repair of motorcycles and related parts and accessories (PKD 45.4) -----
29. Retail sale in non-specialised stores (PKD 47.1) -----
30. Retail sale of other goods in specialised stores (PKD 47.7) -----
31. Freight rail transport (PKD 49.2) -----
32. Freight transport by road and removal services (PKD 49.4) -----
33. Transport via pipelines (PKD 49.5) -----
34. Sea and coastal freight water transport (PKD 50.2) -----
35. Inland freight water transport (PKD 50.4) -----
36. Warehousing and storage (PKD 52.1) -----
37. Support activities for transportation (PKD 52.2) -----
38. Hotels and similar accommodation (PKD 55.1) -----
39. Restaurants and mobile food service activities (PKD 56.1) -----
40. Event catering and other food service activities (PKD 56.2) -----
41. Beverage serving activities (PKD 56.3) -----
42. Wired telecommunications activities (PKD 61.1) -----
43. Wireless telecommunications activities other than satellite telecommunications activities (PKD 61.2) -----
44. Satellite telecommunications activities (PKD 61.3) -----
45. Other telecommunications activities (PKD 61.9) -----
46. Computer programming, consultancy and related activities (PKD 62.0) -----
47. Data processing, hosting and related activities; web portals (PKD 63.1) -----
48. Repair of computers and communication equipment (PKD 95.1) -----
49. Renting and leasing of other machinery, office equipment and tangible goods (PKD 77.3) -----
50. Monetary intermediation (PKD 64.1) -----
51. Activities of holding companies (PKD 64.2) -----
52. Other financial service activities, except insurance and pension funding (PKD 64.9) -----
53. Activities auxiliary to financial services, except insurance and pension funding (PKD 66.1) -----
54. Activities auxiliary to insurance and pension funding (PKD 66.2) -----
55. Accounting, bookkeeping and auditing activities; tax consultancy (PKD 69.2) -----
56. Management consultancy activities (PKD 70.2) -----
57. Architectural and engineering activities and related technical consultancy (PKD 71.1) -----
58. Advertising (PKD 73.1) -----
59. Other professional, scientific and technical activities n.e.c. (PKD 74.9) -----
60. Activities of employment placement agencies (PKD 78.1) -----
61. Other human resources provision (PKD 78.3) -----
62. Regulation of the activities of providing health care, education, cultural services and other social services, excluding social security (PKD 84.12.Z) -----
63. Business support service activities n.e.c. (PKD 82.9) -----
64. Provision of services to the community as a whole (PKD 84.2), including fire service activities (PKD 84.25.Z) -----
65. Other education (PKD 85.5) -----
66. Retail sale of beverages in specialised stores (PKD 47.25.Z) -----
67. Publishing of newspapers (PKD 58.13.Z) -----
68. Security and commodity contracts brokerage (PKD 66.12.Z) -----
69. Activities of head offices and holding companies, excluding financial holding companies (PKD 70.10.Z) -----
70. Wholesale on a fee or contract basis (PKD 46.1), including activities of agents involved in the sale of fuels, ores, metals and industrial chemicals (PKD 46.12.Z) -----
71. Wholesale of fruit and vegetables (PKD 46.31.Z) -----

- 72. Wholesale of meat and meat products (PKD 46.32.Z) -----
- 73. Wholesale of milk, dairy products, eggs, edible oils and fats (PKD 46.33.Z) -----
- 74. Wholesale of alcoholic beverages (PKD 46.34.A) -----
- 75. Wholesale of non-alcoholic beverages (PKD 46.34.B) -----
- 76. Wholesale of tobacco products (PKD 46.35.Z) -----
- 77. Wholesale of sugar, chocolate, confectionery and bakery products (PKD 46.36.Z) -----
- 78. Wholesale of coffee, tea, cocoa and spices (PKD 46.37.Z) -----
- 79. Wholesale of other food, including fish, crustaceans and molluscs (PKD 46.38.Z) -----
- 80. Wholesale of non-specialised food, beverages and tobacco products (PKD 46.39.Z) -----
- 81. Wholesale of clothing and footwear (PKD 46.42.Z) -----
- 82. Wholesale of electrical household appliances (PKD 46.43.Z) -----
- 83. Wholesale of porcelain, ceramic and glass products and cleaning products (PKD 46.44.Z) -----
- 84. Wholesale of perfume and cosmetics (PKD 46.45.Z) -----
- 85. Wholesale of pharmaceutical and medical products (PKD 46.46.Z) -----
- 86. Wholesale of watches, clocks and jewellery (PKD 46.48.Z) -----
- 87. Wholesale of other household appliances (PKD 46.49.Z) -----
- 88. Non-specialised wholesale (PKD 46.90.Z) -----

