



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, June 28th 2016

**Resolutions adopted by the Annual General Meeting of PGNiG SA convened for
June 28th 2016**

Current Report No. 61/2016

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing resolutions adopted by the Annual General Meeting of PGNiG convened for June 28th 2016.

At the meeting, the shareholder's proxy raised an objection with respect to the following resolutions: 6/VI/2016, 7/VI/2016, 8/VI/2016, 9/VI/2016, 10/VI/2016, 11/VI/2016, 12/VI/2016, 13/VI/2016, 14/VI/2016 and 29/VI/2016.

The Chair of the General Meeting determined that no shareholder made, either personally or through a proxy, a statement that they voted against the resolutions of today's General Meeting and request that their objection be recorded in the minutes.

RESOLUTION No. 1/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

to appoint Chairman of this General Meeting

Section 1

The Annual General Meeting of PGNiG S.A. resolves to appoint Mr Radosław Kwaśnicki as Chairman of this General Meeting.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,531,152,764
against	0
abstentions	60,000

RESOLUTION No. 2/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

to authorise the absence of certain members of the Management Board and Supervisory Board of PGNiG S.A. from this General Meeting

Section 1

The Annual General Meeting of PGNiG S.A. resolves to authorise the absence of the following members of the Company's Management Board from this General Meeting:

1. Mr Piotr Woźniak – President of the PGNiG Management Board,
2. Mr Bogusław Marzec – Vice-President of the PGNiG Management Board,
3. Mr Maciej Woźniak – Vice-President of the PGNiG Management Board,
4. Mr Janusz Kowalski – Vice-President of the PGNiG Management Board,
5. Mr Łukasz Kroplewski – Vice-President of the PGNiG Management Board,
6. Mr Waldemar Wójcik – Vice-President of the PGNiG Management Board.

The Annual General Meeting of PGNiG S.A. further resolves to authorise the absence of the following three members of the Company's Supervisory Board from this General Meeting:

1. Mr Grzegorz Nakoneczny – Chairman of the PGNiG Supervisory Board,
2. Mr Andrzej Gonet – Member of the PGNiG Supervisory Board,
3. Ms Magdalena Zegarska – Secretary of the PGNiG Supervisory Board.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: Z in favour	4,214,274,624
against	0
abstentions	316,938,14

RESOLUTION No. 3/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: approval of the agenda for the Annual General Meeting of PGNiG SA

Section 1

The Annual General Meeting of PGNiG SA resolves to adopt the following agenda:

1. Opening of the Meeting,
2. Appointment of the Chairperson of the Meeting,
3. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions,
4. Preparation of the attendance list,
5. Approval of the agenda,
6. Review and approval of the financial statements of PGNiG SA for 2015 and the Directors' Report on the Company's operations in 2015,
7. Review and approval of the PGNiG Group's consolidated financial statements for 2015 and the Directors' Report on the Group's operations in 2015,
8. Adoption of resolutions to grant discharge to members of the Management Board of PGNiG SA in respect of performance of their duties in 2015,
9. Adoption of resolutions to grant discharge to members of the Supervisory Board of PGNiG SA in respect of performance of their duties in 2015,
10. Adoption of a resolution on allocation of the Company's net profit for 2015 and setting the dividend record date and the dividend payment date,
11. Adoption of a resolution on changes in the composition of the Supervisory Board,
12. Adoption of resolutions on changes in the Company's Articles of Association - at the request of a shareholder, the State Treasury, submitted under Art. 401 of the Commercial Companies Code,
13. Closing of the Meeting.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,531,212,764
against	0
abstentions	0

RESOLUTION No. 4/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: review and approval of the financial statements of PGNiG SA for 2015 and the Directors' Report on the Company's operations in 2015.

Section 1

Acting pursuant to Art. 56.1.1 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA resolves to approve:

1. Financial statements of PGNiG SA prepared in accordance with the International Financial Reporting Standards for the financial year from January 1st to December 31st 2015, including:
 - a) statement of profit or loss for the period from January 1st to December 31st 2015, showing net profit of PLN 1,472m,
 - b) statement of comprehensive income for the period from January 1st to December 31st 2015, showing net comprehensive income of PLN 1,139m,
 - c) statement of financial position as at December 31st 2015, showing total assets of PLN 35,027m,
 - d) statement of cash flows for the period from January 1st to December 31st 2015, showing a net increase in cash of PLN 3,166m,
 - e) statement of changes in equity for the period from January 1st to December 31st 2015, showing a decrease in equity of PLN 42m,
 - f) notes to the financial statements.
2. Directors' Report on the Company's operations in 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,526,523,676
against	224,009
abstentions	4,465,079

RESOLUTION No. 5/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: review and approval of the PGNiG Group's consolidated financial statements for 2014 and the Directors' Report on the Group's operations in 2015.

