



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, January 30th 2013

**Resolutions passed by the Extraordinary General Meeting of PGNiG S.A.
convened for January 30th 2013**

Current Report No. 20/2013

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or "the Company") releases resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on January 30th 2013, as well as the change of one of resolutions proposed by one of the shareholders.

Resolution No. 1//2013
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated January 30th 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. Adoption of a resolution approving the execution by PGNiG SA and Wielkopolska Spółka Gazownictwa Sp. z o.o. of a Lease with Purchase Option Agreement, whereby PGNiG SA will lease to Wielkopolska Spółka Gazownictwa Sp. z o.o. its non-current assets comprising high-pressure gas pipelines along with infrastructure, running from the Kościan Natural Gas Mine (KGZ Kościan) to KGHM Polkowice/Żukowice and the related land;
7. Adoption of a resolution approving the acquisition by PGNiG SA of shares in the increased share capital of PGNiG Technologie SA of Warsaw, with a total par value equal to the amount resulting from the valuation of up to 30,000 shares in B.S. i P.G. GAZOPROJEKT SA of Wrocław, with the shares to be acquired at par value for a non-cash contribution in the form of up to 30 000 shares in B.S. i P.G. GAZOPROJEKT S.A. of Wrocław,
8. 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	4,723,164,587
% of share capital represented by the shares on which valid votes were cast	80.05%
Total number of valid votes	4,723,164,587
including votes: for	4,723,060,523
against	0
abstaining	104,064

Resolution No. 2//2013
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated January 30th 2013

concerning: approval of the execution by PGNiG SA and Wielkopolska Spółka Gazownictwa Sp. z o.o. of a Lease with Purchase Option Agreement, whereby PGNiG SA will lease to Wielkopolska Spółka Gazownictwa Sp. z o.o. its non-current assets comprising high-pressure gas pipelines along with infrastructure, running from the Kościan Natural Gas Mine (KGZ Kościan) to KGHM Polkowice/Żukowice and the related land;

Section 1

Acting in accordance with Articles 56.3.3 and 56.3.12 of the Company's Articles of Association and considering the opinion of the PGNiG Supervisory Board contained in Resolution No. 22/VI/2013 of January 29th 2013 on the Management Board's proposal contained in the Management Board's Resolution No. 916/2012 of December 28th 2012, the Extraordinary General Meeting of PGNiG SA hereby grants its approval for:

1. execution by PGNiG SA and Wielkopolska Spółka Gazownictwa Sp. z o.o. of a Lease with Purchase Option Agreement, whereby PGNiG SA will lease to Wielkopolska Spółka Gazownictwa Sp. z o.o. its non-current assets comprising high-pressure gas pipelines along with infrastructure, running from the Kościan Natural Gas Mine (KGZ Kościan) to KGHM Polkowice/Żukowice and the related land;
2. disposal by PGNiG SA to Wielkopolska Spółka Gazownictwa Sp. z o.o. of its non-current assets comprising high-pressure gas pipelines along with infrastructure, running from the Kościan Natural Gas Mine (KGZ Kościan) to KGHM Polkowice/Żukowice, and the land, covered by the Lease Agreement concluded by PGNiG SA and Wielkopolska Spółka Gazownictwa Sp. z o.o., as referred to in Section 1 above, on the terms and conditions specified in the Lease Agreement.

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	4,723,164,587
% of share capital represented by the shares on which valid votes were cast	80.05%
Total number of valid votes	4,723,164,587
including votes:	4,723,060,523
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_____	104,064

Resolution No. 3/XII/2012
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated January 30th 2013

concerning: approval of the acquisition by PGNiG SA of shares in the increased share capital of PGNiG Technologie SA of Warsaw, with a total par value equal to the amount resulting from the valuation of up to 30,000 shares in B.S. i P.G. GAZOPROJEKT SA of Wrocław, with the shares to be acquired at par value for a non-cash contribution in the form of up to 30 000 shares in B.S. i P.G. GAZOPROJEKT S.A. of Wrocław

Acting pursuant to Article 56.6 of the Company's Articles of Association and considering the opinion of the PGNiG Supervisory Board contained in Resolution No. 4/VI/2013 of January 22nd 2013 on the Management Board's proposal contained in the Management Board's Resolution No. 4/2013 of January 3rd 2013, the General Meeting hereby resolves as follows:

Section 1

The General Meeting approves the acquisition by PGNiG SA of all newly created registered shares in the increased share capital of PGNiG Technologie SA of Warsaw, with a total par value equal to the amount resulting from the valuation of up to 30 000 shares in B.S. i P.G. GAZOPROJEKT SA of Wrocław, with the shares to be acquired at par value for a non-cash contribution in the form of up to 30 000 shares in B.S. i P.G. GAZOPROJEKT SA of Wrocław (PGNiG S.A.'s total shareholding: 75%).

The shares in B.S. i P.G. GAZPROJEKT SA shall be contributed at their value resulting from the valuation.

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	4,723,164,587
% of share capital represented by the shares on which valid votes were cast	80.05%
Total number of valid votes	4,723,164,587
including votes: for	4,723,060,523
against	0
abstaining	104,064