



Polskie Górnictwo Naftowe i Gazownictwo SA
Centrala Spółki

Warsaw, May 22nd 2013

**Resolutions adopted by the Annual General Meeting of PGNiG SA on May 22nd
2013 – continued after the adjournment**

Current Report No. 87/2013

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") hereby publishes the resolutions adopted by the Annual General Meeting of PGNiG convened for April 24th 2013, continued after the adjournment on May 22nd 2013 (see current report 66/2013).

**Resolution No. 3/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 2013**

concerning: examination and approval of PGNiG SA's financial statements according to International Financial Reporting Standards 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,699,235,351 |
| against: | 0 |
| abstaining: | 0 |

**Resolution No. 4/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 2013**

concerning: examination and approval of the PGNiG Group's consolidated financial statements according to International Financial Reporting Standards 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,699,235,351 |
| against: | 0 |
| abstaining: | 0 |

**Resolution No. 5/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,232,839 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,232,839 |
| including votes: for: | 4,697,780,441 |
| against: | 1,150,901 |
| abstaining: | 301,497 |

**Resolution No. 6/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,349 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,349 |
| including votes: for: | 4,697,780,459 |
| against: | 1,153,400 |
| abstaining: | 301,490 |

**Resolution No. 7/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,797,962 |
| against: | 1,135,900 |
| abstaining: | 301,489 |

**Resolution No. 8/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,780,442 |
| against: | 1,153,420 |
| abstaining: | 301,489 |

**Resolution No. 9/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79,65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,797,962 |
| against: | 1,135,900 |
| abstaining: | 301,489 |

Resolution No. 10/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,797,962 |
| against: | 1,135,900 |
| abstaining: | 301,489 |

**Resolution No. 11/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: | |
| for: | 4,697,780,442 |
| against: | 1,135,900 |
| abstaining: | 319,009 |

Resolution No. 12/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: | |
| for: | 4,697,780,442 |
| against: | 1,153,419 |
| abstaining: | 301,490 |

**Resolution No. 13/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,797,962 |
| against: | 1,135,900 |
| abstaining: | 301,489 |

**Resolution No. 14/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,780,442 |
| against: | 1,153,419 |
| abstaining: | 301,490 |

Resolution No. 15/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,797,962 |
| against: | 1,135,900 |
| abstaining: | 301,489 |

**Resolution No. 16/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,780,443 |
| against: | 1,135,900 |
| abstaining: | 319,008 |

Resolution No. 17/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: | |
| for: | 4,697,797,962 |
| against: | 1,135,900 |
| abstaining: | 301,489 |

**Resolution No. 18/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,780,442 |
| against: | 1,135,900 |
| abstaining: | 319,009 |

Resolution No. 19/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,797,962 |
| against: | 1,135,900 |
| abstaining: | 301,489 |

**Resolution No. 20/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,697,780,442 |
| against: | 1,153,419 |
| abstaining: | 301,490 |

**Resolution No. 21/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 2013**

the wording has changed according to the request submitted by the shareholder State Treasury

concerning: distribution of profit for the financial year 2012, allocation of retained earnings and on setting the dividend record date and the dividend payment date

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. distribute the net profit for the financial year 2012, of PLN 1,918,481,599.73, in the following manner:
 - a. PLN 1,151,481,599.73 will be allocated to the Company's statutory reserve funds
 - b. PLN 767,000,000.00 will be allocated to payment of dividend (PLN 0.13 per share),
2. transfer retained earnings of PLN 625,926,472.51 to the Company's statutory reserve funds.

Section 2

Acting on the basis of Art. 348.3 of the Commercial Companies Code and Par. 63.4 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby resolves to:

1. set the dividend record date as July 20th 2013,
2. set the dividend payment date as October 3rd 2013.

Section 3

This resolution shall be effective as of its date.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: | |
| for: | 4,503,809,160 |
| against: | 0 |

| | |
|-------------|-------------|
| abstaining: | 195,426,191 |
|-------------|-------------|

**Resolution No. 22/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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. 69/VI/2013 of April 24th 2013, which opinion is expressed in Resolution No. 222/2013 of March 25th 2013, 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,698,817,624 |
| against: | 0 |
| abstaining: | 417,727 |

**Resolution No. 23/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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. 70/VI/2013 of April 24th 2013, on the Management Board's proposal No. 237/2013 of March 27th 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,689,151,086 |
| against: | 6,078,542 |
| abstaining: | 4,005,723 |

Two shareholders, Mr Bolesław Potyrała and Mr Zbigniew Matuszewski, raised objections to Resolution No. 23/V/2013.

Resolution No. 24/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: for: | 4,356,714,407 |
| against: | 183,807,532 |
| abstaining: | 158,713,412 |

Resolution No. 25/V/2013
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated May 22nd 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.

Additional information concerning the Resolution:

| | |
|--|---------------|
| Number of shares on which valid votes were cast | 4,699,235,351 |
| Percentage of share capital represented by the shares on which valid votes were cast | 79.65% |
| Total number of valid votes | 4,699,235,351 |
| including votes: | |
| for: | 4,356,696,886 |
| against: | 183,807,531 |
| abstaining: | 158,730,934 |

Legal basis: Par. 38.1.5, 6, 7 and 9 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).