



Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, December 6th 2012

**Resolutions passed by the Extraordinary General Meeting of PGNiG S.A.  
convened for December 6th 2012**

Current Report No. 175/2012

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 December 6th 2012.

**Resolution No. 1/XII/2012  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw  
dated December 6th 2012**

**concerning:** adoption of the agenda of the Extraordinary General Meeting of PGNiG S.A.

Section 1

The Extraordinary General Meeting of PGNiG S.A. hereby approves the following agenda:

1. Opening of the General Meeting,
2. Appointment of the Chair of the General Meeting,
3. Preparation of the attendance list,
4. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions,
5. Approval of the agenda,
6. Adoption of a 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. Adoption of a resolution concerning amendments to the Company's Articles of Association,
8. Adoption of a resolution approving the acquisition by PGNiG S.A. of up to 61,601,600 Series C ordinary registered shares in PGNiG TERMIKA S.A.,
9. Adoption of a resolution on award of the annual bonus for 2011 to Mr Michał Szubski,
10. Adoption of a resolution on approval of acquisition by PGNiG S.A. of all new shares in the increased share capital of Geovita S.A. of Warsaw and disposal of organised parts of PGNiG S.A.'s business to Geovita S.A.,
11. Adoption of a resolution concerning the manner of disposal of shares in Geovita S.A.,
12. Closing of the General 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	4,799,201,501
% of share capital represented by the shares on which valid votes were cast	81.34%
Total number of valid votes	4,799,201,501
including votes: for	4,799,097,437
against	0
abstaining	104,064

**Resolution No. 2/XII/2012  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
of Warsaw  
dated December 6th 2012**

**concerning:** the use of capital reserves designated as “Central Restructuring Fund” for one-off redundancy payments to former employees of PGNiG Technologic 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. 123/VI/2012 of October 26th 2012 on the Management Board's proposal No. 720/2012 of October 15th 2012, the General Meeting hereby resolves as follows:

Section 1

The General Meeting of PGNiG S.A. resolves to allocate PLN 2,651,199.15 from the capital reserve designated as “Central Restructuring Fund” to one-off redundancy payments to 58 former employees of PGNiG Technologic S.A.

Section 2

This resolution shall take effect as of its adoption date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4,799,201,501
% of share capital represented by the shares on which valid votes were cast	81.34%
Total number of valid votes	4,799,201,501
including votes: for	4,695,575,841
against	0
abstaining	103,625,660

**Resolution No. 3/XII/2012  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
of Warsaw  
dated December 6th 2012**

**concerning:** amendments the Company's Articles of Association

Acting pursuant to Art. 430.1 of the Polish Commercial Companies Code and Par. 56.4.6 of the Company's Articles of Association, the Extraordinary General Meeting of PGNiG S.A. hereby resolves as follows:

Section 1

The Extraordinary General Meeting of PGNiG S.A. introduces the following amendments to the Company's Articles of Association:

1. Par. 6 shall read as follows:

"Par. 6 The Company shall engage in production, service and trade activities in the following areas:

- 1) trade of gas fuel through mains,
- 2) natural gas mining,
- 3) crude oil mining,
- 4) test drilling and boring,
- 5) construction of transmission pipelines and distribution systems,
- 6) service activities incidental to oil and gas extraction,
- 7) service activities incidental to other mining and quarrying,
- 8) mining of chemical and fertiliser minerals,
- 9) other mining and quarrying n.e.c.,
- 10) manufacture and processing of refined petroleum products,
- 11) production of gas fuels,
- 12) wholesale of chemical products,
- 13) wholesale of other intermediate products,
- 14) retail sale of automotive fuel in specialised stores,
- 15) wholesale of fuels and related products,
- 16) construction of plumbing, heating, gas and air conditioning installations,
- 17) repair and maintenance of machinery,
- 18) repair of motor vehicles other than motorcycles,
- 19) transport of gas fuels via pipelines,
- 20) transport of other products via pipelines,
- 21) freight transport by road,
- 22) storage and warehousing of gas fuels,
- 23) storage and warehousing of other products,
- 24) manufacture of industrial gases,
- 25) manufacture of other chemical products n.e.c.,

