

**The Resolution passed by the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A. on June 23rd 2009**

Current Report No. 76/2009 dated June 23rd, 2009

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby releases the resolution passed by the Annual General Shareholders Meeting of PGNiG on June 23rd, 2009:

**Resolution No. 1/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: examination and approval of PGNiG S.A.'s financial statements for 2008 prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2008.

Par. 1

Acting pursuant to Par. 56.1.1 of the Company's Articles of Association, the General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. hereby resolves to approve:

1. PGNiG S.A.'s financial statements prepared in accordance with the International Financial Reporting Standards for the financial year January 1st – December 31st 2008, comprising:
 - Balance sheet as at December 31st 2008, showing a balance-sheet total of PLN 23,440,497,965.65,
 - Income statement for the period January 1st – December 31st 2008, showing a net profit of PLN 546,235,958.83,
 - Statement of changes in equity for the period January 1st – December 31st 2008, showing a decrease in equity of PLN 614,595,177.70,
 - Cash-flow statement for the period January 1st – December 31st 2008, showing a net decrease in cash of PLN 247,078,844.50,
 - Supplementary information.
2. Directors' Report on the Company's operations in 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 2/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: examination and approval of the PGNiG Group's consolidated financial statements for 2008 prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Group's operations in 2008.

Par. 1

Acting pursuant to Par. 56.2.2 of the Company's Articles of Association, the General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. has examined and hereby resolves to approve:

1. The PGNiG Group's consolidated financial statements prepared in accordance with the International Financial Reporting Standards for the financial year January 1st – December 31st 2008, comprising:
 - Consolidated balance sheet as at December 31st 2008, showing a balance-sheet total of PLN 29,745,277 thousand,
 - Consolidated income statement for the period January 1st – December 31st 2008, showing a net profit of PLN 865,742 thousand,
 - Statement of changes in consolidated equity for the period January 1st – December 31st 2008, showing a decrease in consolidated equity of PLN 305,840 thousand,
 - Consolidated cash-flow statement for the period January 1st – December 31st 2008, showing a net decrease in cash of PLN 164,005 thousand,
 - Supplementary information.
2. Directors' Report on the Group's operations in 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 3/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Mirosław Dobrut, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Mirosław Dobrut, Vice-President of the Management Board of PGNiG S.A. from March 12th to December 31st 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 4/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Radosław Dudziński, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders

Meeting of PGNiG S.A. hereby grants discharge to Mr Radosław Dudziński, Vice-President of the Management Board of PGNiG S.A. from March 12th to December 31st 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 5/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Krzysztof Głogowski, President of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Krzysztof Głogowski, President of the Management Board of PGNiG S.A. from January 1st to March 12th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 6/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Sławomir Hinc, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Sławomir Hinc, Vice-President of the Management Board of PGNiG S.A. from March 12th to December 31st 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 7/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Zenon Kuchciak, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Zenon Kuchciak, Vice-President of the Management Board of PGNiG S.A. from January 1st to March 12th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 8/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Stanisław Niedbalec, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Stanisław Niedbalec, Vice-President of the Management Board of PGNiG S.A. from January 1st to March 12th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 9/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Mirosław Szkałuba, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Mirosław Szkałuba, Vice-President of the Management Board of PGNiG S.A. from March 20th to December 31st 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 10/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Michał Szubski, President of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Michał Szubski, President of the Management Board of PGNiG S.A. from March 12th to December 31st 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 11/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Tadeusz Zwierzyński, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Tadeusz Zwierzyński, Vice-President of the Management Board of PGNiG S.A. from January 1st to March 12th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 12/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Jan Anysz, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Jan Anysz, Vice-President of the Management Board of PGNiG S.A. from January 1st to March 20th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 13/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Wojciech Arkuszewski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Wojciech Arkuszewski, Member of the Supervisory Board of PGNiG S.A. from January 1st to February 15th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 14/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Grzegorz Banaszek, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Grzegorz Banaszek, Member of the Supervisory Board of PGNiG S.A. from February 15th to December 31st 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

Resolution No. 15/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009

concerning: granting discharge to Ms Agnieszka Chmielarz, Member of the Supervisory Board of PGNiG S.A., in respect of her duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Ms Agnieszka Chmielarz, Member of the Supervisory Board of PGNiG S.A. from April 30th to December 31st 2008, in respect of her duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

Resolution No. 16/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009

concerning: granting discharge to Mr Kazimierz Chrobak, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Kazimierz Chrobak, Secretary of the Supervisory Board of PGNiG S.A. from January 1st to April 29th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

Resolution No. 17/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009

concerning: granting discharge to Mr Maciej Kaliski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Maciej Kaliski, Member of the Supervisory Board of PGNiG S.A. from November 18th to December 31st 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 18/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Marek Karabuła, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Marek Karabuła, Member of the Supervisory Board of PGNiG S.A. from November 18th to December 31st, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 19/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Mieczysław Kawecki, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Mieczysław Kawecki, Member of the Supervisory Board of PGNiG S.A. from January 1st to December 31st 2008, and Secretary of the Supervisory Board of PGNiG S.A. from May 15th to December 31st 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 20/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Hubert Konarski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Hubert Konarski, Member of the Supervisory Board of PGNiG S.A. from April 30th to November 18th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 21/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Marcin Moryń, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Marcin Moryń, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008. Mr Marcin Moryń served as:

