



Polskie Górnictwo Naftowe i Gazownictwo SA
Centrala Spółki

Warsaw, March 27th 2013

**Draft Resolutions for the Annual General Meeting of PGNiG SA
convened for April 24th 2013**

Current Report No. 49/2013

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing draft resolutions to be submitted to the Annual General Meeting of PGNiG convened for April 24th 2013.

**Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013**

concerning: adoption of the agenda of the Annual General Meeting of PGNiG SA
Section 1

The Annual General Meeting of PGNiG SA resolves to adopt the following 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 the members of the PGNiG Management Board in respect of the performance of duties in financial year 2012,
9. Adoption of resolutions to grant discharge to the members of the PGNiG Supervisory Board in respect of 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 SPV4 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, in an oral bidding procedure (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, in an oral bidding procedure (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.

Section 2

This Resolution shall be effective as of its date.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: examination and approval of PGNiG SA's financial statements for 2012 and of the Directors' Report on the Company's operations in 2012

Section 1

Acting pursuant to Par. 56.1.1 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. hereby resolves to approve:

1. PGNiG SA's financial statements prepared in accordance with the International Financial Reporting Standards for the financial year January 1st–December 31st 2012, comprising:
 - Income statement for the period January 1st–December 31st 2012, showing a net profit of PLN 1,918m,
 - Statement of comprehensive income for the period January 1st–December 31st 2012, showing comprehensive income of PLN 1,707m;
 - Statement of financial position as at December 31st 2012, showing total assets of PLN 36,641m;
 - Statement of cash flows for the period January 1st–December 31st 2012, showing a net increase in cash of PLN 99m;
 - Statement of changes in equity for the period January 1st–December 31st 2012, showing an increase in equity of PLN 1,707m,
 - Supplementary information.

2. Directors' Report on the Company's operations in 2012.

Section 2

This resolution shall be effective as of its date.

Grounds:

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 22.2.10 in conjunction with Par. 56.1.1 of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw requests for examination and approval by the General Meeting of the Company's financial

statements for 2012 prepared in accordance with the International Financial Reporting Standards and the Directors' Report on the Company's operations in 2012.

The financial statements for 2012 prepared in accordance with the International Financial Reporting Standards and the Directors' Report on the Company's operations in 2012 were approved by the Company's Management Board by way of Resolution No. 178/2013 on March 15th 2013.

On March 27th 2013, the Supervisory Board passed Resolution No. 46/VI/2013, whereby it issued a positive opinion on the financial statements and the Directors' Report submitted by the Management Board, and confirmed that they were consistent with the books of account and with facts.

**Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013**

concerning: 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

Section 1

Acting pursuant to Par. 56.2.2 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA hereby resolves to approve:

1. The PGNiG Group's consolidated financial statements prepared in accordance with the International Financial Reporting Standards for the financial year January 1st–December 31st 2012, comprising:
 - Consolidated income statement for the period January 1st–December 31st 2012, showing net profit of PLN 2,234m,
 - Consolidated statement of comprehensive income for the period January 1st–December 31st 2012, showing comprehensive income of PLN 2,030m;
 - Consolidated statement of financial position as at December 31st 2012, showing total assets of PLN 47,917m;
 - Consolidated statement of cash flows for the period January 1st–December 31st 2012, showing a net increase in cash of PLN 443m;
 - Consolidated statement of changes in equity for the period January 1st–December 31st 2012, showing an increase in consolidated equity of PLN 2,029m,
 - Supplementary information.

2. Directors' Report on the Group's operations in 2012.

Section 2

This Resolution shall be effective as of its date.

Grounds:

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 22.2.10 in conjunction with Par. 56.2.2 of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw requests for examination and approval by the General Meeting 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.

The PGNiG Group's consolidated financial statements for 2012 prepared in accordance with the International Financial Reporting Standards and the Directors' Report on the Group's operations in 2012 were approved by the Company's Management Board by way of Resolution No. 179/2013 dated March 15th 2013.

