



Polskie Górnictwo Naftowe i Gazownictwo SA
Centrala Spółki

Warsaw, May 27th 2013

Extraordinary General Meeting of PGNiG SA convened for June 26th 2013

Current Report No. 91/2013

Acting pursuant to Art. 399.1 in conjunction with Art. 395.1 and Art 395.2 of the Commercial Companies Code, and Art. 47.1.1, Art. 55, and Art. 56.1 of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG", the "Company") hereby convenes the Extraordinary General Meeting of PGNiG SA pursuant to Art. 402¹.1 of the Commercial Companies Code, to be held on June 26th 2013, at 12:00 noon, at the registered office of Polskie Górnictwo Naftowe i Gazownictwo SA at ul. Marcina Kasprzaka 25, Warsaw, with the following agenda:

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 Resolutions concerning:
 - the merger of PGNiG S.A. with PGNiG Energia S.A. under Art. 492.1.1 of the Commercial Companies Code (merger through acquisition), including PGNiG S.A.'s resulting acquisition of shares held by PGNiG Energia S.A. in Elektrociepłownia Stalowa Wola S.A. by way of universal succession;
 - approving PGNiG S.A.'s disposal of shares in Elektrociepłownia Stalowa Wola S.A. and PGNiG S.A.'s acquisition of shares in the increased share capital of PGNiG TERMIKA S.A.;
7. Adoption of a Resolution concerning the use of capital reserves designated as "Central Restructuring Fund" for one-off redundancy payments to former employees of Geofizyka Kraków S.A.,
8. Adoption of a Resolution concerning the use of capital reserves designated as "Central Restructuring Fund" for one-off redundancy payments to former employees of PNiG Jasło S.A. (currently: Exalo Drilling S.A. Jasło Branch),
9. 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 in the Polish language 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 contain grounds or draft resolutions concerning the proposed agenda items and should be submitted to the Company's Management Board not 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 the written form.

A shareholder or shareholders representing at least 1/20 of the Company's share capital may, before a General Meeting, submit to the Company in writing, or in the electronic form to the e-mail address wz@pgnig.pl., draft resolutions concerning items which have been or are to be entered on the agenda of the Company's General Meeting. 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 the 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 1.2 of the Commercial Companies Code, a power of proxy allowing to participate in a General Meeting of a public company and to exercise the right of voting must be granted in writing. Powers of proxy 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 (scanned document) to the e-mail address: wz@pgnig.pl.

Given that the Company does not provide for the possibility of participating in the General Meeting by electronic means (including speaking 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 June 10th 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.

Persons entitled to participate in the General Meeting may obtain copies of the Directors' Report on the Company's operations and of the Company's financial statements, as well as a copy of the Supervisory Board's report and the auditor's opinion, no later than 15 days prior to the General Meeting, while copies of recommendations and proposals concerning the other items of the agenda will start to be distributed a week before the General Meeting, i.e. from June 18th 2013, at the Company's registered office in Warsaw, ul. Marcina Kasprzaka 25, the SCADA building, 2nd floor, room 216 Biuro Prezydialne (The Presidium Office), from 8am 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 June 21st 2013.

Information concerning the General Meeting shall be available on the Company's website at: www.pgnig.pl in the section General Meeting – information for shareholders.

In order to make sure that the General Meeting of PGNiG S.A. proceeds smoothly, the Company's Management Board is requesting all participants to arrive at the meeting about one hour before the scheduled time of its commencement.