



Polskie Górnictwo Naftowe i Gazownictwo SA  
Centrala Spółki

Warsaw, April 24th 2013

**Resolutions adopted by the Annual General Meeting of PGNiG SA convened for April 24th 2013 and adjournment of the Annual General Meeting of PGNiG SA**

Current Report No. 66/2013

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.

The PGNiG Management Board further reports that the Annual General Meeting convened for April 24th 2013 adopted a resolution to adjourn the meeting until 12 noon on May 22nd 2013. The second part of the meeting will take place in Warsaw, at ul. Kasprzaka 25.

**Resolution No. 1/IV/2013  
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 of the dividend record date and 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 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.

#### **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:	4,699,072,624
against:	0
abstaining:	162,727

**Resolution No. 2/IV/2013  
of the Annual General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
of Warsaw  
dated April 24th 2013**

Request submitted by the shareholder State Treasury

**concerning:** adjournment of the Annual General Meeting of PGNiG SA

Acting pursuant to Art. 408 of the Commercial Companies Code, the Annual General Meeting of PGNiG SA resolves to adjourn the meeting until 12 noon on May 22nd 2013. The second part of the Meeting will take place in the SCADA building at ul. Kasprzaka 25, Warsaw, Poland.

**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:	4,350,017,529
against:	2
abstaining:	349,217,820

Legal basis: Par. 38.1.5, Par. 38.1.6 and Par. 38.1.7 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).