



Polish Oil and Gas Company (PGNiG SA)
Head Office

**Resolutions passed by the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA on April 29th 2010**

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG") hereby releases resolutions passed by the Annual General Shareholders Meeting of PGNiG on April 29th, 2010.

Resolution No. 1/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: election of the Chairman of the Annual General Shareholders Meeting of PGNiG SA.

§ 1

Acting pursuant to Art. 409.1 of the Commercial Companies Code, Par. 50 of the Company's Articles of Association and Par. 7.3 of the Constitution of General Meeting the General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA hereby appointed Mrs Iwona Pasierbiak as the Chairman of the Annual General Meeting.

§ 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,386,506,939	74.35 %

Total number of valid votes	4,386,506,939
including votes: for	4,386,506,929
against	5
abstaining	5

Resolution No. 2/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: Adoption of the agenda of the Annual General Shareholders Meeting.

§ 1

Annual General Shareholders Meeting of PGNiG SA decides to adopt the following agenda of the Annual General Shareholders Meeting:

1. Opening of the Meeting,
2. Election of the Chairman of the Meeting,
3. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions,
4. Adoption of the agenda of the Meeting,
5. Preparation of the attendance list,
6. Adoption of a resolution concerning consideration and approval of the 2009 financial statements of PGNiG SA prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2009,
7. Adoption of a resolution concerning consideration and approval of the 2009 consolidated financial statements of the PGNiG Group prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the operations of the PGNiG Group in 2009,
8. Adoption of a resolution acknowledging the discharge of duties by the members of the Management Board of PGNiG in 2009,
9. Adoption of a resolution acknowledging the discharge of duties by the members of the Supervisory Board of PGNiG in 2009,
10. Adoption of a resolution on the distribution of profit for the financial year 2009, allocation of retained earnings, and on setting the dividend record date and the dividend payment date,
11. Adoption of a resolution on the determination of assets to be provided as non-cash dividend and definition of the method of their valuation,
12. Adoption of the resolution on the use of capital reserves designated as "Central Restructuring Fund" for one-off payments (redundancy payments) to 23 former employees of PNiG Kraków Sp. z o.o. of Kraków,
13. Miscellaneous,
14. Closing of the Annual General Shareholders Meeting.

§ 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,942,236
against	0
abstaining	0

Resolution No. 3/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: examination and approval of PGNiG SA's financial statements for 2009 prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2009.

§ 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 SA hereby resolves to approve:

1. PGNiG SA's financial statements prepared in accordance with the International Financial Reporting Standards for the financial year January 1st – December 31st 2009, comprising:
 - Income statement for the period January 1st – December 31st 2009, showing a net profit of PLN 665,874,189.24,
 - Comprehensive statement for the period January 1st – December 31st 2009, showing comprehensive income of PLN 689,330,816.43,
 - Balance sheet statement as at December 31st 2009, showing a balance-sheet total of PLN 24,183,549,286.46,
 - Cash-flow statement for the period January 1st – December 31st 2009, showing a net decrease in cash of PLN 382,930,313.09,
 - Statement of changes in equity for the period January 1st – December 31st 2009, showing a increase in equity of PLN 158,330,816.43,
 - Supplementary information.
2. Directors' Report on the Company's operations in 2009.

§ 2

The financial statements and Directors' report referred to above are attached to this Resolution as appendices.

§ 3

This Resolution shall take effect as of its adoption date.

Attachments:

1. PGNiG SA Financial Statement for the year ended December 31st 2009,
2. PGNiG SA Directors' Report on the PGNiG's operations in 2009.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 4/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: adoption of a resolution concerning consideration and approval of the 2009 consolidated financial statements of the PGNiG Group prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the operations of the PGNiG Group in 2009.