- 26) wholesale of waste and scrap,
- 27) other research and experimental development on natural sciences and engineering,
- 28) engineering activities and related technical consultancy,
- 29) other professional, scientific and technical activities n.e.c.,
- 30) other technical testing and analysis,
- 31) installation of industry machinery and equipment,
- 32) production and supply of steam, hot water and air for air-conditioning systems,
- 33) other specialised construction activities, n.e.c.,
- 34) wired telecommunications activities,
- 35) wireless telecommunications activities other than satellite telecommunications services,
- 36) satellite telecommunications activities,
- 37) other telecommunications activities,
- 38) production of electricity,
- 39) distribution of electricity,
- 40) trade of electricity,
- 41) renting and leasing of other machinery, equipment and tangible goods n.e.c.,
- 42) financial leasing,
- 43) other financial service activities, except insurance and pension funding n.e.c., including debt trading for own account,
- 44) other activities auxiliary to financial services, except insurance and pension funding,
- 45) other credit granting,
- 46) dealing in financial markets on behalf of others (e.g. stock broking) and related activities,
- 47) securities brokerage,
- 48) commodity contracts brokerage,
- 49) other activities auxiliary to insurance and pension funding,
- 50) administration of financial markets,
- 51) accounting and book-keeping activities; tax consultancy,
- 52) activities of head offices and holding companies other than financial holdings,
- 53) activities of agents involved in the sale of fuels, ores, metals and industrial chemicals,
- 54) activities of agents involved in the sale of a variety of goods,
- 55) wholesale of hardware, plumbing and heating equipment and supplies,
- 56) computer facilities management activities,
- 57) data processing; hosting and related activities,
- 58) other information technology and computer service activities,
- 59) computer programming activities,
- 60) reproduction of recorded media,
- 61) repair and maintenance of electronic and optical equipment,
- 62) repair and maintenance of electrical equipment,
- 63) wholesale of computers, computer peripheral equipment and software,

- 64) wholesale of electronic and telecommunications equipment and parts,
- 65) wholesale of other office machinery and equipment,
- 66) wholesale of other machinery and equipment,
- 67) publishing of directories and mailing lists,
- 68) other software publishing,
- 69) computer consultancy activities,
- 70) web portals,
- 71) other information service activities n.e.c.,
- 72) engineering activities and related technical consultancy,
- 73) renting and leasing of office machinery and equipment (including computers),
- 74) leasing of intellectual property and similar products, except copyrighted works,
- 75) repair and maintenance of computers and computer peripheral equipment,
- 76) repair and maintenance of (tele)communications equipment,
- 77) repair and maintenance of consumer electronics,
- 78) other service activities n.e.c.,
- 79) call centre activities,
- 80) other publishing activities,
- 81) service activities related to printing,
- 82) other printing,
- 83) photocopying, document preparation and other specialised office support activities,
- 84) other human resources provision,
- 85) other business support service activities n.e.c.,
- 86) water collection, treatment and supply,
- 87) non-specialised wholesale,
- 88) library activities,
- 89) archive activities,
- 90) museums activities,
- 91) buying and selling of own real estate,
- 92) operating of real estate on a fee or contract basis,
- 93) renting and operating of own or leased real estate,
- 94) other education n.e.c.,
- 95) renting and leasing of cars and light motor vehicles,
- 96) renting and leasing of other motor vehicles excluding motorcycles,
- 97) tour operator activities,
- 98) hotels and similar accommodation,
- 99) holiday and other short-stay accommodation,
- 100) camping grounds, recreational vehicle parks and trailer parks,
- 101) other accommodation,
- 102) retail sale in non-specialised stores with food, beverages or tobacco predominating,
- 103) other retail sale in non-specialised stores,
- 104) retail trade not in stores, stalls or markets,
- 105) organisation of conventions and trade shows,

- 106) other amusement and recreation activities.”.
2. In Par. 16.1, where the year and the number of *Dziennik Ustaw* (the journal of laws) is indicated in parenthesis, the phrase “as amended” shall be added following the indication of the year ("2003").
  3. The existing text of Par. 19 shall be inserted under Par. 19.1, and Par 19.2. to 19.11 shall be added:

"2. The voting rights of the Company shareholders shall be limited so that at the General Meeting none of them can exercise more than 10% of the total vote at the Company as at the date of the General Meeting, provided that such a restriction of the voting rights shall be deemed non-existent for the purpose of determining the obligations of buyers of major holdings of shares provided for in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005.

