

**PETROLINVEST SPÓŁKA AKCYJNA**  
**ANNUAL GENERAL MEETING**  
**CONVENED FOR 30 JUNE 2011**  
**TEMPLATE FORM OF PROXY**

I, the undersigned,

Full name .....

Company name .....

Position .....

Address .....

and

Full name .....

Company name .....

Position .....

Address .....

hereby declare that: ..... (*shareholder's full name/ business name*) (the "**Shareholder**") holds ..... (*number*) of ordinary bearer shares of PETROLINVEST Spółka Akcyjna with its registered office in Gdynia (the "**Company**")

**and I (we) hereby authorise:**

Mr/Ms ....., holder of passport/identity card/ other official identity document .....,
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or

..... ( <i>name of entity</i> ), with its registered office in ..... and address .....,
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**to represent** the Shareholder at the Annual General Meeting, convened for 30 June 2011, at 9 a.m. in Gdynia, at Podolska 21, 7th floor, in the conference room (the "**Annual General Meeting**"), and in particular to participate in and speak at the Annual General Meeting, to sign the attendance register, and to vote on behalf of the Shareholder following the voting instructions attached below / at the proxy's discretion\*.

\_\_\_\_\_  
(*signature*)

Place: .....

Date: .....

\_\_\_\_\_  
(*signature*)

Place: .....

Date: .....

\* Delete where inappropriate.

## IMPORTANT INFORMATION

### Identification of Shareholder

In order to identify the Shareholder who grants the power of attorney the following should be attached to this power of attorney:

- (i) if the shareholder is an individual, a copy of the identity card, passport or any other official document confirming the shareholder's identity; or
- (ii) if the shareholder is not an individual, a copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the Shareholder at the Extraordinary General Meeting (e.g. uninterrupted sequence of powers of attorney).

In the event of doubt as to the authenticity of the copies of the above mentioned documents, the Management Board reserves the right to demand that the proxy present the following at the time of making the attendance register:

- (i) if the shareholder is an individual, a true and correct copy of the original certified as such by a notary or an entity authorised to confirm that a copy of an identity card, a passport or any other official document confirming the identity of the shareholder is a true and correct copy of the original; or
- (ii) if the shareholder is not an individual, an original or a copy of the original certified as true and correct by a notary or another entity having the authority to confirm that a document is a true and correct copy of an extract from the relevant register or any other document confirming the authority of one or several individuals to represent the shareholder at the Extraordinary General Meeting (e.g. unbroken sequence of powers of attorney).

### Identification of proxy

In order to identify the proxy, the Management Board reserves the right to demand from the proxy presentation of the following at the time of drafting the attendance register:

- (i) if the proxy is an individual, a copy of the identity card, passport or any other official document confirming the shareholder's identity; or
- (ii) if the proxy is not an individual, an original or a copy of the original certified as true and correct by a notary or another entity having the authority to confirm that a document is a true and correct copy of an extract from the relevant register or any other document confirming the authority of an individual(s) to represent the proxy at the Extraordinary General Meeting (e.g. unbroken sequence of powers of attorney).

**PLEASE NOTE THAT IN THE EVENT OF ANY DISCREPANCIES BETWEEN THE SHAREHOLDER DATA STATED IN THE POWER OF ATTORNEY AND THE DATA ON THE LIST OF SHAREHOLDERS MADE ON THE BASIS OF THE SCHEDULE RECEIVED FROM THE ENTITY MAINTAINING THE DEPOSITORY FOR SECURITIES (i.e. THE NATIONAL DEPOSITORY FOR SECURITIES) DELIVERED TO THE COMPANY IN ACCORDANCE WITH ARTICLE 406<sup>3</sup> OF THE COMMERCIAL COMPANIES CODE, THE SHAREHOLDER CANNOT BE ADMITTED TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING.**

**PLEASE NOTE FURTHER THAT THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT A PROXY USING THIS FORM.**

**INSTRUCTIONS OF THE EXERCISE OF VOTING RIGHTS  
BY A PROXY**

The Annual General Meeting of PETROLINVEST Spółka Akcyjna with its registered office in Gdynia convened for 30 June 2011, at 9 a.m. in Gdynia, at Podolska 21, 7th floor, in the conference room.