3

The Company shall operate in the Republic of Poland and abroad. -----

4

The Company may acquire and dispose of shares in other companies, acquire, dispose of, lease and rent businesses, establishments, real property, movables and property rights, acquire and dispose of interests in income or assets of other companies, establish commercial-law companies and civil-law partnerships, become a partner in joint ventures, form branches, establishments, representative offices and other organisational units, as well as take all and any legal and practical actions falling within the scope of its business that are not forbidden by law. -----

Par. 3

Share capital and shares

1

The Company's share capital shall amount to PLN 534,636,326.25 (five hundred and thirty-four million, six hundred and thirty-six thousand, three hundred and twenty-six zloty, twenty-five grosz) and shall comprise 427,709,061 (four hundred and twenty-seven million, seven hundred and nine thousand, sixty-one) shares with a par value of PLN 1.25 (one zloty, twenty-five grosz) per share, including: -----

- a) 336,000,000 (three hundred and thirty-six million) Series A bearer shares, numbered from A-000000001 to A-336000000; -----
- b) 6,971,496 (six million, nine hundred and seventy-one thousand, four hundred and ninety-six) Series B bearer shares, numbered from B-0000001 to B-6971496; -----
- c) 77,205,641 (seventy-seven million, two hundred and five thousand, six hundred and forty-one) Series C bearer shares, numbered from C-00000001 to C-77205641; -----
- d) 7,531,924 (seven million, five hundred and thirty-one thousand, nine hundred and twenty-four) Series D bearer shares, numbered from D-0000001 to D-7531924. -----

2

Conversion of bearer shares into registered shares shall not be permitted.-----

3

The Company's share capital may be increased by issuing new shares or increasing the par value of the existing shares.-----

Article 4

Cancellation of shares

- 1 Shares may be cancelled only through a share capital reduction carried out on the terms and conditions defined by the General Meeting, except where the Commercial Companies Code and these Articles of Association provide for share cancellation without the need for the General Meeting to pass a resolution.-----
- 2 Company shares may be cancelled subject to consent of the affected shareholder, by way of their acquisition by the Company (voluntary cancellation).-----
- 3 The terms and conditions of the acquisition shall be set out in a General Meeting's resolution authorising the Management Board to take steps to acquire shares to be cancelled.-----
- 4 Cancellation of Company shares shall require a resolution by the General Meeting, subject to Art. 363.5 of the Commercial Companies Code.-----
- 5 A resolution on the cancellation of shares should specify, without limitation, the legal basis for the cancellation, the amount of consideration due to the shareholder in respect of the cancelled shares, or the reasons for cancellation without consideration, as well as the manner of share capital reduction envisaged.-----

Article 5

Statutory reserve funds and other capital reserves

1

The Company shall create statutory reserve funds to cover losses that may arise in connection with its activities. Annual contributions to the statutory reserve funds shall amount to 8% or more of the net profit for each financial year and shall be made until the statutory reserve funds reach at least one-third of the share capital amount. The General Meeting shall set the amount of annual contributions to the statutory reserve funds. Statutory reserve funds shall also include any excess of the issue proceeds received by the Company over the par value of shares (share premium), net of the issue costs, as well as contributions to equity made by shareholders. The General Meeting shall determine the allocation of the statutory reserve funds, provided, however, that a portion of the statutory reserve funds equal to one-third of the share capital may be used exclusively for coverage of losses shown in the Company's financial statements.-----

2

The Company shall create other capital reserves from distributions from net profit allocated to such capital reserves. The General Meeting shall set the amount of distributions to be allocated to other capital reserves. Other capital reserves may be allocated to cover any specific losses or expenses, to increase the share capital, and to distribute dividends. The Company may also create other funds, reserves and special accounts provided for in the applicable laws.-----

Article 6

Profit allocation

The Company's net profit shall be allocated to dividend distributions, funds and capital reserves created by the Company, and to other purposes, in accordance with the General Meeting's resolution.-----

Article 7

General Meeting

1

The General Meeting shall be held at the Company's registered office or in Warsaw. -----