3. The restriction of the voting rights referred to in Par. 19.2 shall not apply to the shareholders specified in Par. 67.

4. For the purpose of restricting the voting right pursuant to Par. 19.2, the votes of shareholders bound by a parent-subsidiary relationship (Shareholder Group) shall be aggregated and if the aggregated number of votes exceeds 10% (ten percent) of the total vote at the Company, it shall be subject to reduction. The rules governing the aggregation and reduction of votes are set out in Par. 19.7 and 19.8 below.

5. A shareholder within the meaning of Par. 19.2 shall be any person, including a parent and a subsidiary, that is entitled, directly or indirectly, to vote at the General Meeting, on the basis of any legal title, including persons who do not hold any Company shares, in particular usufructuaries, pledgees, holders of rights under depositary receipts, as defined in the Act on Trading in Financial Instruments of July 29th 2005, as well as persons entitled to participate in the General Meeting despite having disposed of their shareholdings after the record date.

6. A parent and a subsidiary, as the case may be, shall mean a person who:

    - 1) meets the relevant criteria set forth in Art. 4.1.4) of the Commercial Companies Code, or
    - 2) is a parent company, a subsidiary or both a parent company and a subsidiary within the meaning of the Act on Competition and Consumer Protection of February 16th 2007, or
    - 3) is a parent, ultimate parent, subsidiary, lower-tier subsidiary, jointly-controlled entity or both a parent (including an ultimate parent) and a subsidiary (including a lower-tier subsidiary and a jointly-controlled entity) within the meaning of the Accountancy Act of September 29th 1994, or
    - 4) exerts (in the case of a parent) or is subject to (in the case of a subsidiary) significant influence, within the meaning of the Act on the Transparency of Financial Relations between State Authorities and State-Controlled Enterprises, as well as on Financial Transparency of Certain Entrepreneurs of September 22nd 2006, or
    - 5) whose votes conferred by the Company shares held directly or indirectly are aggregated with votes of other person or persons pursuant to the Act on Public

Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005, in connection with the holding, disposal or acquisition of major holdings of shares in the Company.

7. The aggregation of votes shall involve adding up all the votes held by individual shareholders in a Shareholder Group.

8. The reduction of votes shall involve decreasing the total number of votes at the General Meeting of the Company held by shareholders being members of a Shareholder Group down to the threshold of 10% (ten percent) of the total vote at the Company. The reduction of votes shall be made as follows:

1) the number of votes of the shareholder holding the highest number of votes in the Company from among all the shareholders in a Shareholder Group shall be reduced by the number of votes in excess of 10% of the total number of votes at the Company held by all the shareholders in the Shareholder Group;

2) if despite the reduction referred to in Par. 19.8.1) above the total number of votes at the General Meeting held by the shareholders in the Shareholder Group exceeds the threshold of 10% (ten percent) of the total vote at the Company, the number of votes held by the other shareholders in the Shareholder Group shall be further reduced (in the following order: from the shareholders holding the highest number of votes to the shareholders holding the lowest number of votes). The number of votes of the Shareholding Group shall be further reduced until the total number of votes held by the shareholders in the Shareholder Group does not exceed 10% (ten percent) of the total vote at the Company;

3) if the order for the purpose of the reduction of votes referred to in Par. 19.8.1) or 19.8.2) cannot be established due to the fact that two or more shareholders hold the same number of votes, the votes of shareholders holding the same number of votes shall be reduced proportionally, with fractional numbers rounded down to the whole number of shares. To the extent not provided for above, the rules set forth in Par. 19.8.1) or 19.8.2) shall apply accordingly;

4) a shareholder whose voting rights have been restricted shall in each case retain the right to exercise at least one vote;

5) the restriction of voting rights shall also apply to shareholders absent from the General Meeting.