<b>POINT 6 ON THE AGENDA – ADOPTION OF RESOLUTION APPROVING THE MANAGEMENT BOARD REPORT ON THE COMPANY’S ACTIVITIES IN 2010 AND THE FINANCIAL STATEMENTS FOR THE PAST REPORTING YEAR</b> (Draft resolution – Schedule No. 1)			
<input type="checkbox"/> In favour   Number of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection  Number of shares: _____	<input type="checkbox"/> Abstaining   Number of shares: _____	<input type="checkbox"/> at the proxy’s discretion   Number of shares: _____
<input type="checkbox"/> Other:			
<b>POINT 8 ON THE AGENDA – ADOPTION OF RESOLUTION ON APPROVING THE MANAGEMENT BOARD REPORT ON THE ACTIVITIES OF PETROLINVEST S.A. GROUP IN 2010 AND THE CONSOLIDATED FINANCIAL STATEMENTS OF PETROLINVEST S.A. GROUP FOR 2010</b> (Draft resolution – Schedule No. 2)			
<input type="checkbox"/> In favour   Number of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection  Number of shares: _____	<input type="checkbox"/> Abstaining   Number of shares: _____	<input type="checkbox"/> at the proxy’s discretion   Number of shares: _____
<input type="checkbox"/> Other:			

**POINT 9 ON THE AGENDA – ADOPTION OF RESOLUTION REGARDING LOSS COVERAGE****(Draft resolution – Schedule No. 3)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

 Other:**POINT 10 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. BERTRAND LE GUERN – PRESIDENT OF THE MANAGEMENT BOARD FOR THE DISCHARGE OF HIS DUTIES****(Draft resolution – Schedule No. 4)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

 Other:**POINT 11 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. MAREK PIETRUSZEWSKI – VICE PRESIDENT OF THE MANAGEMENT BOARD FOR THE DISCHARGE OF HIS DUTIES****(Draft resolution – Schedule No. 5)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

 Other:

**POINT 12 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. ROMAN NIEWIADOMSKI — MEMBER OF THE MANAGEMENT BOARD FOR THE DISCHARGE OF HIS DUTIES**

**(Draft resolution – Schedule No. 6)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 13 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. FRANCISZEK KROK — MEMBER OF THE MANAGEMENT BOARD FOR THE DISCHARGE OF HIS DUTIES**

**(Draft resolution – Schedule No. 7)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 14 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. MACIEJ WANTKE — MEMBER OF THE MANAGEMENT BOARD FOR THE DISCHARGE OF HIS DUTIES**

**(Draft resolution – Schedule No. 8)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 15 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. MARCIN BALICKI — WHO IN 2010 FULFILLED THE FUNCTION OF THE VICE-PRESIDENT OF THE MANAGEMENT BOARD, FOR THE DISCHARGE OF HIS DUTIES.**

**(Draft resolution – Schedule No. 9)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 16 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. PAWEŁ GRICUK — WHO IN 2010 FULFILLED THE FUNCTION OF THE PRESIDENT OF THE MANAGEMENT BOARD, FOR THE DISCHARGE OF HIS DUTIES**

**(Draft resolution – Schedule No. 10)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 17 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. RYSZARD KRAUZE — CHAIRMEN OF THE COMPANY'S SUPERVISORY BOARD FOR THE DISCHARGE OF HIS DUTIES**

**(Draft resolution – Schedule No. 11)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 18 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. ANDRE SPARK — DEPUTY CHAIRMEN OF THE SUPERVISORY BOARD FOR THE DISCHARGE OF HIS DUTIES**

(Draft resolution – Schedule No. 12)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 19 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. TOMASZ BUZUK — MEMBER OF THE COMPANY'S SUPERVISORY BOARD FOR THE DISCHARGE OF HIS DUTIES**

(Draft resolution – Schedule No. 13)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 20 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. MARCIN DUKACZEWSKI — MEMBER OF THE COMPANY'S SUPERVISORY BOARD FOR THE DISCHARGE OF HIS DUTIES**

(Draft resolution – Schedule No. 14)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 21 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. MACIEJ GRELOWSKI — MEMBER OF THE COMPANY'S SUPERVISORY BOARD FOR THE DISCHARGE OF HIS DUTIES**

(Draft resolution – Schedule No. 15)

