

PETROLINVEST SPÓŁKA AKCYJNA
EXTRAORDINARY GENERAL MEETING
CONVENED FOR 30 DECEMBER 2009
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

or

..... (<i>name of entity</i>), with its registered office in and address
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to represent the Shareholder at the Extraordinary General Meeting, convened for 30 December 2009, at 12:00, in Gdynia (the "**Extraordinary General Meeting**"), and in particular to participate in and speak at the Extraordinary 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 406³ 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 Extraordinary General Meeting of PETROLINVEST Spółka Akcyjna with its registered office in Gdynia convened for 30 December 2009 at 12.00 in Gdynia.

POINT 3 ON THE AGENDA – ELECTION OF THE BALLOT COUNTING COMMITTEE (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:			
POINT 4 ON THE AGENDA – ADOPTION OF RESOLUTION REGARDING A CONDITIONAL INCREASE OF THE SHARE CAPITAL OF THE COMPANY THROUGH THE ISSUE OF SHARES WITH THE EXCLUSION OF THE PRE-EMPTIVE RIGHTS OF THE EXISTING SHAREHOLDERS AND REGARDING THE ISSUE OF SUBSCRIPTION WARRANTS WITH THE EXCLUSION OF THE PRE-EMPTIVE RIGHTS (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:			

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 regarding election of the Vote Counting Committee

Resolution No. [1]

of the Extraordinary General Meeting of PETROLINVEST Spółka Akcyjna dated 30 December 2009

regarding election of the Vote Counting Committee

1. The General Meeting of PETROLINVEST S.A. (the "Company") adopts a resolution on election of the Vote Counting Committee consisting of [●].
2. The resolution shall come into force on the date of adoption.

Schedule No. 2

Draft resolutions regarding conditional share capital increase to the exclusion of the pre-emptive rights and the issuance of subscription warrants to the exclusion of the pre-emptive rights

Resolution No. [2]

of the Extraordinary General Meeting of PETROLINVEST Spółka Akcyjna with its registered seat in Gdynia dated 30 December 2009

regarding conditional share capital increase to the exclusion of the pre-emptive rights and the issuance of subscription warrants to the exclusion of the pre-emptive rights

The Extraordinary General Meeting of PETROLINVEST S.A. (the „Company”) resolves as follows:

§ 1

1. Pursuant to Art. 453, § 2 of the Commercial Companies Code (the „CCC”) it is resolved to issue up to 19,000,000 (nineteen million) registered subscription warrants (the „**Subscription Warrants**”).
2. The Subscription Warrants will be issued in documentary form and may be issued in global certificates.
3. The Subscription Warrants will be issued free of charge.
4. One Subscription Warrant will authorise to subscribe for one (1) Series V Share (as defined below).
5. The Subscription Warrants shall be non-transferable.
6. The rights to subscribe for the Series V Shares under the Subscription Warrants can be exercised until 31 January 2015. The Management Board of the Company is authorised

to deliver the Subscription Warrants authorising to subscribe for the Series V Shares within a term shorter than the maximum term stated in this § 1.6 of the Resolution.

7. The Subscription Warrants which have not been exercised to subscribe for the Series V Shares within the term stated in §1.6 shall expire.
8. The Subscription Warrants will be offered for subscription through private placement to entities selected by the Management Board of the Company, provided there will be less than 100 (one hundred) of such entities.
9. The General Meeting authorises the Management Board of the Company to take any and all actions related with the issuance and allocation of Subscription Warrants in favour of the persons designated in §1.8 above, including:
 - a) defining the wording of Subscription Warrants, including the detailed contents of the document of Subscription Warrant and the global certificate of Subscription Warrants;
 - b) offering Subscription Warrants in a number smaller than the maximum number stated in this resolution; and
 - c) issuing Subscription Warrants in different series and defining the detailed deadlines for the issuance of Subscription Warrants as well as other terms and conditions of issue as the Management Board of the Company deems necessary.

§ 2

1. Pursuant to Art. 432 and Art. 449 of the CCC it is resolved to increase the share capital of the Company by no more than PLN 190,000,000 (one hundred and ninety million) through the issuance of no more than 19,000,000 (nineteen million) ordinary series V bearer shares of PLN 10 (ten) each (the „**Series V Shares**”).
2. The objective of the conditional share capital increase is to grant the right to subscribe for the Series V Shares to the holders of the Subscription Warrants which will be issued by the Company on the basis of this Resolution. The Series V Shares will be subscribed for within the time referred to in §1.6 above.
3. The Series V Shares will be issued exclusively in exchange for cash contributions to the holders of Subscription Warrants who deliver a written representation on subscription for the Series V Shares in accordance with Art. 451, §1 of the CCC and pay the issue price for the Series V Shares.
4. The Management Board of the Company is authorised to define the issue price of the Series V Shares.
5. The Series V Shares will participate in the dividend on the following terms:
 - a) the Series V Shares issued no later than on the dividend date established in the resolution of the General Meeting with respect to distribution of profit, will participate in the profit starting with the profits for the previous financial year, i.e. since 1 January in the financial year directly preceding the year in which the shares have been issued;
 - b) the Series V Shares issued after the dividend date established in the resolution of the General Meeting with respect to distribution of profit, will participate in the profit starting with the profits for the financial year in which the shares were issued, i.e. since 1 January in that financial year.
6. The Management Board of the Company is hereby authorised to take any and all actions related with the issuance and allocation of the Series V Shares to the holders of the

Subscription Warrants, in particular the Management Board of the Company is authorised to, if necessary, to enter into an agreement with a selected financial institution on the basis of which such institution will perform certain actions related with the issuance and registration of the Series V Shares with the National Depository of Securities („NDS”), and their admission and introduction to trading on the Warsaw Stock Exchange („WSE”).