9. Every shareholder who intends to participate, in person or by proxy, in the General Meeting shall be required, without a separate request referred to in Par. 19.10 below, to notify the Management Board or the Chairman of the General Meeting of the fact of holding, directly or indirectly, more than 10% (ten percent) of the total vote at the Company.

10. Notwithstanding the provisions of Par. 19.9 above, in order to establish the basis for the aggregation or reduction of votes, each of the Company's shareholders, the Management Board, the Supervisory Board or individual members of such bodies may request a Company shareholder to disclose whether such a shareholder is the parent or a subsidiary of another shareholder within the meaning of Par. 19.6 above. The power referred to in the preceding sentence shall also include the right to

request the disclosure of the number of votes held by a Company shareholder individually or jointly with other Company shareholders.

11. A person who fails to perform or incorrectly performs the disclosure obligation referred to in Par. 19.9 and 19.10 above may vote only one share until the disclosure obligation is duly fulfilled and any attempts to vote the remaining shares shall be ineffective.”.

4. In Par. 21.6, after the full stop, the following wording shall be added: "In justified cases, votes may be cast by written ballot or by using means of remote communication, with the minutes of such voting to be approved at the next meeting of the Management Board."
5. Par. 22.2.7 shall read as follows: “7) Adoption of annual business plans, including investment plans, subject to Par. 33.1.6,”.
6. In Par. 22.2, Par. 22.2.7a shall be added, reading as follows: “7a) Approval of the strategy for the Company and the PGNiG Group and long-term strategic plans, subject to Par. 33.1.6a;”.
7. Par. 22.2.12 shall be added, reading as follows: “12) establishment of another company, subscription for, acquisition or disposal of shares in another company, including definition of the terms and procedure for such disposal, subject to Par. 33.3.8 and Par. 56.6.”.
8. The full stop in Par. 24.3 shall be deleted and the following wording shall be added: “, subject to mandatory provisions of law.”.
9. In Par. 25.2, where the year and the number of *Dziennik Ustaw* (the journal of laws) is indicated in parenthesis, the phrase “as amended” shall be added following the number of the item (“476”).
10. Par. 30 shall read as follows: “Par. 30 The Supervisory Board shall define the rules and amounts of remuneration for Management Board members, unless applicable mandatory provisions of law state otherwise.”.
11. Par. 33.1.6 shall read as follows: “6) Approval of annual business plans, including investment plans;”.
12. Par. 33.1.6a shall be added, reading as follows: “6a) approval of the strategy for the Company and the PGNiG Group and long-term strategic plans;”.
13. Par. 33.2.3 shall read as follows: “3) assumption of other liabilities whose value exceeds 20% of the Company’s share capital, except where the liability has been provided for in any of the plans approved by the Supervisory Board, referred to in Par. 33.1.6, or it arises from execution or amendment of an agreement for the provision of gas fuel transmission or distribution services to the Company;”.
14. Par. 33.3.2 shall read as follows: “2) definition of rules and amounts of remuneration for Management Board members, unless applicable mandatory provisions of law state otherwise;”.
15. Par. 33.3.8 shall read as follows: “8) granting permission for the Company to form another company with a share capital exceeding the złoty equivalent of EUR 2,000,000, or to subscribe for, acquire or dispose of shares in another company with a value exceeding the złoty equivalent of EUR 2,000,000, including definition of the terms and procedure for such disposal; if a transaction requires approval by