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
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Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____
<input type="checkbox"/> Other:			
<b>POINT 22 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. BARTOSZ JAŁOWIECKI — MEMBER OF THE COMPANY’S SUPERVISORY BOARD FOR THE DISCHARGE OF HIS DUTIES</b> (Draft resolution – Schedule No. 16)			
<input type="checkbox"/> In favour  Number of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection  Number of shares: _____	<input type="checkbox"/> Abstaining  Number of shares: _____	<input type="checkbox"/> at the proxy’s discretion  Number of shares: _____
<input type="checkbox"/> Other:			
<b>POINT 23 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. RAFAL JUSZCZAK — MEMBER OF THE COMPANY’S SUPERVISORY BOARD FOR THE DISCHARGE OF HIS DUTIES</b> (Draft resolution – Schedule No. 17)			
<input type="checkbox"/> In favour  Number of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection  Number of shares: _____	<input type="checkbox"/> Abstaining  Number of shares: _____	<input type="checkbox"/> at the proxy’s discretion  Number of shares: _____
<input type="checkbox"/> Other:			
<b>POINT 24 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. ANDRZEJ OSIADACZ — MEMBER OF THE COMPANY’S SUPERVISORY BOARD FOR THE DISCHARGE OF HIS DUTIES</b> (Draft resolution – Schedule No. 18)			
<input type="checkbox"/> In favour  Number of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection  Number of shares: _____	<input type="checkbox"/> Abstaining  Number of shares: _____	<input type="checkbox"/> at the proxy’s discretion  Number of shares: _____
<input type="checkbox"/> Other:			

**POINT 25 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. KRZYSZTOF WILSKI — MEMBER OF THE COMPANY’S SUPERVISORY BOARD FOR THE DISCHARGE OF HIS DUTIES**

**(Draft resolution – Schedule No. 19)**

<input type="checkbox"/> In favour  Number of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection  Number of shares: _____	<input type="checkbox"/> Abstaining  Number of shares: _____	<input type="checkbox"/> at the proxy’s discretion  Number of shares: _____
<input type="checkbox"/> Other:			

**POINT 26 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. MR BERTRAND LE GUERN, WHO IN 2010 FULFILLED THE FUNCTION OF A MEMBER OF THE SUPERVISORY BOARD, FOR THE DISCHARGE OF HIS DUTIES**

**(Draft resolution – Schedule No. 20)**

<input type="checkbox"/> In favour  Number of shares: _____	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection  Number of shares: _____	<input type="checkbox"/> Abstaining  Number of shares: _____	<input type="checkbox"/> at the proxy’s discretion  Number of shares: _____
<input type="checkbox"/> Other:			

**POINT 27 ON THE AGENDA – ADOPTION OF RESOLUTION GRANTING A VOTE OF APPROVAL TO MR. MAREK MODECKI, WHO IN 2010 FULFILLED THE FUNCTION OF A MEMBER OF THE SUPERVISORY BOARD, FOR THE DISCHARGE OF HIS DUTIES  
(Draft resolution – Schedule No. 21)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

**POINT 28 ON THE AGENDA – ADOPTION OF RESOLUTION ON CHANGE IN THE COMPOSITION OF THE SUPERVISORY BOARD  
(Draft resolution – Schedule No. 22)**

<input type="checkbox"/> In favour	<input type="checkbox"/> Against  <input type="checkbox"/> Placing an objection	<input type="checkbox"/> Abstaining	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares: _____

Other:

## EXPLANATIONS

The shareholders are requested to issue instructions by putting an "X" in the relevant field. If the field "other" is marked, the shareholders are requested to provide in that field detailed instructions concerning the exercise of voting rights by the proxy.

If the shareholder resolves to vote differently with respect to its shares, such shareholder is requested to designate in a relevant field the number of shares which are to be voted "in favour", "against" or which are to "abstain". If the number of shares is not indicated, it is considered that the proxy is authorised to vote in the manner as stated in the instructions all the shares held by the shareholder.

The draft resolutions which are proposed to be adopted in the specific points on the agenda are attached as schedules to these instructions.