§ 1

Acting pursuant to Par. 56.1.2 of the Company's Articles of Association, the General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA hereby resolves to approve:

2. The PGNiG Group's consolidated financial statements prepared in accordance with the International Financial Reporting Standards for the financial year January 1st – December 31st 2009, comprising:
 - Income statement for the period January 1st – December 31st 2009, showing a net profit of PLN 1,203,606 thousand,
 - Comprehensive statement for the period January 1st – December 31st 2009, showing comprehensive income of PLN 1,217,327 thousand,
 - Balance sheet statement as at December 31st 2009, showing a balance-sheet total of PLN 31,082,170 thousand,
 - Cash-flow statement for the period January 1st – December 31st 2009, showing a net decrease in cash of PLN 224,547 thousand,
 - Statement of changes in equity for the period January 1st – December 31st 2009, showing a increase in equity of PLN 686,123 thousand,
 - Supplementary information.
3. Directors' Report on the Company's operations in 2009.

§ 2

The financial statements and Directors' report referred to above are attached to this Resolution as appendices.

§ 3

This Resolution shall take effect as of its adoption date.

Attachments:

1. PGNiG Group Financial Statement for the year ended December 31st 2009,
2. PGNiG SA Directors' Report on the PGNiG Group's operations in 2009.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 5/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Michał Szubski, President of the Management Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Michał Szubski, President of the Management Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 6/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Mirosław Dobrut, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Mirosław Dobrut, Vice-President of the Management Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 7/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Radosław Dudziński, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Radosław Dudziński, Vice-President of the Management Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 8/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Sławomir Hinc, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Sławomir Hinc, Vice-President of the Management Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 9/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Mirosław Szkałuba, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Mirosław Szkałuba, Vice-President of the Management Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 10/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Waldemar Wójcik, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Waldemar Wójcik, Vice-President of the Management Board of PGNiG SA from January 28th to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 11/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Grzegorz Banaszek, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Grzegorz Banaszek, Member of the Supervisory Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 12/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Ms Agnieszka Chmielarz, Member of the Supervisory Board of PGNiG SA, in respect of her duties in the financial year 2009.

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 SA hereby grants discharge to Ms Agnieszka Chmielarz, Member of the Supervisory Board of PGNiG SA from January 1st to December 31st 2009, in respect of her duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 13/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Maciej Kaliski, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Maciej Kaliski, Member of the Supervisory Board of PGNiG SA from January 1st to June 16th 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 14/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Marek Karabula, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Marek Karabula, Member of the Supervisory Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 15/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Mieczysław Kawecki, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Mieczysław Kawecki, Secretary of the Supervisory Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 16/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Marcin Moryń, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Marcin Moryń, Deputy Chairman of the Supervisory Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 17/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Mieczysław Puławski, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Mieczysław Puławski, Member of the Supervisory Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 18/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Mr Stanisław Rychlicki, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2009.

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 SA hereby grants discharge to Mr Stanisław Rychlicki, Chairman of the Supervisory Board of PGNiG SA from January 1st to December 31st 2009, in respect of his duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 19/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: granting discharge to Ms Jolanta Siergiej, Member of the Supervisory Board of PGNiG SA, in respect of her duties in the financial year 2009.

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 SA hereby grants discharge to Ms Jolanta Siergiej, Member of the Supervisory Board of PGNiG SA from January 1st to December 31st 2009, in respect of her duties in the financial year 2009.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62,800

Resolution No. 20/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: distribution of profit for the financial year 2009, allocation of retained earnings, and on setting the dividend record date and the dividend payment date,

§ 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 SA hereby resolves to:

1. distribute the net profit for the financial year 2009, of PLN 665,874,189.24, in the following manner:
 - a. PLN 117,334,427.63 will be allocated to the Company's statutory reserve funds,
 - b. PLN 472,000,000 will be allocated to payment of dividend (PLN 0.08 per share), including:
PLN 339,999,999.92 to payment of non-cash dividend to the State Treasury; the assets to be transferred 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 339,999,999.92;
 - c. PLN 8,925,000 will increase the Company's Social Benefits Fund;
 - d. PLN 54,614,761.61 will be allocated to bonuses for employees;
 - e. PLN 13,000,000.00 will increase the capital reserve designated as "Central Restructuring Fund".
2. allocate retained earnings of PLN 53,569,313.34 to the Company's statutory reserve funds.