On March 27th 2013, the Supervisory Board passed Resolution No. 47/VI/2013, whereby it issued a positive opinion on the financial statements and the Directors' Report submitted by the Management Board, and confirmed that they were consistent with the books of account and with facts.

**Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013**

concerning: granting discharge to Ms Grażyna Piotrowska-Oliwa, President of the PGNiG Management Board, in respect of the performance of her duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Ms Grażyna Piotrowska-Oliwa, President of the PGNiG Management Board from March 19th to December 31st 2012, in respect of the performance of her duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

**Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013**

concerning: granting discharge to Mr Radosław Dudziński, Member of the PGNiG Management Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Radosław Dudziński, Vice-President of the PGNiG Management Board from January 1st to December 31st 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

**Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013**

concerning: granting discharge to Mr Sławomir Hinc, Member of the PGNiG Management Board , in respect of the performance of his duties in the financial year 2012.

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Sławomir Hinc, Vice-President of the PGNiG Management Board from January 1st to December 31st 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Mr Marek Karabuła, Member of the PGNiG Management Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Marek Karabuła, Vice-President of the PGNiG Management Board from January 1st to December 31st 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Mr Mirosław Szkałuba, Member of the PGNiG Management Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Mirosław Szkałuba, Vice-President of the PGNiG Management Board from January 1st to December 31st 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Mr Stanisław Rychlicki, Member of the PGNiG Supervisory Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Stanisław Rychlicki, Chairman of the PGNiG Supervisory Board from January 1st to January 10th 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Mr Wojciech Chmielewski, Member of the PGNiG Supervisory Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Wojciech Chmielewski, Chairman of the PGNiG Supervisory Board from January 12th to December 31st 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Mr Marcin Moryń, Member of the PGNiG Supervisory Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Marcin Moryń, Deputy Chairman of the PGNiG Supervisory Board from January 1st to December 31st 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Mr Mieczysław Kawecki, Member of the PGNiG Supervisory Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Mieczysław Kawecki, Secretary of the PGNiG Supervisory Board from January 1st to December 31st 2012, in respect to his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Mr Grzegorz Banaszek, Member of the PGNiG Supervisory Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Grzegorz Banaszek, Member of the PGNiG Supervisory Board from January 1st to January 12th 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Ms Agnieszka Chmielarz, Member of the PGNiG Supervisory Board, in respect of the performance of her duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Ms Agnieszka Chmielarz, Member of the PGNiG Supervisory Board from January 1st to December 31st 2012, in respect of the performance of her duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Mr Józef Głowacki, Member of the PGNiG Supervisory Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Józef Głowacki, Member of the PGNiG Supervisory Board from January 12th to December 31st 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

**Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013**

concerning: granting discharge to Mr Mieczysław Puławski, Member of the PGNiG Supervisory Board, in respect of the performance of his duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Mieczysław Puławski, Member of the PGNiG Supervisory Board from January 1st to December 31st 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

**Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013**

concerning: granting discharge to Mr Janusz Pilitowski, Member of the PGNiG
Supervisory Board, in respect of the performance of his duties in the
financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Mr Janusz Pilitowski, Member of the PGNiG Supervisory Board from January 12th to December 31st 2012, in respect of the performance of his duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: granting discharge to Ms Jolanta Siergiej, Member of the PGNiG Supervisory Board, in respect of the performance of her duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Ms Jolanta Siergiej, Member of the PGNiG Supervisory Board from January 1st to December 31st 2012, in respect of the performance of her duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

Grounds for all draft resolutions concerning granting of discharge in respect of the performance of duties by members of the Management Board and the Supervisory Board in 2012 are given in the last draft resolution concerning this matter.

**Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013**

concerning: granting discharge to Ms Ewa Sibrecht-Ośka, Member of the PGNiG Supervisory Board, in respect of the performance of her duties in the financial year 2012

Section 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby grants discharge to Ms Ewa Sibrecht-Ośka, Member of the PGNiG Supervisory Board from March 19th to December 31st 2012, in respect of the performance of her duties in the financial year 2012.