**Please note that the draft resolutions attached to these instruction may differ from the draft resolutions submitted to a vote at the Extraordinary General Meeting. To avoid any doubt as to the manner in which the proxy is supposed to vote in such an event, please specify in the field "other" the manner in which the proxy is to act in such circumstances.**

## Schedule No. 1

### Draft resolution approving the Management Board report on the Company's activities in 2009 and the financial statements for the past reporting year

#### Resolution No. [●]

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011  
approving the Management Board report  
on the Company's activities in 2010  
and the financial statements for the past reporting year**

1. Acting on the basis of Article 395.2.1 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the "Company"), having considered and acquainted itself with the Management Board report on the Company's activities in 2010, the financial statements for the past reporting year, and the Supervisory Board report on the assessment of those documents, resolves:
  - (i) to approve the Management Board report on the Company's activities in 2010;
  - (ii) to approve the audited financial statements of the Company for the period from 1 January 2010 to 31 December 2010 comprising an introduction, the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, the statement of comprehensive income and additional notes for the reporting year 2010.
2. The resolution shall come into force on the date of its adoption.

## Schedule No. 2

### Draft resolution approving the Management Board report on the activities of PETROLINVEST Group in 2010 and the consolidated financial statements of PETROLINVEST Group for 2010

#### Resolution No. [●]

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011  
approving the Management Board report on the activities of the  
PETROLINVEST Capital Group in 2010 and the consolidated financial  
statements of the PETROLINVEST Capital Group for 2010**

1. Acting on the basis of Article 395.5 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the "Company"), having considered the Management Board report on the activities of the PETROLINVEST Capital Group in 2010 and the consolidated financial statements of the PETROLINVEST Capital Group, resolves:
  - (i) to approve the Management Board report on the activities of the PETROLINVEST Capital Group in 2010;
  - (ii) (ii) to approve the audited consolidated financial statements of the PETROLINVEST Capital Group for the period from 1 January 2010 to 31 December 2010 comprising an introduction to the consolidated financial statements, the consolidated balance sheet, the consolidated income statement, the statement of changes in consolidated equity, the consolidated cash flow

statement, the consolidated statement of comprehensive income and additional notes for the reporting year 2010.

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

### **Schedule No. 3**

#### **Draft resolution regarding loss coverage**

##### **Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011  
regarding loss coverage**

1. Acting on the basis of Article 395.2.2 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the "**Company**") resolves to cover the Company's net loss for the reporting year 2010 totalling PLN 36,765,613.57 (thirty six million seven hundred and sixty five thousand six hundred and thirteen zloty 57/100) from future years' profits.
2. The resolution shall come into force on the date of its adoption.

### **Schedule No. 4**

#### **Draft resolution granting a vote of approval to Mr Bertrand Le Guern – President of the Management Board for the discharge of his duties**

##### **Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011  
granting a vote of approval to Mr Bertrand Le Guern – President of the Management Board  
for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the "**Company**") grants a vote of approval to the President of the Management Board of the Company Mr Bertrand Le Guern for the discharge of his duties in the reporting year 2010, for the period from 9 September 2010 to 31 January 2010.
2. The resolution shall come into force on the date of its adoption.

## Schedule No. 5

### **Draft resolution granting a vote of approval to Mr Marek Pietruszewski – Vice-President of the Management Board for the discharge of his duties**

#### **Resolution No. [●]**

#### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011**

#### **granting a vote of approval to Mr Marek Pietruszewski – Vice-President of the Management Board for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to Mr Marek Pietruszewski for the discharge of his duties in the reporting year 2010: of the Member of the Management Board from 9 June 2010 to 30 June 2010 and of the Vice-President of the Management Board from 30 June 2010 to 31 December 2010.
2. The resolution shall come into force on the date of its adoption.

## Schedule No. 6

### **Draft resolution granting a vote of approval to Mr Roman Niewiadomski – Member of the Management Board for the discharge of his duties**

#### **Resolution No. [●]**

#### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011**

#### **granting a vote of approval to Mr Roman Niewiadomski – Member of the Management Board for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to Mr Roman Niewiadomski for the discharge of his duties in the reporting year 2010: of the President of the Management Board from 8 July 2010 to 9 September 2010 and of the Member of the Management Board from 9 September 2010 to 31 December 2010.
2. The resolution shall come into force on the date of its adoption.

