



Polskie Górnictwo Naftowe i Gazownictwo SA  
Centrala Spółki

Warsaw, February 26th 2013

**Draft resolutions for the Extraordinary General Meeting of PGNiG SA  
convened for March 25th 2013**

Current Report No. 29/2013

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or "the Company") hereby publishes draft resolutions to be submitted to the Extraordinary General Meeting of PGNiG SA convened for March 25th 2013.

**Resolution No. / 2013  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo SA  
of Warsaw,  
dated March 25th 2013**

**concerning:** adoption of the agenda of the Extraordinary General Meeting of PGNiG SA

Section 1

The Extraordinary General Meeting of PGNiG SA resolves to adopt the following agenda:

1. Opening of the Meeting;
2. Appointment of the Chair of the Meeting;
3. Preparation of the attendance list;
4. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions;
5. Adoption of the agenda;
6. Resolution concerning the use of capital reserves designated as "Central Restructuring Fund" for one-off redundancy payments to former employees of PGNiG Technologie S.A.;
7. Closing of the Meeting.

Section 2

This Resolution shall be effective as of its date.

**Resolution No. / 2013**  
**of the Extraordinary General Meeting of**  
**Polskie Górnictwo Naftowe i Gazownictwo SA**  
**of Warsaw,**  
**dated March 25th 2013**

**concerning:** the use of capital reserves designated as “Central Restructuring Fund” for one-off redundancy payments to former employees of PGNiG Technologie S.A.

Acting pursuant to Par. 56.3.9 of the Company's Articles of Association and taking into account the favourable opinion of the Supervisory Board contained in Resolution No. .... of ....., the General Meeting hereby resolves as follows:

Section 1

The General Meeting of PGNiG SA resolves to allocate PLN 5,132,940.21 from the capital reserve designated as “Central Restructuring Fund” to one-off redundancy payments to 83 former employees of PGNiG Technologie S.A.

Section 2

This Resolution shall be effective as of its date.

**Grounds:**

Pursuant to Par. 8.3.a of the Programme for Employment Streamlining and Redundancy Payments to Employees of the PGNiG Group for 2009-2011 (Stage 3), the purposes for which the funds from the capital reserve designated as “Central Restructuring Fund” may be used include supporting the streamlining and restructuring initiatives by providing redundancy payments (social benefits) to former employees of the companies covered by the Programme, who have found themselves in a difficult financial situation.

As indicated by the Management Board of PGNiG Technologie S.A. in the Request, employment contracts with the employees covered by the Programme were terminated as part of the employment optimisation process following from consolidation of the auxiliary companies and the need to reduce the operating costs of the company in its new form.