Section 2

This resolution has been adopted by secret ballot and shall take effect as of its adoption date.

Grounds:

At its meeting held on March 18th 2013, the PGNiG Management Board adopted Resolutions No. 195/2013–199/2013, requesting the PGNiG General Meeting to grant discharge to the members of the PGNiG Management Board in respect of the performance of their duties in the financial year 2012.

At its meeting held on March 27th 2013, the PGNiG Supervisory Board, having examined the Management Board's request, passed Resolutions No. 52/VI/2013–56/VI/2013, whereby it issued a positive opinion on the Management Board's request to grant discharge to the members of the PGNiG Management Board in respect of the performance of their duties.

Also at the meeting held on March 18th 2013, the PGNiG Management Board adopted Resolutions No. 200/2013–210/2013, requesting the General Meeting of PGNiG S.A. to grant discharge to the members of the PGNiG Supervisory Board in respect of the performance of their duties in the financial year ended December 31st 2012.

On March 27th 2013, the PGNiG Supervisory Board adopted Resolution No. 48/VI/2013 concerning the Supervisory Board's report presenting the results of assessment of PGNiG SA's 2012 financial statements and Directors' Report on the Company's operations, and Resolution No. 49/VI/2013 concerning the Supervisory Board's report presenting the results of assessment of the PGNiG Group's 2012 consolidated financial statements and Directors' Report on the Group's operations.

Also on March 27th 2013, the PGNiG Supervisory Board adopted Resolution No. 50/VI/2013 to approve the report on its activities as the Company's governing body in 2012, and Resolution No. 51/VI/2013 to approve the report presenting the results of assessment of PGNiG SA's position in 2012.

The reports listed above provide a basis for the assessment of performance of the Supervisory Board and its individual members, and thus enable the General Meeting to decide whether individual members of the Supervisory Board should be granted discharge in respect of the performance of their duties in the financial year 2012.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: distribution of profit for the financial year 2012 and allocation of retained earnings

Section 1

Acting on the basis of Art. 395.2.2 of the Commercial Companies Code and Par. 56.1.3 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby resolves to:

1. transfer the 2012 net profit of PLN 1,918,481,599.73 to the Company's statutory reserve funds;
2. transfer retained earnings of PLN 625,926,472.51 to the Company's statutory reserve funds.

Section 2

This resolution shall be effective as of its date.

Grounds:

In the coming years, PGNiG SA intends to maintain a high level of capital expenditure. The spending will focus on projects involving construction and extension of underground gas storage facilities, and maintaining of hydrocarbon production capacities, as well as on projects related to the exploration for and appraisal of crude oil and natural gas deposits.

In 2013, PGNiG SA intends to spend approximately PLN 2.4bn on upstream projects. In Poland, the Company has plans to explore for gas from both conventional and unconventional deposits (shale gas). In 2013, PGNiG SA plans to perform drilling work on 34 wells (compared with nine wells in 2012). As part of its conventional exploration programme, the Company intends to drill 21 wells, with related planned capital expenditure to the order of PLN 360m. As regards unconventional oil and gas exploration, drilling of 13 wells is planned (with the related capital expenditure estimated at around PLN 500m). PGNiG SA will also continue its exploration activities outside Poland. A large portion of the Company's financial resources will be invested in

field development and well completions, as well as in upgrading and extending the existing gas extraction facilities (approximately PLN 960m).

In 2013, PGNiG SA will pursue investment projects in other business segments as well. The plans include construction and extension of underground gas storage facilities, with the related spending of approximately PLN 600m.