7. The Extraordinary General Meeting of the Company resolves to pursue the admission and introduction of the Series V Shares to trading on the regulated market of the WSE and decides that the Series V Shares will be in book entry form.
8. The Management Board of the Company is authorised and required to take any and all actions necessary to perform this Resolution, including filing proper motions or notices to the Polish Financial Supervision Authority, apply for admission of the Series V Shares to trading on the regulated market, register the Series V Shares in the NDS and file an application for the introduction of the Series V Shares to trading on the regulated market of the WSE.

§ 3

1. Acting in the interest of the Company its existing shareholders are fully deprived of their pre-emptive rights with respect to the Subscription Warrants and the Series V Shares. We acknowledge the written opinion of the Company’s Management Board presenting the grounds for waiving the pre-emptive rights to the Subscription Warrants and the Series V Shares as well as the proposed issue price, as such opinion is attached as Schedule No. 1 to this Resolution.
2. The adoption of this resolution regarding a conditional increase of the Company’s share capital through the issue of Series V Shares with the full and complete exclusion of the pre-emptive rights of the existing shareholders and the Subscription Warrants with the full and complete exclusion of the pre-emptive rights of the existing shareholders is justified by the fact that the Company needs to obtain financial resources to enable it to continue prospecting and extraction in Kazakhstan, to acquire new capital assets, including companies’ shares and stocks, convert the Company’s debt and exercise incentive programmes.

§ 4

In reference with the conditional share capital increase made on the basis of this Resolution of the Extraordinary General Meeting of the Company, it is resolved to amend §8a of the Company Statute by assigning its the following new wording:

„§ 8a

1. The conditional share capital of the Company shall amount to no more than PLN 217,642,850 (two hundred and seventeen million, six hundred and forty-two thousand, eight hundred and fifty) and shall be divided into no more than:
 - (a) 264,285 (two hundred and sixty-four thousand, two hundred and eighty-five) ordinary bearer series E shares of PLN 10 (ten) nominal value each;
 - (b) 1,300,000 (one million, three hundred thousand) ordinary bearer series O shares of PLN 10 (ten) nominal value each;
 - (c) 1,200,000 (one million, two hundred thousand) ordinary bearer series P shares of PLN 10 (ten) nominal value; and

- (d) 19,000,000 (nineteen million) ordinary bearer series V shares of PLN 10 (ten) nominal value each.
2. The objective of the conditional share capital increase referred to in §8a.1(a) above is to grant the right to subscribe to the series E shares to the holders of subscription warrants issued by the Company on the basis of the resolution of the Extraordinary General Meeting No. 3 dated 29 April 2008. The holders of subscription warrants referred to in the preceding sentence will be authorised to subscribe for the series E shares. The right to subscribe for the series E shares may be exercised until 30 April 2011.
 3. The objective of the conditional share capital increase referred to in §8a.1(b) above is to grant the right to subscribe to the series O shares to the holders of subscription warrants issued by the Company on the basis of the resolution of the Extraordinary General Meeting No. 1 dated 31 July 2009. The holders of subscription warrants referred to in the preceding sentence will be authorised to subscribe for the Series O Shares. The right to subscribe for the Series O Shares may be exercised until 30 April 2013.
 4. The objective of the conditional share capital increase referred to in §8a.1(c) above is to grant the right to subscribe to the series P shares to the holders of subscription warrants issued by the Company on the basis of the resolution of the Extraordinary General Meeting No. 2 dated 31 July 2009. The holders of subscription warrants referred to in the preceding sentence will be authorised to subscribe for the Series P Shares. The right to subscribe for the Series P Shares may be exercised until 30 April 2013.
 5. The objective of the conditional share capital increase referred to in §8a.1(d) above is to grant the right to subscribe to the series V shares to the holders of subscription warrants issued by the Company on the basis of the resolution of the Extraordinary General Meeting No. [●] dated 30 December 2009. The holders of subscription warrants referred to in the preceding sentence will be authorised to subscribe for the Series V Shares. The right to subscribe for the Series V Shares may be exercised until 31 January 2015.”