2

The Management Board shall convene the General Meeting when required under these Articles of Association or the Commercial Companies Code. -----

3

An Annual General Meeting shall be held within six months from the end of each financial year. --

4

1. The Management Board shall convene an Extraordinary General Meeting on its own initiative, at the request of the Supervisory Board, or at the request of a shareholder or shareholders representing at least one-twentieth of the Company's share capital, within two weeks from the submission of such request. The request to convene the General Meeting should specify matters to be included in its agenda or a draft resolution on the proposed agenda of the meeting.-----
2. An Extraordinary General Meeting may also be convened by shareholders representing at least half of the share capital or total voting rights.-----
3. A shareholder or shareholders representing at least one-twentieth of the Company's share capital may request that certain matters be placed on the agenda of the next General Meeting, in accordance with the laws of general application.-----

5

The Supervisory Board may convene an Extraordinary General Meeting in any case where it deems it advisable. The Supervisory Board may convene an Annual General Meeting if the Management Board has failed to convene it within two weeks from the Supervisory Board's submission of the relevant request.-----

6

The General Meeting shall be convened as provided for and subject to the rules specified in the laws of general application.-----

Powers of the General Meeting shall include in particular: -----

1. Reviewing and receiving the full-year financial statements of the Company, the Directors' Report on the Company's operations, the consolidated financial statements of the Group, and the Directors' Report on the Group's operations, for the previous financial year; -----
2. Granting discharge to members of the Management Board and the Supervisory Board in respect of their duties;-----
3. Decision on the allocation of profit or coverage of loss, as well as application of funds and accounts created from profit, subject to any specific provisions which may require different application of such funds; -----
4. Appointing Members of the Supervisory Board, subject to Art. 8.2 of the Articles of Association, and defining rules for their remuneration; -----
5. Increasing and reducing the Company's share capital, unless the Commercial Companies Code or the Articles of Association provide otherwise; -----
6. Decisions concerning claims for redress of any damage caused upon formation of the Company or when managing or supervising the Company; -----
7. Approving disposal or lease of, or creation of limited property rights in, the Company's business or its organised part; -----
8. Approving any disposal of real property, perpetual usufruct rights or interest in real property, whose net carrying amount exceeds one-twentieth of the Company's share capital; -----
9. Amending the Company's Articles of Association; -----
10. Creating and releasing the Company's capital reserves, funds and special accounts; -----
11. Passing resolutions to cancel Company shares and purchase own shares for cancellation, subject to Art. 4 of these Articles of Association; -----
12. Issuing convertible bonds, senior bonds and subscription warrants; -----
13. Dissolution, liquidation or transformation of the Company, or its merger with another entity; -----
14. Concluding a parent/subsidiary agreement within the meaning of Art. 7 of the Commercial Companies Code. -----

7a

Any acquisition of real property, or perpetual usufruct rights or interest in real property, irrespective of its value, as well as disposal of real property, or perpetual usufruct rights or interest in real property, whose net carrying amount does not exceed one-twentieth of the Company's share capital, shall not require the General Meeting's approval. -----

8

Unless the Commercial Companies Code or these Articles of Association provide otherwise, resolutions of the General Meeting shall be passed by an absolute majority of votes cast, with the proviso that votes cast shall be deemed to include votes 'in favour of', votes 'against' and abstentions. -----

9

Any resolution of the General Meeting on preference rights attached to shares, a merger of the Company with another entity by way of transferring all of the Company's assets to such other entity, dissolution of the Company (including as a result of transferring the Company's registered office or principal establishment abroad), liquidation of the Company, transformation of the Company, or reduction in the Company's share capital by way of the cancellation of a part of Company shares without a simultaneous capital increase, shall require a majority of no less than 90% of votes cast. -----

9a

Any resolution not to consider a matter included in the agenda may only be passed by the General Meeting for a good reason. Any resolution to remove or not to consider a matter included in the agenda at the request of shareholders shall be passed by a majority of no less than 75% of votes cast, with the proviso that the requesting shareholders present at the Meeting have given their consent for the matter to be removed from the agenda or not to be considered. -----

10

Subject to Article 7.11 below, each share shall confer the right to one vote at the General Meeting. Shareholders may attend the General Meeting and exercise their voting rights in person or by proxy. -----