Section 1

Acting pursuant to Art. 56.2.2 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA resolves to approve:

1. Consolidated financial statements of the PGNiG Group prepared in accordance with the International Financial Reporting Standards for the financial year from January 1st to December 31st 2015, including:
 - a) consolidated statement of profit or loss for the period from January 1st to December 31st 2015, showing net profit of PLN 2,136m,
 - b) consolidated statement of comprehensive income for the period from January 1st to December 31st 2015, showing net comprehensive income of PLN 1,769m,
 - c) consolidated statement of financial position as at December 31st 2015, showing total assets of PLN 49,825m,
 - d) consolidated statement of cash flows for the period from January 1st to December 31st 2015, showing a net increase in cash of PLN 3,282m,
 - e) consolidated statement of changes in equity for the period from January 1st to December 31st 2015, showing an increase in equity of PLN 572m,
 - f) notes to the financial statements.
2. Directors' Report on the operations of the PGNiG Group in 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,526,523,676
against	224,009
abstentions	4,465,079

RESOLUTION No. 6/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: not granting a discharge to Mr Mariusz Zawisza, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA does not grant discharge to Mr Mariusz Zawisza, President of PGNiG SA Management Board from January 1st to December 11th 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,216,780,833
against	2
abstentions	314,431,929

**RESOLUTION No. 7/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: not granting a discharge to Mr Jarosław Bauc, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA does not grant discharge to Mr Jarosław Bauc, Vice-President of the PGNiG Management Board for Finance from January 1st to December 11th 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,216,780,833
against	2
abstentions	314,431,929

RESOLUTION No. 8/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: not granting a discharge to Mr Zbigniew Skrzyplikiewicz, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA does not grant discharge to Mr Zbigniew Skrzyplikiewicz, Vice-President of the PGNiG Management Board for Exploration and Production from January 1st to December 11th 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,216,780,833
against	2
abstentions	314,431,929

RESOLUTION No. 9/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: not granting discharge to Mr Waldemar Wójcik, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA does not grant discharge to Mr Waldemar Wójcik, Vice-President of the PGNiG Management Board from January 1st to December 31st 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,216,780,833
against	2
abstentions	314,431,929

**RESOLUTION No. 10/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: not granting discharge to Mr Wojciech Chmielewski, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA does not grant discharge to Mr Wojciech Chmielewski, Chairman of the PGNiG Supervisory Board from January 1st to July 22nd 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,216,780,833
against	2
abstentions	314,431,929

**RESOLUTION No. 11/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: not granting discharge to Ms Agnieszka Woś, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA does not grant discharge to Ms Agnieszka Woś, Deputy Chairperson and later Chairperson of the PGNiG Supervisory Board from January 1st to October 19th 2015, with respect to the performance of her duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,216,780,833
against	2
abstentions	314,431,929

RESOLUTION No. 12/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: not granting discharge to Ms Irena Ożóg, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA does not grant discharge to Ms Irena Ożóg, Member of the PGNiG Supervisory Board from April 16th to December 29th 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,216,780,833
against	2
abstentions	314,431,929

RESOLUTION No. 13/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: not granting discharge to Mr Andrzej Janiak, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA does not grant discharge to Mr Andrzej Janiak, Member of the PGNiG Supervisory Board from January 1st to December 31st 2015, and acting Deputy Chairman of the PGNiG Supervisory Board from July 28th to December 29th 2015 , with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,216,780,833
against	2
abstentions	314,431,929

RESOLUTION No. 14/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: not granting discharge to Mr Janusz Pilitowski, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA does not grant discharge to Mr Janusz Pilitowski, Member of the PGNiG Supervisory Board from January 1st to December 29th 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,216,766,208
against	2
abstentions	314,446,554

RESOLUTION No. 15/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: granting discharge to Mr Grzegorz Nakonieczny, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Grzegorz Nakonieczny, Member of the PGNiG Supervisory Board from October 19th to December 31st 2015, while from October 29th to December 31st 2015 acting as Chairman of the PGNiG Supervisory Board , with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,499,564,334
against	16,415,772
abstentions	15,232,658

