



Polskie Górnictwo Naftowe i Gazownictwo SA
Centrala Spółki

Warsaw, March 16th 2015

**Draft Resolutions for the Annual General Meeting of PGNiG SA convened for
April 16th 2015**

Current Report No. 17/2015

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing draft resolutions to be submitted to the Annual General Meeting of PGNiG convened for April 16th 2015.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

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

Section 1

The Annual 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. 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.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: review and approval of the financial statements of PGNiG SA for 2014 and the Directors' Report on the Company's operations in 2014.

Section 1

Acting pursuant to Art. 56.1.1 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA resolves to approve:

1. Financial statements of PGNiG SA prepared in accordance with the International Financial Reporting Standards for the financial year from January 1st to December 31st 2014, including:
 - a) statement of profit or loss for the period from January 1st to December 31st 2014, showing net profit of PLN 1,895m,
 - b) statement of comprehensive income for the period from January 1st to December 31st 2014, showing net comprehensive income of PLN 1,696m,
 - c) statement of financial position as at December 31st 2014, showing total assets of PLN 35,356m,
 - d) statement of cash flows for the period from January 1st to December 31st 2014, showing a net increase in cash of PLN 12m,
 - e) statement of changes in equity for the period from January 1st to December 31st 2014, showing an increase in equity of PLN 811m,
 - f) notes to the financial statements.
2. Directors' Report on the Company's operations in 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: review and approval of the PGNiG Group's consolidated financial statements for 2014 and the Directors' Report on the Group's operations in 2014.

Section 1

Acting pursuant to Art. 56.2.2 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA resolves to approve:

1. Consolidated financial statements of the PGNiG Group prepared in accordance with the International Financial Reporting Standards for the financial year from January 1st to December 31st 2014, including:
 - a) consolidated statement of profit or loss for the period from January 1st to December 31st 2014, showing net profit of PLN 2,822m,
 - b) consolidated statement of comprehensive income for the period from January 1st to December 31st 2014, showing net comprehensive income of PLN 2,601m,
 - c) consolidated statement of financial position as at December 31st 2014, showing total assets of PLN 48,926m,
 - d) consolidated statement of cash flows for the period from January 1st to December 31st 2014, showing a net increase in cash of PLN 130m,
 - e) consolidated statement of changes in equity for the period from January 1st to December 31st 2014, showing an increase in equity of PLN 1,716m,
 - f) notes to the financial statements.
2. Directors' Report on the operations of the PGNiG Group in 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Mariusz Zawisza, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Mariusz Zawisza, President of PGNiG SA Management Board from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Jarosław Bauc, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Jarosław Bauc, Vice-President of the PGNiG Management Board for Finance from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Zbigniew Skrzypkiewicz, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Zbigniew Skrzypkiewicz, Vice-President of the PGNiG Management Board for Exploration and Production from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Waldemar Wójcik, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Waldemar Wójcik, Vice-President of the PGNiG Management Board from April 3rd to December 31st 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Jerzy Kurella, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Jerzy Kurella, Vice-President of the PGNiG Management Board for Trade from January 1st to December 29th 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Andrzej Parafianowicz, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Andrzej Parafianowicz, Vice-President of the PGNiG Management Board for Corporate Affairs from January 1st to August 7th 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Wojciech Chmielewski, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Wojciech Chmielewski, Chairman of the PGNiG Supervisory Board from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Ms Agnieszka Woś, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Ms Agnieszka Woś, Deputy Chairperson of the PGNiG Supervisory Board from May 15th to December 31st 2014, with respect to the performance of her duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Ms Magdalena Zegarska, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Ms Magdalena Zegarska, Secretary of the PGNiG Supervisory Board from May 15th to December 31st 2014, with respect to the performance of her duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Ryszard Wąsowicz, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Ryszard Wąsowicz, Member of the PGNiG Supervisory Board from May 15th to December 31st 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Janusz Pilitowski, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Janusz Pilitowski, Member of the PGNiG Supervisory Board from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Sławomir Borowiec, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Sławomir Borowiec, Member of the PGNiG Supervisory Board from May 15th to December 31st 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Andrzej Janiak, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Andrzej Janiak, Member of the PGNiG Supervisory Board from March 26th to December 31st 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Bogusław Nadolnik, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Bogusław Nadolnik, Member of the PGNiG Supervisory Board from May 15th to November 6th 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Marcin Moryń, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Marcin Moryń, Deputy Chairperson of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Mieczysław Kawecki, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Mieczysław Kawecki, Secretary of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Mr Józef Głowacki, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Józef Głowacki, Member of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of his duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Ms Agnieszka Chmielarz, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Ms Agnieszka Chmielarz, Member of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of her duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Ms Ewa Sibrecht-Ośka, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Ms Ewa Sibrecht-Ośka, Member of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of her duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Ms Jolanta Siergiej, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Ms Jolanta Siergiej, Member of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of her duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: granting discharge to Ms Agnieszka Trzaskalska, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Ms Agnieszka Trzaskalska, Member of the PGNiG Supervisory Board from May 15th to July 30th 2014, with respect to the performance of her duties in the financial year 2014.

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Annual General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated April 16th 2015

concerning: allocation of the Company's net profit for 2014 and setting the dividend record date and the dividend payment date.

Section 1

Acting pursuant to Art. 395.2.2 and Art. 348.3 of the Commercial Companies Code, and pursuant to Art. 56.1.3 and 56.1.4 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby resolves:

1. To allocate the net profit of PGNiG SA for 2014 of PLN 1,894,893,687.16 as follows:
 - a) PLN 944,000,000.00 shall be distributed to the Company's shareholders as dividend (PLN 0.16 per share),
 - b) PLN 950,893,687.16 shall be transferred to the Company's statutory reserve funds.
2. To set the dividend record date for July 15th 2015.
3. To set the dividend payment date for August 4th 2015.

Section 2

This Resolution shall come into force as of its date.

Legal basis: Par. 38.1.3 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).