



Polskie Górnictwo Naftowe i Gazownictwo SA
Centrala Spółki

Warsaw, March 27th 2013

Annual General Meeting of PGNiG SA convened for April 24th 2013

Current Report No. 48/2013

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 Annual General Meeting of PGNiG SA pursuant to Art. 402¹.1 of the Commercial Companies Code, to be held on April 24th 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 General Meeting,
3. Confirmation that the General Meeting has been duly convened and has the capacity to adopt resolutions,
4. Approval of the agenda,
5. Preparation of the attendance list,
6. Examination and approval of PGNiG SA's financial statements for 2012, prepared in accordance with the International Financial Reporting Standards, and of the Directors' Report on the Company's operations in 2012,
7. Examination and approval of the PGNiG Group's consolidated financial statements for 2012, prepared in accordance with the International Financial Reporting Standards, and of the Directors' Report on the Group's operations in 2012,
8. Adoption of resolutions to grant discharge to members of the PGNiG Management Board with respect to the performance of duties in financial year 2012,
9. Adoption of resolutions to grant discharge to members of the PGNiG Supervisory Board with respect to the performance of duties in financial year 2012,

10. Adoption of a resolution on distribution of profit for the financial year 2012, allocation of retained earnings, setting the dividend record date and the dividend payment date,
11. Adoption of a resolution to approve the acquisition by PGNiG SA of shares in the increased share capital of Operator Systemu Magazynowania Sp. z o.o. of Dębogórze as part of the merger of Operator Systemu Magazynowania Sp. z o.o. and Investgas S.A. of Warsaw,
12. Adoption of a resolution to approve the acquisition of shares in the share capital of PGNIG SPV 4 Sp. z o.o. of Warsaw which has been increased in connection with the merger of PGNIG SPV 4 Sp. z o.o. with the following gas distribution companies: Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów, Górnośląska Spółka Gazownictwa Sp. z o.o. of Zabrze, Mazowiecka Spółka Gazownictwa Sp. z o.o. of Warsaw, Wielkopolska Spółka Gazownictwa Sp. z o.o. of Poznań, Pomorska Spółka Gazownictwa Sp. z o.o. of Gdańsk and Dolnośląska Spółka Gazownictwa Sp. z o.o. of Wrocław,
13. Adoption of a resolution to approve the sale by PGNiG SA, through oral bidding (auction), of a non-current asset comprising 36.948 km of DN 500 MOP 8.4 MPa high-pressure gas pipeline between Toruń and Lisewo along with associated infrastructure,
14. Adoption of a resolution to approve the sale by PGNiG SA, through oral bidding (auction), of a real property with an office and commercial building erected thereon, located in the Wola District of the capital city of Warsaw, near Kasprzaka Street and Bema Street, comprising lots No. 6/2 and 64 in cadastral district 6-04-07,
15. 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. 4121.2 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 April 8th 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 April 16th 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 April 19th 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.

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).