On March 19th 2013, the PGNiG Management Board adopted Resolution No. 214/2013, recommending that the General Meeting of PGNiG SA transfer the 2012 net profit of PLN 1,918,481,599.73 and retained earnings of PLN 625,926,472.51 to the Company's statutory reserve funds.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: approval of 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

Acting pursuant to Par. 56.6.1 of the PGNiG SA's Articles of Association and having taken into consideration the opinion of the PGNiG SA's Supervisory Board on the Management Board's request No. ... of ..., which opinion is expressed in Resolution No. ... of ..., the General Meeting hereby resolves as follows:

Section 1

The General Meeting approves the acquisition by PGNiG SA of 205,800 (two hundred and five thousand, eight hundred) new shares, with a par value of PLN 50.00 (fifty złoty) per share, and with a total par value of PLN 10,290,000.00 (ten million, two hundred and ninety thousand złoty) in the increased share capital of Operator Systemu Magazynowania Sp. z o.o. of Dębogórze, with registered office at ul. Rumska 28, Kosakowo, 81-198 Dębogórze, Poland, entered in the Register of Entrepreneurs of the National Court Register, maintained by the District Court for the Capital City of Warsaw, XII Commercial Division of the National Court Register, under entry No. KRS 374583. The shares will be paid for in full with the assets of Investgas S.A. of Warsaw, with registered office at Al. Jana Pawła II 70, 00-175 Warsaw, Poland, entered in the Register of Entrepreneurs of the National Court Register, maintained by the District Court for the Capital City of Warsaw, XII Commercial Division of the National Court Register, under entry No. KRS 120938, as the company acquired in a merger involving the two companies identified above, effected on the terms provided for in the Merger Plan of March 15th 2013.

Section 2

This resolution shall be effective as of its date.

Grounds:

At a meeting held on February 12th 2013, the PGNiG Management Board adopted a resolution to reorganise the storage business through consolidation of storage assets, and technical and management capabilities within Operator Systemu Magazynowania Spółka z ograniczoną odpowiedzialnością, in line with the document "Concept for storage business reorganisation", attached as an appendix to the Management Board's resolution.

As part of the storage business reorganisation at the PGNiG Group, a merger of Investgas S.A. and Operator Systemu Magazynowania Sp. z o.o. will be effected, as a result of which Investgas S.A. will be acquired pursuant to Art. 492.1.1 of the Polish Commercial Companies Code by Operator Systemu Magazynowania Sp. z o.o.

In line with "Concept for storage business reorganisation", the companies commenced the merger process and agreed on the terms of the merger in the Merger Plan on March 15th 2013.

As a result of the merger, the share capital of Operator Systemu Magazynowania Sp. z o.o. will be increased by PLN 10,290,000.00 (ten million, two hundred and ninety thousand złoty). All shares in the company's increased share capital, that is 205,800 (two hundred and five thousand, eight hundred) new shares, with a total par value of PLN 10,290,000.00 (ten million, two hundred and ninety thousand złoty), will be acquired by PGNiG SA in exchange for the assets of Investgas S.A. as the company acquired in the merger.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: approval of the acquisition of shares in the share capital of PGNiG SPV4 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,

Acting pursuant to Par. 56.6.1 of the Company's Articles of Association, and based on the opinion of the PGNiG SA's Supervisory Board, expressed in Resolution No. of 2013, on the Management Board's proposal No. of 2013, the General Meeting hereby resolves as follows:

Section 1

The General Meeting of PGNiG SA hereby approves the acquisition by PGNiG SA of 209,064,231 (two hundred and nine million, sixty-four thousand, two hundred and thirty-one) shares, with a par value of PLN 50 (fifty złoty) per share, in the share capital of PGNiG SPV 4 Sp. z o.o. of Warsaw, which has been increased by PLN 10,453,211,550 (ten billion, four hundred and fifty-three million, two hundred and eleven thousand, five hundred and fifty złoty), to PLN 10,454,206,550.00 (ten billion, four hundred and fifty-four million, two hundred and six thousand, five hundred and fifty złoty), in connection with the merger of PGNiG SPV 4 Sp. z o.o. (Acquiring Company) with 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 (Target Companies), pursuant to Art. 492.1.1 of the Polish Commercial Companies Code and in line with the Merger Plan Agreement of March 19th 2013, i.e. by way of transfer of all assets of the Target Companies to the Acquiring Company in exchange for shares in the Acquiring Company, which will be delivered to the shareholder of the Target Companies (merger through acquisition).