11

1. The voting rights of Company shareholders shall be limited so that at the General Meeting no shareholder can exercise more than 10% of total voting rights existing in the Company as at the date of the General Meeting, with the proviso that this limitation shall be deemed non-existent for the purpose of determining the obligations of buyers of major holdings of shares provided for in the laws referred to in Art. 7.11.3 and 7.11.5 below. The limitation of voting rights referred to above shall not apply to the State Treasury and the depositary bank which has issued depositary receipts representing Company shares under an agreement with the Company (if the bank exercises voting rights attached to such Company shares). For the purpose of this paragraph, the exercise of voting rights by a subsidiary shall be deemed the exercise of such voting rights by its parent as defined in the laws referred to in Articles 7.11.3 and 7.11.5 below, whereas the total number of voting rights held by a shareholder shall be the sum of the voting rights attached to shares and the voting rights which the shareholder would receive as a result of conversion of depositary receipts into shares. -----
2. For the purpose of this paragraph, a shareholder shall be any person, including a parent and a subsidiary of such person, directly or indirectly entitled to exercise voting rights at the General Meeting under any legal title, including persons that do not hold shares in the Company, in particular usufructuaries, pledgees, holders of rights under depositary receipts, as defined in the Act on Trading in Financial Instruments of July 29th 2005, as

well as persons entitled to participate in the General Meeting despite having disposed of their shareholdings after the record date. -----

3. For the purpose of this paragraph, a parent or a subsidiary shall be any person that: -----
 - a) is a parent, a subsidiary, or both a parent and a subsidiary within the meaning of the Competition and Consumer Protection Act of February 16th 2007, or-----
 - b) is a parent, ultimate parent, subsidiary, lower-tier subsidiary, jointly-controlled entity, or both a parent (including an ultimate parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity), within the meaning of the Accounting Act of September 29th 1994; or-----
 - c) Exerts (in the case of a parent) or is subject to (in the case of a subsidiary) decisive influence within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, as well as on Financial Transparency of Certain Entrepreneurs, of September 22nd 2006; or-----
 - d) is an entity whose voting rights conferred by Company shares held directly or indirectly are subject to aggregation with voting rights of other person or persons pursuant to the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005, in connection with the holding, disposal or acquisition of major holdings of shares in the Company.-----

4. Shareholders whose voting rights are aggregated or reduced pursuant to the rules described in this Art. 7.11, shall be jointly referred to as a Grouping. The aggregation of voting rights shall consist in adding up all voting rights held by individual shareholders comprising a Grouping. The reduction of voting rights shall involve decreasing the total number of voting rights at the General Meeting held by shareholders comprising a Grouping. The reduction of voting rights shall be made as follows:-----
 - a) The number of voting rights of the shareholder holding the largest number of voting rights in the Company from among all the shareholders comprising a Grouping shall be reduced by the number of voting rights in excess of 10% of the total number of voting rights in the Company held by all the shareholders in the Grouping;-----
 - b) If the total voting rights held by the shareholders comprising the Grouping exceed the threshold defined in Article 7.11.1 above despite the reduction referred to in Article 7.11.4.a above, the number of voting rights held by the other shareholders in the Grouping shall be further reduced. Such further reduction shall be made in a sequence established based on the number of voting rights held by individual shareholders comprising the Grouping (from the highest to the lowest). The number of voting rights of the Grouping shall be further reduced until the number of voting rights held by shareholders comprising the Grouping does not exceed 10% of the total vote at the Company;-----
 - c) In any case, a shareholder whose voting rights have been limited shall retain the right to exercise at least one vote;-----
 - d) The limitation of voting rights shall also apply to shareholders absent from the General Meeting.-----

5. For the purpose of calculating the basis for aggregating or reducing the number of voting rights pursuant to the rules described in this Art. 7.11, a Company shareholder, the Management Board or the Supervisory Board or any member thereof, may require that a Company shareholder provide information whether the shareholder:-----
 - a) is a parent, a subsidiary, or both a parent and a subsidiary within the meaning of the Competition and Consumer Protection Act of February 16th 2007, or-----
 - b) is a parent, ultimate parent, subsidiary, lower-tier subsidiary, jointly-controlled entity, or both a parent (including an ultimate parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity), within the meaning of the Accounting Act of September 29th 1994; or-----
 - c) exerts (in the case of a parent) or is subject to (in the case of a subsidiary) decisive influence within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, as well as on Financial Transparency of Certain Entrepreneurs, of September 22nd 2006; or-----
 - d) is an entity whose voting rights conferred by Company shares held directly or indirectly are subject to aggregation with voting rights of other person or persons pursuant to the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005, in connection with the holding, disposal or acquisition of major holdings of shares in the Company.-----

