

The Company establishes a pledge over significant value assets

Legal basis: Art. 56.1.2 of the Act on public offering in connection with Par. 5.1.1 of the Regulation of the Minister of Finance dated October 19th 2005 on current and periodic information to be published by issuers of securities—current and periodic information

The Management Board of PETROLINVEST S.A. headquartered in Gdynia (the “Company”) announces that on 30 December 2008 the Company and the bank Powszechna Kasa Oszczędności Bank Polski S.A. (“PKO BP”), acting as Facility Agent, entered into a pledge agreement (the “Pledge Agreement”) over the shares of Occidental Resources Inc., a company under Utah state law, USA (“ORI”).

The Pledge Agreement established a pledge over 99,666,387 ORI shares (the “Pledged ORI Shares”).

The nominal value of each ORI share is USD 0.001. The Pledged ORI Shares are the Company’s long-term equity investment. As at the date of this report, the Company owns shares representing 88.10% of ORI share capital and carrying 88.10% of the votes at the company’s general meeting. The nominal value of the Pledged ORI Shares is USD 99,666.39, and they represent a 50% stake in ORI share capital.

The Pledge Agreement provides that the pledge will be established over Company-owned ORI shares representing 38.10% of ORI share capital three days after the Company receives a court decision regarding the registration of the share capital increase of the Company; however, not later than on 31 January 2009, and any other ORI shares that the Company will take up.

ORI is the owner of 100% of the shares in a Kazakh law company OilTechnoGroup LLP, involved in oil prospecting and extraction. The company owns an oil exploration and production concession covering an area in the northwest of Kazakhstan. The concession covers West Kazakhstan Oblast and Aktobe Oblast with a coverage of 9.512 sq. km.

The Pledge Agreement was concluded in order to secure receivables due under the Credit Facility Agreement dated 21 March 2007 concluded between the Company, PKO BP and Bank Gospodarstwa Krajowego (the “Credit Facility Agreement”). The receivables that have been secured comprise all amounts due, including the principal amount, interest and other lending costs that the Company agreed to pay under the Credit Facility Agreement. The current principal amount of the facility under the Credit Facility Agreement is USD 100,184,412.75 and PLN 2,183,100.

There are no any other links existing between the Company and its directors or supervisors and PKO BP and directors of PKO BP other than the Credit Facility Agreement.

The book value of the Pledged ORI Shares entered in the Company’s books of account is PLN 410,479,080.77.

The pledged ORI Shares were deemed significant value assets because their value exceeded 10 percent of the Company's equity.

30 December 2008

/-/ Paweł Gricuk – President of the Management Board

/-/ Marcin Balicki – Member of the Management Board