Section 2

This Resolution shall be effective as of its date.

Grounds:

At its meeting of December 18th 2012, the PGNiG Supervisory Board approved the “Short-Term Value Creation Strategy for the PGNiG Group in 2012–2014”, whose key element is “Initiative 16 – Restructuring of the PGNiG Group’s core business”.

The initiative is designed to enhance efficiency of the PGNiG Group management, eliminate certain overlapping functions, processes and resources, and reduce costs of primary and support functions.

Consequently, by way of Resolution No. 89/2013 of February 5th 2013, the PGNiG Management Board resolved to consolidate the gas distribution companies of the PGNiG Group, i.e.:

1. Karpacka Spółka Gazownictwa Sp.z o.o. of Tarnów (KSG),
2. Górnośląska Spółka Gazownictwa Sp.z o.o. of Zabrze (GSG),
3. Mazowiecka Spółka Gazownictwa Sp. z o.o. of Warsaw (MSG),
4. Wielkopolska Spółka Gazownictwa Sp. z o.o. of Poznań (WSG),
5. Pomorska Spółka Gazownictwa Sp. z o.o. of Gdańsk (PSG),
6. Dolnośląska Spółka Gazownictwa Sp. z o.o. of Wrocław (DSG),

hereinafter referred to as the “Gas Distribution Companies” or the “Target Companies.”

It has been determined that the best and most effective legal solution applicable to the planned consolidation of the Gas Distribution Companies is a merger effected pursuant to Art. 492.1.1 of the Commercial Companies Code, that is through acquisition of the companies by PGNiG SPV 4 Sp. z o.o. of Warsaw (upon the merger, the legal existence of the Target Companies will cease), followed by liquidation of all existing branches and establishment of six new branches of the Gas Distribution Companies at the respective locations of their current registered offices.

On March 19th 2013, the merging companies executed an agreement which defines the terms of and approves the merger plan. The merger plan provides as follows:

Pursuant to Art. 492.1.1 of the Commercial Companies Code, the merger will be effected through a transfer, by way of universal succession, of all assets of the Target Companies to the Acquiring Company (merger through acquisition). The merger will be implemented by way of increasing the share capital of the Acquiring Company.

The new shares in the Acquiring Company will be delivered to the shareholder of the Target Companies (PGNiG SA), proportionately to the equity interests it holds in the Target Companies, so that following the merger the shareholder of the Target Companies will acquire 209,064,231 (two hundred and nine million, sixty-four thousand, two hundred and thirty-one) shares in the Acquiring Company, with a par value of PLN 50 (fifty złoty) per share, and a total par value of PLN 10,453,211,550 (ten billion, four hundred and fifty-three million, two hundred and eleven thousand, five hundred and fifty złoty) in exchange for:

- a) 1,484,953 (one million, four hundred and eighty-four thousand, nine hundred and fifty-three) shares in KSG;
- b) 1,300,338 (one million, three hundred thousand, three hundred and thirty-eight) shares in GSG;
- c) 1,255,800 (one million, two hundred and fifty-five thousand, eight hundred) shares in MSG;
- d) 1,033,186 (one million, thirty-three thousand, one hundred and eighty-six) shares in WSG;
- e) 655,199 (six hundred and fifty-five thousand, one hundred and ninety-nine) shares in PSG, with a par value of PLN 1,000 (one thousand złoty) per share;
- f) 658,384 (six hundred and fifty-eight thousand, three hundred and eighty-four) shares in DSG, with a par value of PLN 1,000 (one thousand złoty) per share.