1. Member of the Supervisory Board of PGNiG S.A. from January 1st to February 21st 2008,
2. Deputy Chairman of the Supervisory Board of PGNiG S.A. from February 21st to April 29th 2008,
3. Member of the Supervisory Board of PGNiG S.A. from April 30th to May 15th 2008,
4. Deputy Chairman of the Supervisory Board of PGNiG S.A. from May 15th to December 31st 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 22/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Mieczysław Puławski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Mieczysław Puławski, Member of the Supervisory Board of PGNiG S.A. from January 1st to December 31st 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 23/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Andrzej Rościszewski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Andrzej Rościszewski, Chairman of the Supervisory Board of PGNiG S.A. from January 1st to February 15th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 24/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Stanisław Rychlicki, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Stanisław Rychlicki, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008. Mr Stanisław Rychlicki served as:

1. Member of the Supervisory Board of PGNiG S.A. from February 15th to February 21st 2008,
2. Chairman of the Supervisory Board of PGNiG S.A. from February 21st to April 29th 2008,
3. Member of the Supervisory Board of PGNiG S.A. from April 30th to May 15th 2008,
4. Chairman of the Supervisory Board of PGNiG S.A. from May 15th to December 31st 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

Resolution No. 25/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009

concerning: granting discharge to Ms Jolanta Siergiej, Member of the Supervisory Board of PGNiG S.A., in respect of her duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Ms Jolanta Siergiej, Member of the Supervisory Board of PGNiG S.A. from April 30th to December 31st 2008, in respect of her duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

Resolution No. 26/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009

concerning: granting discharge to Ms Joanna Stuglik, Member of the Supervisory Board of PGNiG S.A., in respect of her duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Ms Joanna Stuglik, Member of the Supervisory Board of PGNiG S.A. from April 30th to November 18th 2008, in respect of her duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

Resolution No. 27/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009

concerning: granting discharge to Mr Mirosław Szkałuba, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Mirosław Szkałuba, Member of the Supervisory Board of PGNiG S.A. from January 1st to February 7th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 28/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Piotr Szwarc, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Piotr Szwarc, Deputy Chairman of the Supervisory Board of PGNiG S.A. from January 1st to February 15th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 29/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: granting discharge to Mr Jarosław Wojtowicz, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby grants discharge to Mr Jarosław Wojtowicz, Member of the Supervisory Board of PGNiG S.A. from January 1st to February 15th 2008, in respect of his duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 30/VI/2009
of the Annual General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw, Poland
date June 23rd 2009**

concerning: distribution of profit for the financial year 2008, allocation of retained earnings, and on setting the dividend record date and the dividend payment date.

Par. 1

Acting on the basis of Art. 395.2.2 of the Commercial Companies Code and Par. 56.1.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby resolves to:

1. distribute the net profit of PLN 546,235,958.83 for the financial year 2008 in the following manner:
 - a. PLN 1,435,958.83 will be allocated to the Company's statutory reserve funds;
 - b. PLN 531,000,000.00 will to be allocated to dividend (PLN 0.09 per share), including:
 - PLN 382,499,999.91 as non-cash dividend to the State Treasury; the assets to be distributed as dividend and the valuation method will be defined in a separate resolution of the General Shareholders Meeting adopted pursuant to Par. 63.7 of the Company's Articles of Association, subject to additional cash payment if the value of the assets does not reach PLN 382,499,999.91;
 - c. PLN 8,800,000.00 will increase the Company's social benefits fund;
 - d. PLN 5,000,000.00 will be allocated to increase capital reserves designated as "Central Restructuring Fund".

2. allocate retained earnings of PLN 42,324,392.36 in the following manner:
 - a. PLN 39,769,313.34 will be allocated to employee awards;
 - b. PLN 2,555,079.02 will be allocated to the Company's statutory reserve funds.

Par. 2

Acting on the basis of Art. 348.3 of the Commercial Companies Code and Par. 63.4 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby resolves to:

1. set the dividend record date as August 26th 2009,
2. set the dividend payment date as October 2nd 2009.

Par. 3

The resolution shall take effect as of its adoption date.

**Resolution No. 31/VI/2009
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated June 23rd 2009**

concerning: determination of assets to be distributed as non-cash dividend and the manner of measuring the assets value.

Par. 1

Acting pursuant to Par. 56.3.3, in conjunction with Par. 63.7 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG S.A. hereby resolves as follows:

1. The dividend, in an amount of up to PLN 382,499,999.91 attributable to the State Treasury may be collected by the shareholder in the following non-cash form:
 - a) Sub-elements of the transmission system disclosed as assets in the accounting books of PGNiG S.A. and included in Appendix No. 1 to this Resolution;
 - b) Rights to capital expenditure made by PGNiG S.A. concerning assets under construction connected with the sub-elements of the transmission system referred to above and disclosed as assets in the accounting books of PGNiG S.A.

