

## **Registration of conditional share capital increase**

*Legal basis: Art. 56.1.2 of the Act on public offering in connection with Par. 5.1.9 and Par. 38.1.2 of the Regulation of the Minister of Finance dated February 19th 2009 on current and periodic information to be published by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state*

With reference to resolutions adopted by Extraordinary General Meeting of the Company held on 30 October 2010, the Management Board of PETROLINVEST S.A. headquartered in Gdynia (the "Company") announces that today the Company obtained a ruling issued by the District Court for Gdańsk-Północ of Gdańsk, VIII Economic Department of the National Court Register, registering an amendment to the Company's statute on 8 November 2010, concerning the conditional increase in the share capital of the Company by no more than PLN 190,000,000 through the issuance of no more than 19,000,000 ordinary bearer shares B series with a nominal value of PLN 10 each.

In consequence the conditional share capital of the Company, following the registration, is no more than PLN 209,942,850.

The registration of the new conditional capital shall allow the Company to obtain funds for financing new investment projects/extraction projects, financing wells within concessions held by the Company subsidiaries in Kazakhstan, including wells in the Shyrak structure, as well as to obtain funds for reducing the Company's indebtedness to financial institutions, in accordance with the obligations incurred previously, including the agreement with Total, to secure the Company's liquidity needs connected with reducing its indebtedness, to perform the Company's obligations regarding the issue of subscription warrants resulting from previously concluded agreements, including agreements with Kingsbrook Opportunities Master Fund LP and Iroquois Master Fund Ltd. and for the implementation of incentive programmes for the Company's authorities and top management.

In accordance with the ruling the Court registered an amendment to the current wording of § 8 of the Company's statute:

### *„§ 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 each; 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 and convertible bonds issued by the Company on the basis of the resolution of the Extraordinary General Meeting No. 1 dated 30 December 2009. The holders of subscription warrants and convertible bonds 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.”

rendering the wording as follows:

„§ 8a

1. The conditional share capital of the Company shall amount to no more than PLN 209,942,850 (two hundred and nine million, nine 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) 430,000 (four hundred and thirty thousand) ordinary bearer series P shares of PLN 10 (ten) nominal value each; and
  - (d) 19,000,000 (nineteen million) ordinary bearer series B 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 B 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 30 October 2010. The holders of subscription warrants referred to in the preceding sentence will be authorised to subscribe for the Series B Shares. The right to subscribe for the Series B Shares may be exercised until 31 October 2015.”*

Moreover, pursuant to the resolutions of the Extraordinary General Meeting of the Company of 30 October 2010, the Court registered the change in labelling of Company shares series: A, B, C, D, F, G, H, K, L, M, N, Q, R, S, T, U and V, issued until the Extraordinary General Meeting date, by marking the shares of these series as series “A”.

In accordance with the Court ruling obtained by the Company, the Court registered an amendment to the current wording of § 8 of the Company’s Statutes rendering the wording as follows:

*„§ 8*

*The Company’s share capital amounts to PLN 412,965,990 and is divided into:*

1. *40,526,599 series A bearer shares with a nominal value of PLN 10 (ten) each; and*
2. *770,000 series P bearer shares with a nominal value of PLN 10 (ten) each.”*

*9 November 2010*

*/-/ Bertrand Le Guern – President of the Management Board*

*/-/ Marek Pietruszewski – Vice President of the Management Board*