



Polskie Górnictwo Naftowe i Gazownictwo SA  
Centrala Spółki

Warsaw, March 16th 2015

## **Notice of the Annual General Meeting of PGNiG SA to be held on April 16th 2015**

Current Report No. 16/2015

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Art. 47.1.1 of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw convenes an Annual General Meeting of PGNiG SA pursuant to Art. 402<sup>1</sup>.1 of the Commercial Companies Code, to be held on April 16th 2015, at 12 noon, at the registered office of Polskie Górnictwo Naftowe i Gazownictwo SA in Warsaw, at ul. Marcina Kasprzaka 25.

### 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 2014 and the Directors' Report on the Company's operations in 2014
7. Review and approval of the PGNiG Group's consolidated financial statements for 2014 and the Directors' Report on the Group's operations in 2014
8. Adoption of resolutions to grant discharge to members of the Management Board of PGNiG SA with respect to the performance of their duties in 2014
9. Adoption of resolutions to grant discharge to members of the Supervisory Board of PGNiG SA with respect to the performance of their duties in 2014
10. Adoption of a resolution on allocation of the Company's net profit for 2014 and setting the dividend record date and the dividend payment date
11. Closing of the Meeting

A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be placed on the agenda of the General Meeting. Any such request should be sent to the Company in the Polish language, in writing, or in electronic form to the following e-mail address: [wz@pgnig.pl](mailto:wz@pgnig.pl). The request should contain grounds or a draft resolution concerning the proposed agenda item and should be submitted to the Company's Management Board not later than 21 days before the scheduled date of the General Meeting. The shareholder or shareholders should prove that they are entitled to exercise this right by submitting relevant documents in writing.

Any shareholder or shareholders representing at least one-twentieth of the Company's share capital may, before the date of the General Meeting, submit to the Company draft resolutions concerning items which have been or are to be placed on the General Meeting's agenda, in writing or in electronic form to the email address: [wz@pgnig.pl](mailto:wz@pgnig.pl). Any such draft resolutions should be in the Polish language, in the form of a Word file. The shareholders should prove eligibility to exercise this right by submitting relevant documents in writing.

During the Company's General Meeting, each shareholder may submit draft resolutions for the items on the agenda. Such draft resolutions should be in the Polish language.

Shareholders may participate in the General Meeting in person or by proxy. Pursuant to Art. 412<sup>1</sup>.2 of the Commercial Companies Code, a power of proxy to participate in the General Meeting of a public company and to exercise voting rights should be granted in writing or in electronic form. The power of proxy should be in the Polish language and may be sent to the Company prior to the General Meeting in electronic form, as a PDF file, to the e-mail address: [wz@pgnig.pl](mailto:wz@pgnig.pl).

Given that the Company does not provide for the possibility of participating in the General Meeting by electronic means (including taking the floor at the General Meeting using means of electronic communication) or exercising voting rights by postal ballot or by electronic means, no proxy ballot forms will be published.

Representatives of legal persons should have on them the original or a copy (certified by a notary public) of an excerpt from the relevant register (issued within the last three months), and if their right to represent the legal person does not follow from the relevant register entry – they should have on them written powers of proxy (the original or a copy certified by a notary public) along with the original or a copy (certified by a notary public) of the excerpt from the relevant register which must be valid as at the date of granting the powers of proxy.

While at the General Meeting, all shareholders and proxies should carry a valid identity document.

The record date for participation in the General Meeting is March 31st 2015.

The General Meeting may be attended only by persons who are Company shareholders on the record date, i.e. 16 days prior to the General Meeting.

At the request of a holder of rights under bearer shares in book-entry form, made no earlier than after the date of the notice of the General Meeting and no later than on the first business day following the registration date, the entity keeping the relevant securities account issues a certificate to such holder's name confirming the holder's right to participate in the General Meeting. With respect to shares registered in an omnibus account, a certificate confirming the holder's right to participate in the General Meeting may be made in the Polish or English language, issued by the holder of that omnibus account. Shareholders are advised to collect the certificates and bring them to the General Meeting.

The list of entities entitled to participate in the General Meeting as holders of rights under bearer shares is determined based on a list prepared by Krajowy Depozyt Papierów Wartościowych S.A. (Polish National Depository for Securities) in accordance with the laws governing trading in financial instruments.

Persons entitled to participate in the General Meeting may obtain the full text of documents to be submitted to the General Meeting, along with draft resolutions and comments of the Management and Supervisory Boards, from the Company's registered office.

Also, persons entitled to participate in the General Meeting may obtain copies of proposals concerning all matters placed on the agenda a week before the General Meeting, i.e. starting from April 8th 2015, from the Company's registered office in Warsaw, ul. Marcina Kasprzaka 25, the SCADA building, 2nd floor, room 216 (Governing Bodies Services Division), from 9am to 3pm.

In accordance with Art. 407.1 of the Commercial Companies Code, the list of shareholders entitled to participate in the General Meeting shall be available for inspection at the Company's registered office in Warsaw, ul. Marcina Kasprzaka 25, the SCADA building, for three weekdays prior to the date of the General Meeting, i.e. starting from April 13th 2015.

Information concerning the General Meeting will be available on the Company's website at: [www.pgnig.pl](http://www.pgnig.pl) in the section General Meeting – Information for shareholders.

To ensure that the General Meeting of PGNiG SA proceeds smoothly, the Management Board is requesting all participants to arrive at the meeting about 30 minutes before the scheduled time of its commencement.

Legal basis: Par. 38.1.1 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 of February 28th 2009, item 259).