



Polskie Górnictwo Naftowe i Gazownictwo SA  
Centrala Spółki

Warsaw, February 26th 2014

### **Extraordinary General Meeting of PGNiG SA convened for March 26th 2014**

Current Report No. 22/2014

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Art. 47.1.1 in conjunction with Art. 36.1 of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw convenes an Extraordinary General Meeting of PGNiG SA, under Art. 402<sup>1</sup>.1 of the Commercial Companies Code, to be held on March 26th 2014 at 12 noon at the registered office of Polskie Górnictwo Naftowe i Gazownictwo S.A., at ul. Marcina Kasprzaka 25, in Warsaw, Poland.

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.

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 Management Board no later than 21 days before the planned date of the General Meeting. The shareholder or shareholders should prove their entitlement to exercise this right by presenting relevant documents in written form.

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 e-mail 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 their entitlement to exercise this right by presenting relevant documents in written form.

During the General Meeting, each shareholder may submit draft resolutions with respect to items placed 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 ballot forms for voting through a proxy 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 a written power 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 power 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 10th 2014.

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 person entitled to participate in the General Meeting as a holder of rights under book-entry bearer shares, submitted not earlier than after the General Meeting is announced and not later than on the first business day following the record date for participation in the General Meeting, the entity maintaining a relevant securities account will issue 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 prepared in Polish or English, and issued by the omnibus account holder. It is

recommended that shareholders collect their certificates and bring them along to the General Meeting.

The list of persons entitled to participate in the General Meeting as holders of rights under bearer shares is determined by the Company based on a list prepared by Krajowy Depozyt Papierów Wartościowych S.A. (Polish National Depository for Securities), in accordance with the provisions of the Act on 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 March 18th 2014, 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 will 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 March 21st 2014.

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 S.A. 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).