

Draft resolutions of the AGM of PETROLINVEST S.A. convened for 30 June 2009

Legal basis: Art 56.1.2 of the Act on public trading—current and periodic information

Acting in compliance with Par. 38.1.3 of the Regulation of the Minister of Finance dated February 19th 2009 on current and periodic reports published by issuers of securities as well as on conditions for recognition of information required by the non Member State regulations as equivalent (Journal of Laws no. 33 of 28th February 2009 item 259), the Management Board of PETROLINVEST S.A. publishes draft resolutions that are to be the subject of the Annual General Meeting of PETROLINVEST S.A. convened for 30 June 2009 at Al. Jerozolimskie 65/79, Warszawa.

17 June 2009

/-/ Paweł Gricuk – President of the Management Board

/-/ Marcin Balicki – Vice President of the Management Board

RE: 6

Resolution No. [1]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
approving the Management Board report on the Company's activities in 2008 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 2008, the financial statements for the past reporting year, and the Supervisory Board report on the assessment of those documents, resolves:
 - (a) to approve the Management Board report on the Company's activities in 2008;
 - (b) to approve the audited financial statements of the Company for the period from 1 January 2008 to 31 December 2008 comprising an introduction, the balance sheet, the income statement, the statement of changes in equity, the cash flow statement, and additional notes for the reporting year 2008.
2. The resolution shall come into force on the date of adoption.

RE: 8

Resolution No. [2]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
approving the Management Board report on the activities of PETROLINVEST Group in 2008
and the consolidated financial statements of PETROLINVEST Group for 2008**

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 PETROLINVEST Group in 2008 and the consolidated financial statements of PETROLINVEST Group, resolves:
 - (a) to approve the Management Board report on the activities of PETROLINVEST Group in 2008;

(b) to approve the audited consolidated financial statements of PETROLINVEST Group for the period from 1 January 2008 to 31 December 2008 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, and additional notes for the reporting year 2008.

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

RE: 9

Resolution No. [3]
of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
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 2008 totalling PLN 236,015,300.12 (two hundred and thirty six million, fifteen thousand, three hundred zloty 12/100) from future years’ profits.
2. The resolution shall come into force on the date of adoption.

RE: 10

Resolution No. [4]
of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
granting a vote of approval to Mr. Paweł Gricuk—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 Company Mr. Paweł Gricuk for the discharge of his duties in the reporting year 2008.
2. The resolution shall come into force on the date of adoption.

RE: 11

Resolution No. [5]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009**

**granting a vote of approval to Mr. Zenon Grablewski —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 the Vice President of the Company Mr. Zenon Grablewski for the discharge of his duties in the reporting year 2008.
2. The resolution shall come into force on the date of adoption.

RE: 12

Resolution No. [6]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009**

**granting a vote of approval to Mr. Marcin Balicki —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 the Member of the Management Board Mr. Marcin Balicki for the discharge of his duties in the reporting year 2008.
2. The resolution shall come into force on the date of adoption.

RE: 13

Resolution No. [7]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
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 2008.
2. The resolution shall come into force on the date of adoption.

RE: 14

Resolution No. [8]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
granting a vote of approval to Mr. Dariusz Górka — 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. Dariusz Górka for the discharge of his duties in the reporting year 2008.
2. The resolution shall come into force on the date of adoption.

RE: 14

Resolution No. [9]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
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 2008.

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

RE: 16

Resolution No. [10]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
granting a vote of approval to Mr. Grzegorz Maciąg — 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. Grzegorz Maciąg for the discharge of his duties in the reporting year 2008.
2. The resolution shall come into force on the date of adoption.

RE: 17

Resolution No. [11]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
granting a vote of approval to Mr. Zbigniew Szachniewicz — 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. Zbigniew Szachniewicz for the discharge of his duties in the reporting year 2008.
2. The resolution shall come into force on the date of adoption.

RE: 18

Resolution No. [12]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
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 2008.
2. The resolution shall come into force on the date of adoption.

RE: 19

Resolution No. [13]

**of the Annual General Meeting of
PETROLINVEST Spółka Akcyjna headquartered in Gdynia
dated 30 June 2009
regarding changes in the composition of the Supervisory Board**

1. Acting on the basis of Par. 17.2 of the Statutes of PETROLINVEST S.A. (henceforth as the “**Company**”) in conjunction with Article 385.2 of the Commercial Companies Code, the Annual General Meeting of the Company appoints the following person(s) to the Supervisory Board of the Company for the remainder of the current term of office:

[...]
2. The Annual General Meeting, acting on the basis of Par. 17.4 of the Company’s Statutes sets the number of members of the Supervisory Board at ... persons.
3. The resolution shall come into force on the date of adoption.