The authority referred to herein shall also include the right to request that the Company shareholder disclose the number of voting rights held individually or jointly with other Company shareholders. A person who fails to comply with or improperly complies with the disclosure obligation referred to herein may only exercise voting rights attached to one share until the disclosure obligation is duly complied with, and any attempts to exercise voting rights attached to the remaining shares shall be ineffective.-----

6. Further to Article 7.11.1 whereby the exercise of voting rights by a subsidiary is deemed the exercise of voting rights by its parent, and for the avoidance of doubt, the limitation of voting rights referred to in Article 7.11.1 above shall not apply to subsidiaries of the State Treasury.-----
7. In the case of doubt, the provisions of this Art. 7.11 shall be interpreted in accordance with Art. 65.2 of the Civil Code.-----

Subject to the applicable regulations of the Commercial Companies Code, a change to the Company's principal business activities shall not require repurchase of its shares.-----

Article 8

Supervisory Board

The Supervisory Board shall consist of six to nine members, including the Chairperson, Deputy Chairperson and Secretary.-----

2

The Supervisory Board shall be appointed and removed in the following way:-----

- 1) The State Treasury, represented by the minister competent for the State Treasury, shall have the right to appoint and remove one member of the Supervisory Board;-----
- 2) Other members of the Supervisory Board, including all members referred to in Article 8.5 below, shall be appointed and removed by the General Meeting;-----

The State Treasury's right to appoint a Supervisory Board member shall expire upon disposal of all Company shares by the State Treasury.-----

3

1. Supervisory Board members shall be appointed for a joint term of office expiring on the date of the Annual General Meeting that approves the financial statements for the second full financial year of the term. May 31st 2007 shall be deemed to be the beginning of a joint term of office as defined above.-----
2. Any or all Supervisory Board members may be removed at any time prior to expiry of their term of office.-----

4

The Chair of the Supervisory Board shall be appointed by the General Meeting. The Deputy Chair and the Secretary shall be elected by the Supervisory Board from among other Supervisory Board members.-----

5

At least two Supervisory Board members shall each meet all of the following criteria (independent Supervisory Board members):-----

- 1) They are not employed by the Company or its Related Entity; -----
- 2) They were not members of the Company's or its Related Entity's management bodies in the last five years before being appointed to the Supervisory Board;-----
- 3) They are not a member of any supervisory or management bodies of a Related Entity; -----
- 4) They do not receive, and did not receive in the last five years before being appointed to the Supervisory Board, any additional remuneration of a significant amount, i.e. an amount exceeding in aggregate six hundred thousand zloty, from the Company or its Related Entity, other than remuneration for serving on supervisory bodies;-----
- 5) They are not, and were not in the last three years before being appointed to the Supervisory Board, a shareholder or employee of the present or former auditors of the Company or its Related Entity;-----
- 6) They are not a shareholder holding 5% or more of total voting rights at the General Meeting of the Company or its Related Entity;-----
- 7) They are not a member of the supervisory or management bodies, or an employee of, an entity holding 5% or more of total voting rights at the General Meeting of the Company or its Related Entity;-----

- 8) They are not a parent, child, spouse, sibling, parent of the spouse, or an adoptee or adoptive parent of, any of the persons referred to the preceding items;-----
- 9) They have not been a member of the Company's Supervisory Board for more than three terms of office;-----
- 10) They are not a member of the management board in any company in which a member of the Company's Management Board is a supervisory board member;-----
- 11) They do not have any significant links to members of the Company's Management Board through their involvement with other companies.-----

Prior to their appointment, independent members of the Supervisory Board shall submit written representations to the effect that they meet the above criteria. If a situation arises that causes the criteria specified above not to be met, a Supervisory Board member shall promptly notify the Company thereof. The Company shall keep its shareholders informed of the current number of independent members in its Supervisory Board.-----

If the number of independent members of the Supervisory Board is less than two, the Management Board shall promptly convene a General Meeting whose agenda shall include changes to the composition of the Supervisory Board. Until the number of independent members of the Supervisory Board is increased to meet the requirements stipulated in these Articles of Association, the Supervisory Board shall operate in its current composition, and the provisions of Article 8.9a below shall not apply.-----

