



Polskie Górnictwo Naftowe i Gazownictwo SA  
Centrala Spółki

Warsaw, February 26th 2014

**Draft resolutions for the  
Extraordinary General Meeting of PGNiG SA convened for March 26th 2014**

Current Report No. 23 /2014

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or "the Company") is publishing draft resolutions to be submitted to the Extraordinary General Meeting of PGNiG convened for March 26th 2014.

**Resolution No. \_\_\_\_**  
**of the Extraordinary General Meeting of**  
**Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated March 26th 2014**

concerning adoption of the agenda of 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 on changes in the composition of the PGNiG Supervisory Board,
7. Closing of the Meeting.

Section 2

This Resolution shall be effective as of its date.

**Resolution No. \_\_\_\_**  
**of the Extraordinary General Meeting of**  
**Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated March 26th 2014**

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 in conjunction with Art. 36.1 of the Company's Articles of Association, the Extraordinary General Meeting of PGNiG SA hereby resolves as follows:

Section 1

Mr/Ms ..... is hereby appointed as member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

This Resolution shall be effective as of its date.

**GROUND**

Acting under Art. 399.1 of the Commercial Companies Code and Art. 47.1 in conjunction with Art. 36.1 of the Company's Articles of Association, and in light of Art. 594.2 of the Commercial Companies Code, the Management Board puts forward a proposal for a change to the composition of the PGNiG Supervisory Board for consideration by the Extraordinary General Meeting.

Under Art. 36 of the Company's Articles of Association, one member of the Supervisory Board appointed by the General Meeting should satisfy the criteria of independence.

On December 30th 2013, Mr Zbigniew Skrzypkiewicz, a member of the PGNiG Supervisory Board who satisfied the independence criteria, as defined by the Commission Recommendation of February 15th 2005 on the role of non-executive or supervisory directors of listed companies and the committees of the (supervisory) board (2005/162/EC), with due regard to the provisions of the Code of Best Practices for WSE-Listed Companies, resigned from his position on the Supervisory Board.

In light of Art. 594.2 of the Commercial Companies Code, a General Meeting with an agenda including changes to the Supervisory Board should be held no later than three months after Mr Skrzypkiewicz's resignation.

Furthermore, in accordance with Art. 36.3 of the Articles of Association, candidates for the position of the Supervisory Board member satisfying the independence criteria may be nominated by shareholders present at the General Meeting whose agenda includes election of the independent member. Nominations are submitted in writing to the Chairperson of the General Meeting along with a written representation by a given candidate to the effect that the candidate agrees to stand for the election and satisfies the independence criteria.

Accordingly, the Management Board of PGNiG SA requests that the General Meeting consider the proposal and appoint an independent member to the Company's Supervisory Board.

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).