## Schedule No. 7

### **Draft resolution granting a vote of approval to Mr Franciszek Krok – Member of the Management Board for the discharge of his duties**

#### **Resolution No. [●]**

#### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011**

#### **granting a vote of approval to Mr Franciszek Krok – Member of the Management Board for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to Mr

Franciszek Krok for the discharge of his duties of the Member of the Management Board in the reporting year 2010, from 9 September 2010 to 31 December 2010.

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

#### **Schedule No. 8**

#### **Draft resolution granting a vote of approval to Mr Maciej Wantke – Member of the Management Board for the discharge of his duties**

##### **Resolution No. [●]**

##### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011**

##### **granting a vote of approval to Mr Maciej Wantke – Member of the Management Board for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to Mr Maciej Wantke for the discharge of his duties of the Member of the Management Board in the reporting year 2010, from 9 September 2010 to 31 December 2010.
2. The resolution shall come into force on the date of its adoption.

#### **Schedule No. 9**

#### **Draft resolution granting a vote of approval to Mr Marcin Balicki, who in 2010 fulfilled the function of the Vice-President of the Management Board, for the discharge of his duties**

##### **Resolution No. [●]**

##### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011**

##### **granting a vote of approval to Mr Marcin Balicki, who in 2010 fulfilled the function of the Vice-President of the Management Board, for the discharge of his duties.**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to Mr Marcin Balicki for the discharge of his duties of the Vice-President of the Management Board in the reporting year 2010, from 1 January 2010 to 30 June 2010.
2. The resolution shall come into force on the date of its adoption.

#### **Schedule No. 10**

#### **Draft resolution granting a vote of approval to Mr Pawel Gricuk, who in 2010 fulfilled the function of the President of the Management Board, for the discharge of his duties**

##### **Resolution No. [●]**

##### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011**

**granting a vote of approval to Mr Paweł Gricuk, who in 2010 fulfilled the function of the President of the Management Board, for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to Mr Paweł Gricuk for the discharge of his duties of the President of the Management Board in the reporting year 2010, from 1 January 2010 to 30 June 2010.
2. The resolution shall come into force on the date of its adoption.

**Schedule No. 11**

**Draft resolution granting a vote of approval to Mr Ryszard Krauze – Chairman of the Supervisory Board for the discharge of his duties**

**Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011**

**granting a vote of approval to Mr Ryszard Krauze – Chairman of the Supervisory Board  
for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to the Chairman of the Supervisory Board Mr Ryszard Krauze for the discharge of his duties in the reporting year 2010.
2. The resolution shall come into force on the date of its adoption.

**Schedule No. 12**

**Draft resolution granting a vote of approval to Mr Andre Spark – Deputy Chairman of the Supervisory Board for the discharge of his duties**

**Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011**

**granting a vote of approval to Mr Andre Spark – Deputy Chairman of the Supervisory Board  
for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to Mr Andre Spark for the discharge of his duties in the reporting year 2010: of the Member of the Supervisory Board from 25 June 2010 to 30 June 2010 and of the Deputy Chairman of the Supervisory Board from 30 June 2010 to 31 December 2010.
2. The resolution shall come into force on the date of its adoption.

### **Schedule No. 13**

#### **Draft resolution granting a vote of approval to Mr Tomasz Buzuk – Member of the Supervisory Board for the discharge of his duties**

##### **Resolution No. [●]**

##### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011**

##### **granting a vote of approval to Mr Tomasz Buzuk – Member of the Supervisory Board for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to the Member of the Supervisory Board Mr Tomasz Buzuk for the discharge of his duties in the reporting year 2010.
2. The resolution shall come into force on the date of its adoption.

### **Schedule No. 14**

#### **Draft resolution granting a vote of approval to Mr Marcin Dukaczewski – Member of the Supervisory Board for the discharge of his duties**

##### **Resolution No. [●]**

##### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011**

##### **granting a vote of approval to Mr Marcin Dukaczewski – Member of the Supervisory Board for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to the Member of the Supervisory Board Mr Marcin Dukaczewski for the discharge of his duties in the reporting year 2010, from 9 September 2010 to 31 December 2010.
2. The resolution shall come into force on the date of its adoption.