Provisions of this Article 8.5. shall apply accordingly if a Supervisory Board member begins to meet the criteria to be recognised as an independent member of the Supervisory Board in the course of a term.-----

6

Meetings of the Supervisory Board shall be held whenever necessary, but no less frequently than once every two months. Furthermore, a meeting should be convened at a written request made by a shareholder or shareholders representing at least one-tenth of the Company's share capital, by the Management Board or by a Supervisory Board member; a meeting of the Supervisory Board should be convened within two weeks from the date of receipt of the request, to be held on a date falling no later than within three weeks from the receipt of the request.-----

7

1. Supervisory Board meetings shall be convened by the Chairperson of the Supervisory Board or, if the Chairperson is absent or cannot perform his or her duties for other reasons, by the Deputy Chairperson of the Supervisory Board, and then by the Secretary of the Supervisory Board, of his or her own initiative or at a request made by authorised parties. Supervisory Board meetings shall be convened by means of written invitations, which should be sent to Supervisory Board members at such time as specified in the Rules of Procedure for the Supervisory Board.-----
2. In the event that the Chairperson, or – in the circumstances referred to in Article 8.7.1– the Deputy Chairperson or Secretary of the Supervisory Board, as the case may be, fails to convene a Supervisory Board meeting within two weeks from the receipt of the request referred to in Article 8.6 above, the requesting party may proceed to convene such a meeting on its own by sending a written invitation to the Supervisory Board members at least seven days prior to the meeting date, specifying the date, venue, and the proposed agenda of the meeting.-----

The Supervisory Board may hold a meeting if all the Supervisory Board members have been properly invited. Supervisory Board meetings may also be held without being formally convened, provided that all Supervisory Board members are present and agree to hold a meeting and to include specific matters in its agenda.-----

1. The Supervisory Board may pass resolutions if at least half of its members are present at a meeting.-----
2. Subject to relevant provisions of the Commercial Companies Code, the Supervisory Board may pass resolutions by written ballot or using means of remote communication.-----
3. Subject to Article 8.9.4 below, resolutions of the Supervisory Board shall be passed by an absolute majority of votes cast, provided that at least half of the Supervisory Board members are present, and provided further that votes cast shall be deemed to include votes 'in favour of', votes 'against' and abstentions.-----
4. Any removal or suspension from duties of any or all Management Board members in the course of their term shall require that at least two-thirds of all Supervisory Board members vote in favour of such removal or suspension.-----

Adoption of resolutions on the following matters:-----

- a) any benefits to be granted by the Company or any of its Related Entities to members of the Management Board; -----
- b) Consent for the Company or a Subsidiary to enter into a material agreement with the Company's Related Entity, or with a Supervisory Board or Management Board member, or a Related Entity of such member;-----
- c) appointment of an auditor to audit the Company's financial statements-----

shall require approval by at least half of the independent members of the Supervisory Board, subject to Article 8.5. of the Company's Articles of Association.-----
The above provisions shall be without prejudice to the application of Art. 15.1 and 15.2 of the Commercial Companies Code.-----

The Supervisory Board shall adopt its Rules of Procedure, defining its organisation and operating procedures.-----

The Supervisory Board shall exercise ongoing supervision over the Company's activities.-----

The powers and responsibilities of the Supervisory Board shall also include:-----

1. Subject to Art. 9.1.3, appointing and removing the President, Vice Presidents and other members of the Management Board;-----
2. Representing the Company in agreements and contracts concluded with Management Board members, including agreements regulating their terms and conditions of employment;-----