- the General Meeting under Par. 56.6, the Supervisory Board shall only issue an opinion concerning the proposal in accordance with Par. 33.1.12;”.
16. In Par. 33.6, where the year and the number of *Dziennik Ustaw* (the journal of laws) is indicated, the number “179” shall be replaced with “174”.
  17. In Par. 35.4, where the year and the number of *Dziennik Ustaw* (the journal of laws) is indicated in parenthesis, the phrase “as amended” shall be added following the number of the item (“2038”).
  18. Par. 36.1 shall read as follows: “1. One member of the Supervisory Board appointed by the General Meeting should satisfy the independence criteria (independent member of the Supervisory Board). The term ‘independent member of the supervisory board’ shall mean an independent member as defined by the Commission Recommendation of February 15th 2005 on the role of non-executive or supervisory directors of listed companies and the committees of the (supervisory) board (2005/162/EC), with due regard to the provisions of the Code of Best Practices for WSE-Listed Companies;”.
  19. Par. 36.2 shall be deleted.
  20. Par. 36.3 shall read as follows: “3. The Supervisory Board shall elect the member satisfying the criteria set forth in Par. 36.1 in a separate vote. Proposals of candidates for the position of a Supervisory Board member who satisfies the criteria specified in Par. 36.1 may be submitted by shareholders present at the General Meeting whose agenda includes election of a Supervisory Board member referred to in Par. 36.1. Any such proposal shall be submitted in writing to the Chairman of the General Meeting along with a written representation by a given candidate to the effect that the candidate agrees to stand for the election and meets the criteria set forth in Par. 36.1. If no candidates for the position are proposed by the shareholders in the manner provided for in the previous sentence, candidates to the Supervisory Board who satisfy the criteria set forth in Par. 36.1 shall be nominated by the Supervisory Board.
  21. The second sentence in Par. 44.3. shall read as follows: “In the event of a secret vote, Par. 44.4 and 44.6 shall not apply.”.
  22. Par. 44.6 shall be added, reading as follows: “6. Members of the Supervisory Board may participate in the adoption of Supervisory Board resolutions by casting their votes in writing, “for” or “against” a resolution, through the intermediation of another member of the Supervisory Board, provided they received a draft of the resolution together with the meeting agenda. Resolutions concerning matters referred to in Art. 388.4 of the Commercial Companies Code may not be adopted in this manner.”.
  23. Par. 47 shall read as follows:
    1. "The General Meeting shall be convened by the Management Board acting:
      - 1) on its own initiative,
      - 2) at a request of a shareholder or shareholders representing at least one-twentieth of the share capital, made in writing or in electronic form,
      - 3) at a request of the State Treasury as a shareholder, irrespective of its stake in the Company's share capital, made in writing or in electronic form,

- 4) at a request of a Supervisory Board member appointed pursuant to Par. 36.1 of these Articles of Association, made in writing or in electronic form,
- 5) at a written request of the Supervisory Board.
2. The General Meeting shall be convened within two weeks from the date of the request referred to in Par. 47.1.2–47.1.4.
3. If the General Meeting is not convened within the time limit specified in Par. 47.2, the registry court may authorise a shareholder or shareholders referred to in Par. 47.1.2 and 47.1.3 to convene an Extraordinary General Meeting.
4. Shareholders representing at least half of the share capital or at least half of the total vote may convene an Extraordinary General Meeting.
5. The Supervisory Board may convene an Annual General Meeting if the Management Board fails to do so within the time limit specified in the Commercial Companies Code or these Articles of Association, or an Extraordinary General Meeting if the Supervisory Board deems it advisable, irrespective of the procedure prescribed in Par. 47.1.5.
6. A General Meeting shall be convened by publishing a relevant notice on the Company’s website and in any other form prescribed for the purposes of current disclosures under the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies.
7. The notice shall be published at least twenty-six days before the date of a General Meeting.”.
24. In Par. 49.3 the word “tenth”, which follows the word “one”, shall be replaced with the word “twentieth”.
25. Par. 49.4 shall read as follows: “4. The request referred to in Par. 49.3 should be submitted to the Management Board not later than 21 days before the scheduled date of the General Meeting. The request should contain justification or a draft resolution concerning the proposed item of the agenda. The request may be submitted in electronic form. The Management Board shall be obliged to announce changes to the agenda made at the request of shareholders promptly but in no event later than 18 days before the scheduled date of the General Meeting. The announcement shall be published in the manner prescribed for notices convening General Meetings.”.
26. In Par. 50, “Art. 401.1”, which is preceded by the words “subject to”, shall be replaced with “Art. 399.3 and Art. 400.3”.
27. The full stop after the first sentence of Par. 55 shall be deleted and the following wording shall be added: “, subject to Par. 47.5.”.
28. Par. 56.2.4 shall be deleted.
29. Par. 56.3.3a shall be added, reading as follows: “3a contribution to another company of non-current assets, including real property, perpetual usufruct rights to real property or interest in real property, with a value exceeding the zloty equivalent of EUR 1,000,000, irrespective of the provisions of Par. 56.6.”.
30. Par. 56.3.12 and 56.3.13 shall be deleted.
31. Par. 56.4.5 shall be deleted.
32. Par. 56.5.10 shall be deleted.

