



Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, August 6th 2013

### **Extraordinary General Meeting of PGNiG SA convened for September 5th 2013**

Current Report No. 133/2013

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Article 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 Extraordinary General Meeting of PGNiG SA, under Art. 402<sup>1</sup>.1 of the Commercial Companies Code, to be held on September 5th 2013, at 12 noon, at the registered office of Polskie Górnictwo Naftowe i Gazownictwo S.A., in Warsaw, at ul. Marcina Kasprzaka 25.

Agenda:

1. Opening of the Meeting,
2. Appointment of the Chair 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 concerning amendments to the Company's Articles of Association,
7. Closing of the Meeting.

Pursuant to Art. 402.2 of the Commercial Companies Code, the PGNiG Management Board presents below the proposed amendments to the Company's Articles of Association:

- 1. in Article 6, item 72 shall read as follows: "72) activities of insurance agents and brokers,"**

Current wording:

72) engineering activities and related technical consultancy,

**2. Article 27.1 shall read as follows: "1. The Supervisory Board shall order the election of a candidate for the position of the Management Board member elected by the Company's employees for the next term of office at least three months before the end of the existing term of office, and shall set the date on which such election should take place."**

Current wording:

"1. The Supervisory Board shall order the election of a candidate for the position of the Management Board member elected by the Company's employees for the next term of office within two months from the end of the last full financial year during such member's mandate. Such election should be held within two months from the date on which it is ordered by the Supervisory Board."

**3. Article 64.3 shall be deleted.**

Current wording:

"3. Within 15 days from the date of approval of the Company's financial statements by the General Meeting, the Company's Management Board shall submit documents referred to in Article 70 of the Accountancy Act of September 29th 1994 (Dz. U. of 2009, No. 152, item 1223, as amended) for publication in Monitor Polski B."

**4. Article 67.2 shall read as follows: "2) shareholders acting together with shareholders referred to in Article 67.1 above under agreements concerning joint exercise of voting rights."**

Current wording:

"2) shareholders acting together with shareholders referred to in Article 67.1 above under agreements concerning joint exercise of voting rights. In Article 66.3.4 the year, number and item in the relevant Dziennik Ustaw (Journal of Laws) shall read as follows: "(Dz. U. of 2009, No. 185, item 1439)".

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 writing or in the electronic form to the following e-mail address: wz@pgnig.pl; the request should be made in the Polish language and contain justification or draft resolutions concerning the proposed agenda

item. The request should be submitted to the Management Board not later than 21 days before the scheduled 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 shall 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 August 20th 2013.

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.

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 matters placed on the agenda a week before the General Meeting, i.e. starting from August 28th 2013, 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 September 2nd 2013.

Information concerning the General Meeting shall 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.