3. Suspending, for a good reason, any or all Management Board members from their duties, as well as delegating its member(s) to temporarily stand in for Management Board members who are unable to perform their duties;-----
4. Approving the Rules of Procedure for the Management Board;-----
5. Appointing a qualified auditor of financial statements to perform audits or reviews of the financial statements of the Company and consolidated financial statements of the Group;----
6. Assessing the Company's financial statements in terms of their consistency with the accounting records and documents, as well as with the facts; assessing the Directors' Report on the Company's operations and the Management Board's proposals concerning allocation of profit or coverage of loss, and presenting written annual reports on findings of such assessments to the General Meeting;-----
- 6a. Assessing the Group's financial statements and of the Directors' Report on the Group's operations, and presenting written annual reports on findings of such assessments to the General Meeting;-----
7. Providing opinions on all matters to be submitted by the Management Board for consideration to the Annual or Extraordinary General Meeting;-----
8. Granting approval to members of the Management Board to serve, and receive remuneration for serving, on supervisory or management bodies of other entities;-----
9. Granting consent for implementation of an investment project and for assuming related liabilities if these involve expenditure or charges exceeding the equivalent of a half of the Company's share capital;-----
10. Defining the scope, required level of detail, and submission dates of annual and long-term budgets as well as Company development strategies prepared by the Management Board;-
11. Approving the Company development strategies and long-term budgets;-----
12. Providing opinions on annual budgets;-----
13. At the Management Board's request, granting consent to any disposal of real property, or perpetual usufruct rights or interest in real property, whose net carrying amount does not exceed one-twentieth of the Company's share capital;-----
14. At the Management Board's request, granting consent to the acquisition of real property, or perpetual usufruct rights or interest in real property, whose value at net acquisition price exceeds one-fortieth of the Company's share capital;-----
15. Granting consent to the acquisition by the Company of Company shares with a view to preventing serious damage referred to in Art. 362.1.1 of the Commercial Companies Code, imminently threatening the Company;-----
16. Appointment of acting President of the Management Board, referred to in Art. 9.3.3, if the President of the Management Board has been suspended from duties or his or her mandate has expired before the end of term.-----

The Management Board shall seek approval from the Supervisory Board for the following actions:

1. Establishment of a division abroad;-----
2. Disposal or encumbrance, in a single transaction or a series of related transactions, of property, plant and equipment whose net carrying amount exceeds one-twentieth of the Company's total assets as disclosed in its most recent financial statements approved by the General Meeting;-----
3. Disposal or encumbrance of any shares in the following companies: Naftoport Sp. z o.o., Inowrocławskie Kopalnie Soli S.A., and the company to be established to handle the transport of liquid fuels via pipelines;-----
4. Assumption of any other liability whose value, under a single transaction or a series of related transactions executed in one financial year, exceeds the equivalent of one-fifth of the Company's share capital, excluding:-----
 - a) any actions taken in the ordinary course of business, in particular any actions related to trade in Fuels and Energy;-----
 - b) any actions that received a positive opinion of the Supervisory Board in annual budgets;-----
 - c) Any actions requiring approval by the General Meeting,-----
 - d) Any actions undertaken in connection with the implementation of an investment project approved by the Supervisory Board pursuant to Article 8.11.9 above, up to an amount representing 110% of the budgeted cost of such investment project;-----
 - e) Any actions related to the implementation of an investment project and assumption of the related liabilities, if the resulting expenditure or charges do not exceed the threshold specified in Article 8.11.9 above;-----
5. Equity investments and investments in property, plant and equipment carried out by the Company on foreign markets, whose value exceeds one-twentieth of the Company's share capital;-----
6. Exercise by the Company of its voting rights at general meetings of Subsidiaries or other companies, if the value of shares held by the Company, measured at acquisition or subscription price, exceeds one-fifth of the Company's share capital, where the vote relates to:-----
 - the company's merger with another company or its transformation;-----
 - sale or lease of the company's business or its encumbrance with usufruct rights;-----
 - amendments to the company's articles of association;-----
 - conclusion of a parent/subsidiary agreement within the meaning of Art. 7 of the Commercial Companies Code;-----
 - dissolution of the company;-----
7. formation of commercial-law companies or joining other companies, contributions to be made to pay for shares in companies, and disposals of shares, if the Company's existing equity interest held in a given company, or interest to be held by the Company following the acquisition of or subscription for the shares, measured at the acquisition or subscription price, exceeds one-tenth of the Company's share capital, except for share acquisitions on a regulated market;-----

8. payment of interim dividend.-----

12 a

If the Supervisory Board does not approve a given action, the Management Board may request the General Meeting to pass a resolution approving such action.-----

13

As long as the State Treasury is entitled to appoint a member of the Supervisory Board, to pass a resolution to approve any of the actions referred to in Article 8.12.3 above shall require that the Supervisory Board member appointed by the State Treasury vote in favour of such resolution.-----

14

At the request of at least two members, the Supervisory Board shall be required to consider undertaking supervisory measures specified in such request.-----

15

Supervisory Board members delegated to individually perform certain supervisory functions on a permanent basis shall be bound by the same non-compete obligation as Management Board members and shall be subject to restrictions on participation in competing companies.-----