- with the proviso that if the value of the tangible assets and rights referred to in Section 1a) and 1b) above is lower than the total dividend payable to the Shareholder, the State Treasury, the balance shall be paid out in cash.

2. The detailed determination of the components of non-cash dividend, as such components are selected from among those included in Appendix No.1 and indicated in Section 1b) above, will be performed after they have been valued in the following manner:
 - a) The value of sub-elements of the transmission system, as such sub-elements are referred to in Section 1a) and included in Appendix No. 1 hereto, will be computed according to the formula provided for in Appendix No. 3 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A. This formula is presented in Appendix No. 2 to this Resolution.
 - b) The value of rights to capital expenditure made by PGNiG S.A. concerning assets under construction connected with the sub-elements of the transmission system, as such rights are referred to in Section. 1b), will be computed according to the formula provided for in Section 1.4 of Appendix No. 4 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A. This formula is presented in Appendix No. 2 to this Resolution.
3. The detailed specification of the assets comprising the non-cash dividend determined in line with Section 2 above will be made after the calculation of total dividend payable to the State Treasury as at the dividend record date. Then the specification will be subject to approval by way of a resolution of the Extraordinary General Shareholders Meeting convened immediately upon the completion of the process of excluding relevant assets from leased assets and measuring their value, as referred to in Section 2 above.

Par. 2

This Resolution shall take effect as of its adoption date.

Appendix No. 1 to Resolution No. 31/VI/2009 of the Annual General Shareholders Meeting, dated June 23rd 2009 is included in a separate file.

Appendix No. 2 to Resolution No. 31/VI/2009 of the Annual General Shareholders Meeting, dated June 23rd 2009

concerning: formula for the determination of the value of sub-elements of the transmission system and the value of assets under construction connected with these sub-elements, for the purposes of distribution of non-cash dividend to the State Treasury.

1. The value of sub-elements of the transmission system will be measured as at the non-cash dividend distribution date, that is October 2nd 2009, according to the formula provided for in Appendix No. 3 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A.

The formula and procedure for the determination of value of each sub-element, for the purposes of the distribution of non-cash dividend, will be as follows: the value of a given sub-element will be equal to the aggregate principal amount of lease instalments which have not been paid by October 2nd 2009 plus the acquisition price, as such instalments are determined under the Operating Lease Agreement concluded on July 6th 2005

between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A. and according to the definition of parameter V_m , as such is specified in Appendix No. 3 to the Operating Lease Agreement with respect to the components of a given sub-element of the transmission system.

2. The value of assets under construction connected with the transmission system and disclosed in the accounting books of PGNiG S.A. will be determined as at the dividend distribution date, that is October 2nd 2009, according to the formula provided for in Section 1.4 of Appendix No. 4 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A., that is on the same rules on which such assets were included in the Operating Lease Agreement upon the completion of the construction of those assets.

The formula for the computation of value of each asset under construction, adapted for the purposes of measurement of assets under construction and payment of non-cash dividend will be as follows:

$$V_i = I + R$$

Where:

V_i stands for the value of a given asset under construction;

I stands for the value of PGNiG S.A.'s expenditure being the aggregate of all documented expenditure incurred by PGNiG S.A. on the production or purchase of a given asset under construction (by the dividend record date, that is August 26th 2009), net of financial expenditure incurred by PGNiG S.A.;

R stands for the interest on capital employed by PGNiG S.A. with respect to the investment project providing for the construction of the given asset under construction, over the entire period of project execution, since the date of the first expenditure incurred by PGNiG S.A. and documented by an external document until the date on which such asset is distributed as non-cash dividend, that is October 2nd 2009; the interest will be computed according to the following formula:

$$R = (I_1 * (\sqrt[360]{1+r_1} - 1) + (I_2 * (\sqrt[360]{1+r_2} - 1) + \\ + (I_3 * (\sqrt[360]{1+r_{31}} - 1) + \dots + (I_n * (\sqrt[360]{1+r_n} - 1)$$

where:

$I_{1,2,3,\dots,n}$ stands for accumulated expenditure incurred by PGNiG S.A. on the given asset under construction since the date of the first expenditure incurred by PGNiG S.A. and documented by external invoices or bills until the day 2,3,..., n, respectively, n being the date on which such asset is distributed as non-cash dividend, that is October 2nd 2009;

$r_{1,2,3,\dots,n}$ stands for the interest rate applicable to capital employed by PGNiG S.A., determined as the average weekly WIBOR 3M rate for the last week of the month directly preceding the month for which

the interest accrues, plus a margin of 2.5% (two and a half per cent), and for the period from August 1st 2009 until the date on which such asset is distributed as non-cash dividend, that is October 2nd 2009, determined as the average weekly WIBOR 3M rate for the last week of June 2009.