The share exchange ratio will be as follows:

- a) for one share in KSG, the shareholder will receive 32 shares in the Acquiring Company;
- b) for one share in GSG, the shareholder will receive 25 shares in the Acquiring Company;
- c) for one share in MSG, the shareholder will receive 36 shares in the Acquiring Company;
- d) for one share in WSG, the shareholder will receive 36 shares in the Acquiring Company;
- e) for one share in PSG, the shareholder will receive 35 shares in the Acquiring Company;
- f) for one share in DSG, the shareholder will receive 36 shares in the Acquiring Company.

No additional payments referred to in Art. 492.2 and 492.3 of the Commercial Companies Code will be made.

For the purpose of the merger, the value of the Target Companies' assets was determined based on the balance sheets prepared as at February 28th 2013. The total value of the Target Companies's assets of PLN 11,049,928,280.16 was calculated as the difference between the companies' assets and liabilities.

**Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013**

concerning: approval of the sale by PGNiG SA, in an oral bidding procedure (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

Section 1

Acting in accordance with Par. 56.3.3 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby approves the sale, by way of a bidding procedure, of the following non-current assets: 36.948 km of DN 500 MOP 8.4 MPa high-pressure gas pipeline between Toruń and Lisewo along with the associated infrastructure, provided that the asking price is not lower than the current market value of the assets as estimated by a property appraiser, increased by costs related to the bidding procedure and applicable VAT .

Section 2

This Resolution shall be effective as of its date.

Grounds:

The proposal refers to non-current assets comprising 36.948 km of DN 500 MOP 8.4 MPa high-pressure gas pipeline between Toruń and Lisewo along with the associated infrastructure, section from the Pz1 point in Toruń-Kaszczorek to the Lisewo node (Pz144).

The gas pipeline is redundant for PGNiG SA since the Company ceased to be involved in gas transmission operations as from July 1st 2004 to ensure compliance with the EU Gas Directive.

The newly-built 36.948 km of DN 500 MOP 8.4 MPa high-pressure gas pipeline between Toruń and Lisewo along with the associated infrastructure is part of the DN 500 high-pressure gas pipeline between Włocławek and Gdynia, whose other sections that had been built were transferred to OGP GAZ-SYSTEM S.A. as non-cash dividend for 2005 and now form part of the company's assets. In the course of negotiations with

PGNiG SA, OGP GAZ-SYSTEM S.A. expressed its interest in purchasing the pipeline from PGNiG SA in order to incorporate it in subsystem 51 of the transmission network owned by GAZ-SYSTEM S.A.

Accordingly, the proposed sale of the high-pressure DN 500 MOP 8.4 MPa gas pipeline Toruń-Lisewo, together with associated infrastructure, by way of a bidding procedure under Art. 19 of the Commercialisation and Privatisation Act of August 30th 1996 (Dz.U. of 2002 No. 171, item 1397, as amended), which stipulates that non-current assets, as defined in relevant accounting regulations, with a value exceeding the PLN equivalent of EUR 5,000 owned by a company established as a result of commercialisation in which more than half of the total share capital is held by the State Treasury may only be sold in a bidding procedure.

Pursuant to the Regulation of the Council of Ministers on the manner and procedure for holding a tender for sale of non-current assets by a company established as a result of commercialisation, dated February 13th 2007, before opening a bidding procedure the company is required to set the asking price for the non-current assets it wishes to sell. The asking price may not be lower than the current market value of the assets as determined by an expert appraiser, plus additional cost incurred, including the cost of market value appraisal of the assets and costs related to the bidding procedure, as well as applicable VAT.

Resolution No.....
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 24th 2013

concerning: resolution to approve the sale by PGNiG SA, in an oral bidding procedure (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.

Section 1

Acting in accordance with Par. 56.3.3 of the Company's Articles of association, the Annual General Meeting of PGNiG SA hereby approves the sale, by way of a bidding procedure, of the perpetual usufruct right to a real property located in the Wola District of the capital city of Warsaw, near Kasprzaka Street and Bema Street, comprising lot No. 6/2 entered in the Land and Mortgage Register under entry No. KW WA4M/00153284/6 and lot No. 64 entered in the Land and Mortgage Register under entry No. KW WA4M/00227834/7, together with ownership of an office and commercial building erected thereon and ownership of structures and other equipment located within the property, provided that the asking price is not lower than the current market price, as estimated by an expert property appraiser, plus costs related to the bidding procedure and applicable VAT.