RESOLUTION No. 16/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: granting discharge to Ms Magdalena Zegarska, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Ms Magdalena Zegarska, Secretary of the PGNiG Supervisory Board from January 1st to December 31st 2015, with respect to the performance of her duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,499,549,709
against	16,415,772
abstentions	15,247,283

**RESOLUTION No. 17/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: granting discharge to Mr Sławomir Borowiec, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Sławomir Borowiec, Member of the PGNiG Supervisory Board from January 1st to December 31st 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,499,550,309
against	16,415,772
abstentions	15,246,683

RESOLUTION No. 18/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: granting discharge to Mr Ryszard Wąsowicz, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Ryszard Wąsowicz, Member of the PGNiG Supervisory Board from January 1st to December 31st 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,499,550,309
against	16,415,772
abstentions	15,246,683

**RESOLUTION No. 19/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: granting discharge to Mr Andrzej Gonet, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Andrzej Gonet, Member of the PGNiG Supervisory Board from December 29th to December 31st 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,499,564,934
against	16,415,772
abstentions	15,232,058

**RESOLUTION No. 20/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: granting discharge to Mr Krzysztof Rogala, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Krzysztof Rogala, Member of the PGNiG Supervisory Board from December 29th to December 31st 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,499,550,309
against	16,415,772
abstentions	15,246,683

**RESOLUTION No. 21/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: granting discharge to Mr Wojciech Bieńkowski, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Wojciech Bieńkowski, Member of the PGNiG Supervisory Board from December 29th to December 31st 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,499,550,309
against	16,415,772
abstentions	15,246,683

RESOLUTION No. 22/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: granting discharge to Mr Piotr Woźniak, Member of the PGNiG Supervisory Board, delegated to act as President of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Piotr Woźniak, Member of the PGNiG Supervisory Board from December 4th to December 31st 2015, delegated to act as Member of the PGNiG Management Board from December 11th 2015 until December 31st 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,499,564,934
against	16,415,772
abstentions	15,232,058

RESOLUTION No. 23/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: granting discharge to Mr Mateusz Boznański, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Mateusz Boznański, Member of the PGNiG Supervisory Board from December 29th to December 31st 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,499,550,309
against	16,415,772
abstentions	15,246,683

**RESOLUTION No. 24/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: granting discharge to Mr Maciej Mazurkiewicz, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2015.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Maciej Mazurkiewicz, Member of the PGNiG Supervisory Board from April 16th to December 29th 2015, with respect to the performance of his duties in the financial year 2015.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,499,550,309
against	16,415,772
abstentions	15,246,683

RESOLUTION No. 25/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016

concerning: allocation of the Company's net profit for 2015 and setting the dividend record date and the dividend payment date.

Section 1

Acting pursuant to Art. 395.2.2 and Art. 348.3 of the Commercial Companies Code, and pursuant to Art. 56.1.3 and 56.1.4 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby resolves:

1. To allocate the net profit of PGNiG SA for 2015 of PLN 1,471,510,910.81 as follows:
 - a) PLN 1,062,000,000.00 shall be distributed to the Company's shareholders as dividend (PLN 0.18 per share),
 - b) PLN 409,510,910.81 shall be transferred to the Company's statutory reserve funds.
2. To set the dividend record date for July 20th 2016.
3. To set the dividend payment date for August 2nd 2016.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,526,747,685
against	0
abstentions	4,465,079

**RESOLUTION No. 26/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: removal of a PGNiG SA Supervisory Board member.

Acting pursuant to the provisions of Art. 385.1 of the Polish Commercial Companies Code and Article 56.2.1) of the Company's Articles of Association, the General Meeting of PGNiG SA hereby resolves as follows:

Section 1

Mr Grzegorz Nakonieczny is hereby removed from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,234,181,460
against	278,340,493
abstentions	18,690,809

**RESOLUTION No. 27/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: appointment of PGNiG SA's Supervisory Board member

Acting pursuant to the provisions of Art. 385.1 of the Polish Commercial Companies Code and Article 56.2.1) of the Company's Articles of Association, the General Meeting of PGNiG SA hereby resolves as follows:

Section 1

Mr Bartłomiej Nowak is hereby appointed to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,234,205,875
against	278,247,968
abstentions	18,758,921

**RESOLUTION No. 28/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: appointment of PGNiG SA's Supervisory Board member

Acting pursuant to the provisions of Art. 385.1 of the Polish Commercial Companies Code and Article 56.2.1) of the Company's Articles of Association, the General Meeting of PGNiG SA hereby resolves as follows:

Section 1

Mr Piotr Sprzączak is hereby appointed to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes:	
in favour	4,234,191,250
against	278,262,593
abstentions	18,758,921

**RESOLUTION No. 29/VI/2016
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated June 28th 2016**

concerning: amendments to the Company's Articles of Association

Acting pursuant to Art. 430.1 of the Commercial Companies Code and Article 56.4.6 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. hereby resolves as follows:

Section 1

The Annual General Meeting of PGNiG SA introduces the following amendments to the Company's Articles of Association:

1. Article 17.1 shall read as follows:

„1. The State Treasury, as a Company shareholder represented by the minister competent for matters pertaining to the Energy, shall have the rights provided for in these Articles of Association and other regulations.”

2. Article 17.2 shall read as follows:

„2. The following issues shall be subject to approval by the State Treasury as a Company shareholder, represented by the minister competent for matters pertaining to the Energy, with such approval to be issued in writing:

1) amendments to material provisions of existing commercial contracts on natural gas imports to Poland, or execution of new commercial contracts on natural gas imports to Poland,

2) implementation of strategic investment projects or the Company's involvement in investment projects that result in a lasting or temporary deterioration of the economic efficiency of the Company's operations but that are required for ensuring the energy security of Poland.”

3. Article 23.2 shall read as follows:

„2. The Management Board shall submit, upon each request, to the minister competent for matters pertaining to the Energy, detailed reports on the performance of the activities undertaken with a view to ensuring the energy security of Poland.”

4. Article 23.2a shall read as follows:

„2a. The Management Board shall submit to the minister competent for matters pertaining to the Energy, within two months from the closing of the General Meeting which approved the financial statements and the Directors' Reports of the Company's subsidiary and related companies, annual reports concerning the matters listed below, along with an assessment of information contained therein in the context of the energy security of Poland:

1) implementation of a strategic investment project or involvement in investment projects that result in a lasting or temporary deterioration of the economic efficiency of the operations of that subsidiary or related company, but that are required for ensuring the energy security of Poland,

2) entering by the operator or the owner of a distribution system or an interconnection gas pipeline into an obligational relationship with a foreign entity in relation to or in connection with the planning, analysis, construction, expansion or disposal of a transmission network, distribution network, interconnection gas pipeline or a direct gas pipeline, within the meaning of the Polish Energy Law, if the obligational relationship is related to infrastructure with a present value or – in the case of new infrastructure or infrastructure being planned – with an estimated value exceeding the PLN equivalent of EUR 500,000,

3) entering by the operator or the owner of a storage facility into an obligational relationship with a foreign entity in relation to or in connection with the planning, analysis, construction, expansion or disposal of a storage facility, within the meaning of the Polish Energy Law, if the obligational relationship is related to infrastructure with a present value or – in the case of new infrastructure or infrastructure being planned – with an estimated value exceeding the PLN equivalent of EUR 500,000,

4) entering by the owner of a generation unit or a cogeneration unit into an obligational relationship with a foreign entity in relation to or in connection with the planning, analysis, construction, expansion or disposal of a generation unit or a cogeneration unit, within the meaning of the Polish Energy Law, if the obligational relationship is related to infrastructure with a present value or – in the case of new infrastructure or infrastructure being planned – with an estimated value exceeding the PLN equivalent of EUR 500,000,

5) entering into an obligational relationship with a foreign entity in relation to or in connection with hydrocarbon exploration, appraisal or production, within the meaning of the Polish Geological and Mining Law, if the value of the obligational relationship exceeds the PLN equivalent of EUR 5,000,000,

- with the proviso that items 1–5 above shall not apply to information concerning credit agreements, maintenance services, including overhauls, geophysical, drilling and well services and projects, as well as services or deliveries relating to such agreements or projects.

- item 5 shall neither apply to information concerning the activities of a foreign subsidiary pertaining to contracts and agreements concluded as part of day-to-day management of the organisational structure, including employment contracts, use of assets where the related liabilities are equal to or less than EUR 5,000,000, and day-to-day administrative expenses.”