§ 5

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

Schedule No. 1 to the Resolution No. [●] of the Extraordinary General Meeting of PETROLINVEST S.A. dated 30 December 2009

Acting pursuant to Art. 433, §2, fourth sentence and §6 of the Commercial Companies Code, the Management Board of PETROLINVEST S.A. (the „**Company**”), in light of the proposed conditional increase of the Company’s share capital by no more than PLN 190,000,000 (one hundred and ninety million) through the issuance of no more than 19,000,000 (nineteen million) ordinary series V bearer shares of PLN 10 (ten) nominal value each to the exclusion of all the pre-emptive rights of the existing shareholders, and the issuance of up to 19,000,000 (nineteen million) of registered subscription warrants to the exclusion of all the pre-emptive rights of the existing shareholders, hereby presents the Extraordinary General Meeting of the Company convened for 30 December 2009, with the following opinion:

Management Board Opinion PETROLINVEST Spółka Akcyjna of [●] 2009

laying down the grounds for the full and complete exclusion of the pre-emptive rights to series V shares and subscription warrants convertible into series V shares and the procedure for setting the issue price of the shares and the free-of-charge nature of subscription warrants

The Extraordinary General Meeting of PETROLINVEST S.A. (the “**Company**”) was convened for 30 December 2009 in order to adopt, among other things, a resolution regarding a conditional increase of the Company’s share capital by no more than PLN 190,000,000 (one hundred and ninety million) through the issue of no more than 19,000,000 (nineteen million) ordinary series V bearer shares, each of a nominal value of PLN 10 (ten) (the “**Series V Shares**”) with the full and complete exclusion of the pre-emptive rights of the existing shareholders and the issue of up to 19,000,000 (nineteen million) registered subscription warrants (the “**Subscription Warrants**”) with the full and complete exclusion of the pre-emptive rights of the existing shareholders.

The goal of the conditional increase of the share capital through the issue of the Series V Shares and the issue of Subscription Warrants convertible into the Series V Shares is to provide the Company with an effective tool that will enable it to obtain financial resources to continue hydrocarbon prospecting and extraction in Kazakhstan and acquire new capital assets, to secure the Company’s liquidity needs connected with reducing its indebtedness and also to exercise incentive programmes.

The Management Board believes that increasing the share capital through share issue is, under current circumstances, the optimal way of raising capital, obtaining new capital assets, reducing the Company’s debt without putting its financial liquidity in danger and implementing the incentive programmes. The current situation on the capital market as well as the Company’s current and future financial needs and ambitions connected with improving its financial results by reducing debt justify the full and complete exclusion of the pre-emptive rights of shareholders to the Series V Shares. The issue of Subscription Warrants carrying the right to subscribe for the Series V Shares is aimed at facilitating and accelerating the introduction of the Series V Shares to public trading on the Warsaw Stock Exchange (“**WSE**”). In Management’s opinion, providing appropriate liquidity by promptly listing the shares on the WSE enhances the attractiveness of the instrument to the buyers and increases the likelihood of a successful offering and, as a result, the likelihood of the Company obtaining the necessary financial means or effectively reducing its indebtedness without it having a negative impact on the Company’s current investing activities. The Subscription Warrants will be offered to investors who express interest in investing in the Company, and also with the goal to obtain new capital assets, including other companies’ stocks and shares, convert the Company’s indebtedness and execute the incentive programmes.

The Subscription Warrants convertible into the Series V Shares will be issued free of charge since the goal of the issue of the Subscription Warrants is to provide demand for the Series V Shares and to facilitate prompt listing of the Series V Shares on the WSE. Taking into account the current situation on the capital market and the price of the Company’s shares, the free of charge issue of the Subscription Warrants seems to be fully warranted.

The issue price of the Series V Shares will be set by the Company’s Management Board depending on the goals of the issue, primarily by reference to the market value of the shares or the value arrived at using comparative methods of valuation and/or the discounted cash flow method, as well as the Company’s projected financial results. Other methods of determining the value of the Shares will also be taken into consideration if those methods can help to match the issue price to the level of demand for the shares or the requirements of the incentive programmes or the investment programme that the Company has in place.

The circumstances discussed above mean that the full and complete exclusion of the pre-emptive rights of the existing shareholders to the Series V Shares is justified for economic reasons and is in the Company's best interest. The procedure of determining the issue price of the Series V Shares and the free-of-charge issue of Subscription Warrants are also warranted.

In view of the above, the Management Board recommends to the Extraordinary General Meeting that it vote in favour of the resolution regarding the conditional increase of the share capital and the issue of Subscription Warrants.

GROUNDS

The adoption of the resolution regarding a conditional increase of the Company's share capital by no more than PLN 190,000,000 (one hundred and ninety million) through the issue of no more than 19,000,000 (nineteen million) ordinary series V bearer shares, each of a nominal value of PLN 10 (ten) with the full and complete exclusion of the pre-emptive rights of the existing shareholders and an issue of up to 19,000,000 (nineteen million) registered subscription warrants with the full and complete exclusion of the pre-emptive rights of the existing shareholders is justified by the fact that the Company needs to obtain financial resources to enable it to continue the efforts connected with hydrocarbon prospecting and extraction in Kazakhstan, it needs to secure its liquidity needs connected with reducing indebtedness, and also needs to acquire new capital assets, including other entities' shares and stocks, and exercise incentive programmes.