§ 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 SA hereby resolves to:

1. set the dividend record date as July 27th 2010,
2. set the dividend payment date as October 4th 2010.

§ 3

The resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,942,036
against	0
abstaining	0

Resolution No. 21/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

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 and Par. 63.7 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby resolves as follows:

1. dividend attributable to the State Treasury will be collected by the shareholder in the non-cash form, in the maximum amount due to the shareholder in respect of its shareholding, provided that the dividend may not exceed PLN 339,999,999.92. The dividend will be collected in the following form:
 - a) sub-systems of the transmission system disclosed as assets in the accounting books of PGNiG SA, described in detail in Appendix No. 1 to this Resolution;
 - b) rights to capital expenditure made by PGNiG SA on assets under construction connected with the sub-systems of the transmission system disclosed in the accounting books of PGNiG SA, described in detail in Appendix No. 2 to this Resolution;
 - with a proviso that an additional cash payment will be made 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 and determined as at the dividend record date,
 - PGNiG SA no longer holds the right to dispose of the above assets on the date on which dividend is actually distributed.
2. The value of the assets described in detail in Appendix No. 1 and of the rights to capital expenditure described in detail in Appendix No. 2, which are components of the non-cash dividend, have been valued in the following manner:
 - i. The value of sub-systems of the transmission system, as such sub-systems are referred to in Section 1a) of this Resolution and included in Appendix No. 1 hereto, has been computed according to the formula provided for in Appendix No. 3 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG SA and Operator Gazociągów Przesyłowych GAZ-SYSTEM SA. The formula is presented in Appendix No. 3 to this Resolution.

- ii. The value of rights to capital expenditure made by PGNiG SA on assets under construction connected with the sub-systems of the transmission system, as such rights are referred to in Section. 1b) of this Resolution, have been 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 SA and Operator Gazociągów Przesyłowych GAZ-SYSTEM SA. The formula is presented in Appendix No. 3 to this Resolution.

Par. 2

1. The Annual General Shareholders Meeting of PGNiG SA hereby approves the disposal of tangible assets, including property and perpetual usufruct right, with a value in excess of the PLN equivalent of EUR 1,000,000, specified in Appendices Nos. 1 and 2 to this Resolution, which are to be transferred as non-cash dividend.
2. The Annual General Shareholders Meeting of PGNiG SA resolves that the difference between the total amount of dividend payable to the State Treasury as at the dividend record date, that is July 27th 2010, and the amount of non-cash dividend specified in Par. 1.1 above will be collected by the shareholder in cash.

Par. 3

The Resolution shall take effect as of its adoption date.

Enclosures:

1. assets carried in the books of PGNiG SA,
2. tangible assets under construction, related to sub-systems of the transmission system, carried in the books of PGNiG SA,
3. formula for calculation of the value of sub-systems of the transmission system.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,942,036
against	0
abstaining	0

Resolution No. 22/IV/2010
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 29th 2010

concerning: use of capital reserves designated as “Central Restructuring Fund” for one-off payments (redundancy payments) to 23 former employees of PNiG Kraków Sp. z o.o. of Kraków.

Acting pursuant to Par. 56.3.9 of the Company’s Articles of Association, and based on the positive opinion of PGNiG’s Supervisory Board, expressed in Resolution No. 12/V/2010 of March 10th, 2010, the General Shareholders Meeting hereby resolves as follows:

Par. 1

The General Shareholders Meeting of PGNiG SA resolves to use an amount of PLN 1,070,002 from the capital reserve designated as “Central Restructuring Fund” for one-off payments (redundancy payments) to 23 former employees of PNiG Kraków Sp. z o.o. of Kraków, who were affected by the Employment Streamlining Plan in 2009.

Par. 2

This Resolution takes effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA’s share capital represented by the shares on which valid votes were cast
4,387,942,036	74.37 %

Total number of valid votes	4,387,942,036
including votes: for	4,387,879,236
against	0
abstaining	62 800