33. Par. 56.6 shall read as follows:

“6. The General Meeting's approval shall be required for:

1) subscription for, acquisition or disposal of shares in companies of the PGNiG Group, which, pursuant to generally applicable laws, act as the distribution system operator or storage system operator, including definition of the terms and procedure for the disposal,

2) establishment of a company, or acquisition of or subscription for shares in a company other than the company referred to in Par. 56.6.1 above, except if:

a) made in exchange for the Company's claims as part of settlement or arrangement proceedings,

b) made with a view to implementing the strategy approved in accordance with Par. 33.1.6a and related to a company whose business consists in:

- production or generation of fuels or energy, or

- trading in fuels or energy, or

- transmission, distribution or transport of fuels or energy, or

- construction of buildings related to the production, generation, transmission, distribution, transport of fuels or energy, or

- production or supply of steam, hot water or air for air-conditioning systems, or

c) related to a company in which the Company holds at least 50% of shares, or

d) related to acquisition of or subscription for shares in other companies which have not commenced operations, or

e) made with a view to implementing the strategy approved in accordance with Par. 33.1.6a and related to the acquisition of or subscription for shares in a company that owns, as part of a holding company structure, shares in the companies referred to in Par. 56.6.2.b, or

f) made in primary or secondary trading of securities on the public market,

3) disposal of shares in a company other than the company referred to in Par. 56.6.1 above, including definition of the terms and procedure for the disposal, except for:

a) disposal of shares traded on the public market,

b) disposal of shares held by the Company if the holding does not exceed 10% of the share capital of a given company,

c) zbywania akcji i udziałów objętych za wierzytelności Spółki w ramach postępowań układowych lub ugodowych”.

34. Par. 63.6– 63.8 shall be deleted.

35. The full stop in Par. 64.1 shall be deleted and the following wording shall be added:

“, except for a notice convening a General Meeting, which shall be announced in the manner specified in Par. 47.6”.

36. In Par. 64.3, the year, number and item in the relevant *Dziennik Ustaw* (the journal of laws) indicated in parenthesis shall read as follows: “(Dz. U. of 2009, No. 152, item 1223, as amended)”.

37. Par. 64.4 shall read as follows:

“4. The Company's Management Board shall publish information within the scope and within the timeframes provided for in the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and

Public Companies, dated July 29th 2005 (Dz.U. of 2009, No. 185, item 1439), and in 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, as amended), or any other act of law which may replace the abovementioned Act or Regulation".

38. Par. 66 shall be deleted.

39. Par. 67 shall be added, reading as follows: "Par. 67 Voting right restrictions referred to in Par. 19.2 shall not apply to:

- 1) shareholders who as at the date of the General Meeting's resolution imposing the limitation of voting rights are holders of shares conferring more than 10% of the total vote at the Company;
- 2) shareholders acting together with shareholders referred to in Par. 67.1 pursuant to agreements concerning joint exercise of voting rights.". In Par. 66.3.4 the year, number and item in the relevant *Dziennik Ustaw* (the journal of laws) shall read as follows: "(Dz. U. of 2009, No. 185, item 1439)".