Section 2

This Resolution shall be effective as of its date.

Grounds:

Polskie Górnictwo Naftowe i Gazownictwo SA, the perpetual usufructuary of the real property with an area of 10,918 square metres, on which an office and commercial building, occupied by the Operating and Technological Centre, is erected, and which is located in the Wola District of the capital city of Warsaw, near Kasprzaka Street and Bema Street, comprising lot No. 6/2 entered in the Land and Mortgage Register under entry No. KW WA4M/00153284/6 and lot No. 64 (formed by combining lots Nos. 7/2, 8/2, 8/3) entered in the Land and Mortgage Register under entry No. KW WA4M/00227834/7, in cadastral district 6-04-07, hereby proposes to sell the property in an oral bidding procedure (auction).

The lots referred to above accommodate an office building occupied by the Operating and Technological Centre. PGNiG SA is the owner of the building. This detached building, handed over in 2003, comprises four aboveground storeys and one underground storey, with garages under and outside the building. According to the technical documentation, the main body of the building is 32.51 metres wide and 50.76 metres long, with a volume of 23,627 cubic metres and height of approximately 20.45 metres.

The third-floor is leased out under a lease agreement of March 30th 2010 between PGNiG SA and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A. of Warsaw. The agreement was concluded for a definite period from April 1st 2010 to March 31st 2012, which was subsequently extended until December 31st 2013 under Annex 1 of March 28th 2012. Under Annex 1, PGNiG SA granted to OGP GAZ-SYSTEM S.A. the right of first refusal with respect to the Company's rights to the real property comprising the land lots covered by this proposal.

Furthermore, since June 2012, certain reorganisation processes have been in progress at PGNiG SA and at its Head Office, including those stemming from the PGNiG Group's short-term value creation strategy until 2014, which is designed to prepare the Company for operating on the gas market post deregulation. The reorganisation processes resulted in reduced headcount and, hence, lower occupancy rates at the property described above.

Accordingly, there exists rationale for relocating the employees and selling the property comprising the office building occupied by the Operating and Technological Centre by way of a bidding procedure under Art. 19 of the Act on Commercialisation and Privatisation of August 30th 1996 (Dz.U. of 2002 No. 171, item 1397, as amended), which stipulates that non-current assets, as defined in relevant accounting regulations, with a value exceeding the PLN equivalent of EUR 5,000 owned by a company established as a result of commercialisation in which more than half of the

total share capital is held by the State Treasury may only be sold in a bidding procedure.

Pursuant to the Regulation of the Council of Ministers on the manner and procedure for holding a tender for sale of non-current assets by a company established as a result of commercialisation, dated February 13th 2007, before opening a bidding procedure the company is required to set the asking price for the non-current assets it wishes to sell. The asking price may not be lower than the current market value of the assets as determined by an expert appraiser, plus additional cost incurred, including the cost of market value appraisal of the assets and costs related to the bidding procedure, as well as applicable VAT.

To note, the former Warsaw Gas Works (Gazownia Warszawska) has been listed as a historic building by the Warsaw Provincial Conservation Officer. The architecture, the remains of a tree-lined avenue and garden, as well as the surroundings of the historic site are listed for protection. The Warsaw Provincial Conservation Officer has issued a positive opinion regarding the Operating and Technological Centre building, which, not a historic building itself, creates a surrounding for the former Warsaw Gas Works. Pursuant to Art. 36 of the Historic Sites Protection and Conservation Act, any construction work on a listed site, as well as any activity which might alter its appearance is subject to the Provincial Conservation Officer's approval. Accordingly, the new owner may not alter the original features of the buildings, and is obliged to ensure that the original spatial layout of the former Warsaw Gas Works is maintained.

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).