5. Article 23.2b shall read as follows:

„2b. The Company’s Management Board shall submit relevant information to the minister competent for matters pertaining to the Energy, within 21 days from the closing of the General Meeting of a subsidiary or related company which addressed the following matters:

1) a strategic investment project or involvement in investment projects that result in a lasting or temporary deterioration of the economic efficiency of the operations of that subsidiary or related company, but that are required for ensuring the energy security of Poland,

2) entering by the operator or the owner of a distribution system or an interconnection gas pipeline into an obligational relationship with a foreign entity in relation to or in connection with the planning, analysis, construction, expansion or disposal of a transmission network, distribution network, interconnection gas pipeline or a direct gas pipeline, within the meaning of the Polish Energy Law, if the obligational relationship is related to infrastructure with a present value or – in the case of new infrastructure or infrastructure being planned – with an estimated value exceeding the PLN equivalent of EUR 500,000,

3) entering by the operator or the owner of a storage facility into an obligational relationship with a foreign entity in relation to or in connection with the planning, analysis, construction, expansion or disposal of a storage facility, within the meaning of the Polish Energy Law, if the obligational relationship is related to infrastructure with a present value or – in the case of new infrastructure or infrastructure being planned – with an estimated value exceeding the PLN equivalent of EUR 500,000,

4) entering by the owner of a generation unit or a cogeneration unit into an obligational relationship with a foreign entity in relation to or in connection with the planning, analysis, construction, expansion or disposal of a generation unit or a cogeneration unit, within the meaning of the Polish Energy Law, if the obligational relationship is related to infrastructure with a present value or – in the case of new infrastructure or infrastructure being planned – with an estimated value exceeding the PLN equivalent of EUR 500,000,

5) entering into an obligational relationship with a foreign entity in relation to or in connection with hydrocarbon exploration, appraisal or production, within the meaning of the Polish Geological and Mining Law, if the value of the obligational relationship exceeds the PLN equivalent of EUR 5,000,000.

6) approving annual budgets, detailed information concerning resolutions adopted by the General Meeting of the subsidiary or related company in the scope of matters specified in items 1–6 together with an assessment of their implications for the country's energy security,

- the above shall not apply to information concerning credit agreements, maintenance services, including overhauls, geophysical, drilling and well services and projects, as well as services or deliveries relating to such agreements or projects.

Item 5 shall neither apply to information concerning the activities of a foreign subsidiary pertaining to contracts and agreements concluded as part of day-to-day management of the organisational structure, including employment contracts, use of assets where the related liabilities are equal to or less than EUR 5,000,000, and day-to-day administrative expenses.”

6. Article 23.3 shall read as follows:

„3.The Management Board shall prepare or procure the preparation of quarterly economic and financial reviews of the Company and its subsidiaries acting as distribution or storage system operators, in the form defined by the minister competent for matters pertaining to the Energy, and shall submit or procure the submission of the reviews to the minister competent for matters pertaining to the Energy by the end of the month in which a periodic report was published at the Warsaw Stock Exchange.”

7. Article 25.3. shall read as follows:

” 3. A member of the Management Board may resign from his/her position by delivering a representation to that effect to the Supervisory Board, with a copy to the State Treasury as a Company shareholder, represented by the minister competent for matters pertaining to the Energy. To be valid, the resignation shall be submitted in a written form, or otherwise shall be ineffective towards the Company. The provisions of the Civil Code governing termination of a mandate by the party accepting the mandate shall apply accordingly to the resignation.”

8. Article 33.3 p. 10 shall read as follows:

„10) issuance of opinions on the Management Board's recommendations concerning nomination or removal of PGNiG S.A.'s representatives in the Management and Supervisory Boards of System Gazociągów Tranzytowych EuRoPol GAZ S.A. and submission of such recommendations for acceptance to the State Treasury as a Company shareholder, represented by the minister competent for matters pertaining to the Energy.”

9. Article 35.1 shall read as follows:

„1.The Supervisory Board shall have from five to nine members, appointed by the General Meeting, subject to Article 36.1 below. Notwithstanding the foregoing, as long as the State Treasury remains a shareholder of the Company, the State Treasury, represented by the minister competent for matters pertaining to the Energy, shall have the right to appoint and remove one member of the Supervisory Board.”

10. Article 35.5 shall read as follows:

„5. A member of the Supervisory Board may resign from his/her position by delivering a representation to that effect to the Management Board, with a copy to the State Treasury as a Company shareholder, represented by the minister competent for matters pertaining to the Energy. To be valid, the resignation shall be submitted in a written form, or otherwise shall be ineffective towards the Company. The provisions of the Civil Code governing termination of a mandate by the party accepting the mandate shall apply accordingly to the resignation.”

Section 2

This Resolution shall be effective as of July 1st 2016.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,531,212,764
Percentage of share capital represented by the shares on which valid votes were cast	76.80%
Total number of valid votes	4,531,212,764
including votes: in favour	4,526,392,972
against	1,093,413
abstentions	3,726,379