### **Schedule No. 15**

#### **Draft resolution granting a vote of approval to Mr Maciej Grelowski – Member of the Supervisory Board for the discharge of his duties**

##### **Resolution No. [●]**

##### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011**

##### **granting a vote of approval to Mr Maciej Grelowski – Member of the Supervisory Board for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to the

Member of the Supervisory Board Mr Maciej Grelowski for the discharge of his duties in the reporting year 2010.

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

#### **Schedule No. 16**

**Draft resolution granting a vote of approval to Mr Bartosz Jałowiecki – Member of the Supervisory Board for the discharge of his duties**

##### **Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011**

**granting a vote of approval to Mr Bartosz Jałowiecki – Member of the Supervisory Board  
for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to the Member of the Supervisory Board Mr Bartosz Jałowiecki for the discharge of his duties in the reporting year 2010, from 30 June 2010 to 31 December 2010.
2. The resolution shall come into force on the date of its adoption.

#### **Schedule No. 17**

**Draft resolution granting a vote of approval to Mr Rafał Juszcak – Member of the Supervisory Board for the discharge of his duties**

##### **Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011**

**granting a vote of approval to Mr Rafał Juszcak – Member of the Supervisory Board  
for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to the Member of the Supervisory Board Mr Rafał Juszcak for the discharge of his duties in the reporting year 2010, from 25 June 2010 to 31 December 2010.
2. The resolution shall come into force on the date of its adoption.

#### **Schedule No. 18**

**Draft resolution granting a vote of approval to Mr Andrzej Osiadacz – Member of the Supervisory Board for the discharge of his duties**

##### **Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011**

**granting a vote of approval to Mr Andrzej Osiadacz – Member of the Supervisory Board  
for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to the

Member of the Supervisory Board Mr Andrzej Osiadacz for the discharge of his duties in the reporting year 2010, from 30 October 2010 to 31 December 2010.

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

#### **Schedule No. 19**

**Draft resolution granting a vote of approval to Mr Krzysztof Wilski – Member of the Supervisory Board for the discharge of his duties**

##### **Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011  
granting a vote of approval to Mr Krzysztof Wilski – Member of the Supervisory Board  
for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to the Member of the Supervisory Board Mr Krzysztof Wilski for the discharge of his duties in the reporting year 2010.
2. The resolution shall come into force on the date of its adoption.

#### **Schedule No. 20**

**Draft resolution granting a vote of approval to Mr Bertrand Le Guern, who in 2010 fulfilled the function of a Member of the Supervisory Board, for the discharge of his duties**

##### **Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011  
granting a vote of approval to Mr Bertrand Le Guern, who in 2010 fulfilled the function of a Member of  
the Supervisory Board, for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to Mr Bertrand Le Guern for the discharge of his duties of a Member of the Management Board in the reporting year 2010, from 30 June 2010 to 9 September 2010.
2. The resolution shall come into force on the date of its adoption.

#### **Schedule No. 21**

**Draft resolution granting a vote of approval to Mr Marek Modecki, who in 2010 fulfilled the function of a Member of the Supervisory Board, for the discharge of his duties**

##### **Resolution No. [●]**

**of the Annual General Meeting  
of PETROLINVEST Spółka Akcyjna headquartered in Gdynia  
of 30 June 2011  
granting a vote of approval to Mr Marek Modecki, who in 2010 fulfilled the function of a Member of the  
Supervisory Board, for the discharge of his duties**

1. Acting on the basis of Article 395.2.3 of the Commercial Companies Code, the Annual General Meeting of PETROLINVEST S.A. (henceforth as the “**Company**”) grants a vote of approval to Mr

Marek Modecki for the discharge of his duties of a Member of the Management Board in the reporting year 2010, from 1 January 2010 to 30 June 2010.

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

## **Schedule No. 22**

### **Draft resolution on a change in the composition of the Supervisory Board**

#### **Resolution No. [●]**

#### **of the Annual General Meeting of PETROLINVEST Spółka Akcyjna headquartered in Gdynia of 30 June 2011 on a change in the composition of the Supervisory Board**

1. Acting on the basis of § 17 section 4 of the Statutes of PETROLINVEST S.A. (henceforth as the “**Company**”), the Annual General Meeting of the Company, given the resignation of Mr Bartosz Jałowiecki from the function of a Member of the Supervisory Board as at 31 May 2011, appoints [●] Member of the Supervisory Board of the present term of office.
2. The resolution shall come into force on the date of its adoption.