



Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, March 25th 2015

**Addition to draft resolutions for the Annual General Meeting of PGNiG SA  
convened for April 16th 2015**

Current Report No. 23/2015

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG" or the "Company") presents the texts of draft resolutions included in the agenda of the Annual General Meeting of PGNiG convened for April 16th 2015 at the request of a shareholder, the State Treasury, submitted under Art. 401 of the Commercial Companies Code.

The proposed draft resolutions are in addition to the draft resolutions presented by the Company on March 10th 2015 in Current Report No. 17/2015.

**Resolution No. \_\_\_\_**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

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 35.1 read as follows: "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 State Treasury, acting in consultation with the minister competent for economy, shall have the right to appoint and remove one member of the Supervisory Board."

Article 35.1 shall read as follows: „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 State Treasury shall have the right to appoint and remove one member of the Supervisory Board.”

**Section 2**

This Resolution shall be effective as of its date.

**FOUNDATIONS**

In connection with the pending certification procedure for the gas transmission system operator, under Directive 2009/73/EC of the European Parliament and of the Council of July 13th 2009 and the Energy Law of April 10th 1997 (Dz.U. of 2012, item 1059, as amended), the President of the Energy Regulatory Office requested the Minister of State Treasury to act on the European Commission's recommendation and amend the Articles of Association of PGNiG S.A. by removing the Minister of Economy's right to

approve a candidate for a member of the Company's Supervisory Board appointed and removed by the Minister of State Treasury under Art. 35.1 of the Articles of Association of PGNiG S.A. In reference to the existing situation, the European Commission has stated that it “believes it is necessary to avoid such links between ministries, so as to guarantee complete separation of public authorities”. Taking into consideration the European Commission's position and the President of the Energy Regulatory Office's request, the Minister of State Treasury, acting as a shareholder of PGNiG S.A., submits the request referred to above in order to amend the Company's Articles of Association accordingly.

**Resolution No. \_\_\_\_**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 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 Art. 56.2.1 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby resolves as follows:

**Section 1**

Mr/Mrs .....shall be appointed as member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

**Section 2**

This Resolution shall take effect as of its adoption date.

**FOUNDATIONS**

Pursuant to the provisions of Art. 35 of PGNiG S.A.'s Articles of Association, its Supervisory Board is composed of five to nine members, appointed by the General Meeting for a common term of three years. The Supervisory Board is currently composed of seven persons. Acting as a shareholder of PGNiG S.A., the Minister of State Treasury hereby submits the above-mentioned request to fill a vacancy on the Supervisory Board.

See also:       Current Report No. 16/2015 of March 10th 2015  
                  Current Report No. 17/2015 of March 10th 2015  
                  Current Report No. 22/2015 of March 25th 2015

Legal basis: Par. 38.1.4 and 38.1.5 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009 (Dz. U. No. 33, item 259).