



Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, October 19th 2015

**Resolutions adopted by the Extraordinary General Meeting of PGNiG SA  
convened for October 19th 2015**

Current Report No. 70/2015

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing resolutions adopted by the Extraordinary General Meeting of PGNiG convened for October 19th 2015.

**RESOLUTION No. 1/X/2015**  
**of the Extraordinary General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated October 19th 2015**

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

Section 1

The Extraordinary 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. Preparation of the attendance list
4. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions
5. Approval of the agenda
6. Adoption of a resolution approving the disposal of shares in NYSAGAZ Sp. z o.o. of Wrocław and defining the procedure for and terms of selling the shares
7. Adoption of a resolution approving the disposal of shares in ZRUG Sp. z o.o. of Poznań and defining the procedure for and terms of selling the shares
8. Adoption of resolutions on changes in the composition of the PGNiG Supervisory Board at the request of the shareholder State Treasury under Art. 400.1 of the Commercial Companies Code
9. 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	4,739,129,494
Percentage of share capital represented by the shares on which valid votes were cast	80.32%
Total number of valid votes	4,739,129,494
including votes:	
in favour	4,739,129,494
against	0
abstentions	0

**RESOLUTION No. 2/X/2015**  
**of the Extraordinary General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated October 19th 2015**

concerning: approval of the disposal of shares in NYSAGAZ Sp. z o.o. of Wrocław and definition of the procedure and terms for selling the shares

Acting on the basis of Article 56.6.3 of the Articles of Association of Polskie Górnictwo Naftowe i Gazownictwo SA and Section 27.1 of the Regulation of the Council of Ministers on the manner of and procedure for holding auctions for sale of non-current assets by a company established as a result of commercialisation, dated February 13th 2007 (Dz.U. of 2007, No. 27, item 177, as amended), taking into consideration the opinion of the PGNiG Supervisory Board expressed in Resolution No. 76/VII/2015. of October 12th, 2015 with regard to the Management Board's proposal contained in Resolution No. 400/2015 of September 15th, 2015, the Extraordinary General Meeting resolves as follows:

Section 1.

The Extraordinary General Meeting of PGNiG SA approves the disposal of the 65,490 shares in NYSAGAZ Sp. z o.o. of Wrocław held by PGNiG SA.

Section 2.

The Extraordinary General Meeting of PGNiG SA defines the following procedure for and terms of selling the 65,490 shares in NYSAGAZ Sp. z o.o. of Wrocław held by PGNiG SA:

- a) sale procedure – sale without holding a public auction, by way of accepting the offer to purchase the 65,490 shares in NYSAGAZ Sp. z o.o. held by PGNiG SA, made by subsidiary PGNiG Termika S.A. of Warsaw;
- b) terms of sale – the 65,490 shares shall be sold for PLN 3,046,503.61, payable in three instalments: first instalment, of PLN 2,152,718.59, shall be paid by December 31st 2015; the second instalment, of PLN 446,892.51 – by December 31st 2016; and third instalment, of PLN 446,892.51 – by December 31st 2017.

Section 3.

This Resolution shall come into force as of its date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4,739,129,494
Percentage of share capital represented by the shares on which valid votes were cast	80.32%
Total number of valid votes	4,739,129,494
including votes:	
in favour	4,739,129,494
against	0
abstentions	0

**RESOLUTION No. 3/X/2015**  
**of the Extraordinary General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated October 19th 2015**

concerning: approval of the disposal of shares in ZRUG Sp. z o.o. of Poznań and definition of the procedure for and terms of selling the shares

Acting on the basis of Article 56.6.3 of the Articles of Association of Polskie Górnictwo Naftowe i Gazownictwo SA and Section 27.1 of the Regulation of the Council of Ministers on the manner of and procedure for holding auctions for sale of non-current assets by a company established as a result of commercialisation, dated February 13th 2007 (Dz.U. of 2007, No. 27, item 177, as amended), taking into consideration the opinion of the PGNiG Supervisory Board expressed in Resolution No. 75/VII/2015 of October 12th, 2015 with regard to the Management Board's proposal contained in Resolution No. 401/2015 of September 15th, 2015, the Extraordinary General Meeting resolves as follows:

Section 1.

The Extraordinary General Meeting of PGNiG SA approves the disposal of the 2,525 shares in ZRUG Sp. z o.o. of Poznań held by PGNiG SA.

Section 2.

The Extraordinary General Meeting of PGNiG SA defines the following procedure and terms for selling the 2,525 shares in ZRUG Sp. z o.o. of Poznań, held by PGNiG SA:

- 1) Sale procedure – sale without holding a public auction, by accepting the offer to purchase shares held by PGNiG SA, made by Mr Hans Helmut Jaeger, the majority shareholder holding 58.20% of the total vote at the general meeting of ZRUG Sp. z o.o.,
- 2) terms of sale – the 2,525 shares shall be sold for an aggregate amount of PLN 5,000,000 (PLN 1,980.19 per share).

Section 3.

This Resolution shall come into force as of its date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4,739,129,494
Percentage of share capital represented by the shares on which valid votes were cast	80.32%
Total number of valid votes	4,739,129,494
including votes:     in favour	4,624,129,494
against	0
abstentions	115,000,000

**RESOLUTION No. 4/X/2015**  
**of the Extraordinary General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated October 19th 2015**

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 Extraordinary General Meeting of PGNiG SA hereby resolves as follows:

Section 1

Ms Agnieszka Woś is hereby removed from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Section 2

This Resolution shall be effective as of its date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4,739,129,494
Percentage of share capital represented by the shares on which valid votes were cast	80.32%
Total number of valid votes	4,739,129,494
including votes:    in favour	4,262,247,177
against	266,891,334
abstentions	209,990,983

**RESOLUTION No. 5/X/2015**  
**of the Extraordinary General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated October 19th 2015**

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 Extraordinary General Meeting of PGNiG SA hereby resolves as follows:

Section 1

Mr Grzegorz Nakonieczny is hereby appointed to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Section 2

This Resolution shall be effective as of its date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4,739,129,494
Percentage of share capital represented by the shares on which valid votes were cast	80.32%
Total number of valid votes	4,739,129,494
including votes:    in favour	4,262,247,177
against	266,891,334
abstentions	209,990,983