Article 9

Management Board

1

1. The Management Board shall consist of five to nine members, including the President, Vice President other members of the Management Board.-----
2. Management Board members shall be appointed and removed by the Supervisory Board.
3. One member of the Management Board shall be appointed and removed by the Supervisory Board at the request of the minister competent for the State Treasury, until the State Treasury disposes of its last share held in the Company.-----

2

The Supervisory Board shall represent the Company in agreements and contracts between the Company and Management Board members, including agreements governing terms and conditions of their employment. Representations of will on behalf of the Supervisory Board may be made by two Supervisory Board members authorised by a relevant Supervisory Board resolution.-----

3

1. Management Board members shall be appointed for a joint term of office expiring on the date of the Annual General Meeting that approves the financial statements for the second full financial year of the term. June 7th 2008 shall be deemed to be the beginning of a joint term of office as defined above.-----
2. The President, Vice Presidents and other members of the Management Board, as well as the Management Board as a whole, may be suspended from duties at any time by the Supervisory Board for good reason.-----

3. If the President of the Management Board is suspended from duties or removed from office, or his or her mandate otherwise expires before the end of term, until a new President is appointed or the existing President resumes his/her duties following suspension, all the President's powers, excluding the casting vote power referred to in Art. 9.5.2 below, shall be performed by a person appointed acting President of the Management Board by way of a Supervisory Board resolution.-----

4

Declarations of will on behalf of the Company may be made by:-----

- two members of the Management Board acting jointly, or-----
- one member of the Management Board acting jointly with a Commercial Proxy.-----

A declaration of will signed by one Management Board member shall be sufficient to assume obligations, or perform acts in law concerning disposal of assets falling within the ordinary course of business, for an amount of up to PLN 100,000 (one hundred thousand zloty).-----

5

1. The President of the Management Board shall direct the Management Board's activities. The specific powers of the President in this respect shall be defined in the Rules of Procedure for the Management Board.-----
2. Management Board resolutions shall be passed by a simple majority of votes. In the event of a tied vote, the President of the Management Board shall have the casting vote.-----
3. The Management Board shall adopt the organisational rules for the Company's business.-
4. The Management Board may adopt resolutions using means of remote communication.----

6

The Management Board shall adopt the Rules of Procedure for the Management Board, specifying in detail the organisation of the Management Board and the procedures to be followed by the Management Board, including the manner of adopting resolutions in the manner specified in Art. 9.5.4 of the Articles of Association; the Rules of Procedure and any amendments thereto shall become effective upon approval by the Supervisory Board.-----

7

The following matters shall require a resolution by the Management Board:-----

1. Any matters falling outside the ordinary course of business, as specified in the Rules of Procedure for the Management Board.-----
2. Any disposal of real property, or perpetual usufruct rights or interest in real property, whose net carrying amount does not exceed one-twentieth of the Company's share capital. Any such disposal shall require approval by the Supervisory Board.-----
3. Acquisition of real property, or perpetual usufruct rights or interest in real property, with the proviso that the acquisition of real property, or perpetual usufruct rights or interest in real property, whose value measured at net acquisition price exceeds one-fortieth of the Company's share capital, shall require approval by the Supervisory Board.-----

7a

1. The Management Board shall be authorised to pass a resolution on the distribution of interim dividend to shareholders, provided that the Company holds sufficient funds to do so. Payment of interim dividend shall require approval by the Supervisory Board.-----

2. Interim dividend may be paid if the Company's approved financial statements for the previous financial year show a net profit. Interim dividend may not exceed half of the profit earned since the end of the previous financial year, as disclosed in the audited financial statements, increased by the amount of capital reserves created from profits, which may be used by the Management Board to pay out interim dividend, and reduced by the amount of any uncovered losses and treasury shares.-----

8

When managing the Company's affairs, the Management Board shall be limited by the applicable laws and the provisions of these Articles of Association and General Meeting resolutions.-----

9

The Management Board shall prepare and adopt annual and long-term budgets and Company development strategies, whose form, scope and submission dates shall be defined by the Supervisory Board.-----

10

The Management Board shall prepare and present to the Supervisory Board:-----

1. Full-year financial statements of the Company and the Directors' Report on the Company's operations – within three months from the end of each financial year;-----
2. Full-year financial statements of the Group for the previous financial year and the Directors' Report on the Group's operations – within six months from the end of that financial year.-----

Article 10

Company duration and financial year

1

The Company's duration shall be unlimited.-----

2

The Company's financial year shall be the calendar year.-----