## 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	4,799,201,501
% of share capital represented by the shares on which valid votes were cast	81.34%
Total number of valid votes	4,799,201,501
including votes: for	4,265,332,902
against	533,764,535
abstaining	104,064

**Resolution No. 4/XII/2012**  
**of the Extraordinary General Meeting of**  
**Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna**  
**of Warsaw**  
**dated December 6th 2012**

**concerning:** approval of the acquisition by PGNiG S.A. of up to 61,601,600 Series C ordinary registered shares in PGNiG TERMIKA S.A.

Acting pursuant to Par. 56.6 of the Company's Articles of Association and taking into account the opinion of the PGNiG Supervisory Board contained in Resolution No. 134/VI/2012 of November 16th 2012 on the Management Board's proposal No. 753/2012 of October 30th 2012, the General Meeting hereby resolves as follows:

Section 1

The General Meeting hereby approves the acquisition by PGNiG S.A. of up to 61,601,600 Series C ordinary registered shares with a total par value of up to PLN 616,016,000 in PGNiG TERMIKA S.A. of Warsaw, in connection with the merger of PGNiG SPV 1 Sp. z o.o. with PGNiG TERMIKA S.A. as the acquiring company, effected pursuant to Art. 492.1.1 of the Commercial Companies Code, in exchange for 15,400,400 shares in PGNiG SPV 1 Sp. z o.o. held by PGNiG S.A.

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	4,795,679,905
% of share capital represented by the shares on which valid votes were cast	81.28%
Total number of valid votes	4,795,679,905
including votes: for	4,765,575,841
against	0
abstaining	104,064

**Resolution No. 5/XII/2012**  
**of the Extraordinary General Meeting of**  
**Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna**  
**of Warsaw**  
**dated December 6th 2012**

**concerning:** award of the annual bonus for 2011 to Mr Michał Szubski

Acting pursuant to Art. 10.1, 10.2 and 10.7 of the Act on Remunerating Persons Who Manage Certain Legal Entities dated March 3rd 2000 (Dz.U. of 2000, No. 26, item 306, as amended):

Section 1

The Extraordinary General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. hereby resolves to award an annual bonus for 2011 to Mr Michał Szubski, in the amount of PLN 62,182.44 (sixty-two thousand, one hundred and eighty-two and 44/100 złoty). In 2011, Mr Michał Szubski was the President of the Management Board of PGNiG S.A.

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	4,799,201,501
% of share capital represented by the shares on which valid votes were cast	81.34%
Total number of valid votes	4,799,201,501
including votes: for	4,762,075,841
against	0
abstaining	37,125,660

**Resolution No. 6/XII/2012  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
of Warsaw  
dated December 6th 2012**

**concerning:** approval of acquisition by PGNiG S.A. of all new shares in the increased share capital of Geovita S.A. of Warsaw and disposal of organised parts of PGNiG S.A.'s business to Geovita S.A.

Acting pursuant to Par. 56.3.1 and 56.6 of the Company's Articles of Association and taking into account the opinion of the PGNiG Supervisory Board contained in Resolution No. 133/VI/2012 of November 16th 2012 on the Management Board's proposal No. 749/2012 of October 30th 2012, the General Meeting hereby resolves as follows:

Section 1

The General Meeting hereby approves the acquisition by PGNiG S.A. of:

1. all new registered shares in the increased share capital of Geovita S.A. of Warsaw, with a total par value resulting from the valuation of the following assets, with the shares to be acquired at their par value for the non-cash contribution in the form of:
  - a) assets representing an organised part of PGNiG S.A.'s business within the meaning of Art. 55<sup>1</sup> of the Polish Civil Code, under the name of Hotel Perła Bieszczadów in Czarna, including in particular:
    - right of perpetual usufruct established for the period ending December 4th 2090 with respect to developed land owned by the State Treasury, entered in the Land and Mortgage Register maintained by the District Court in Lesko, 7th Field Division of the Land and Mortgage Register in Ustrzyki Dolne, under No. KS2E/00025851/5, comprising land plots No. 560/1 and 567/1, with a total area of 11.3483 ha, located in Czarna Górna, Czarna Commune, Ustrzyki Dolne County, the Rzeszów Province, together with the ownership rights to the building and structures erected on the land;
    - right of perpetual usufruct established for the period ending March 9th 2098 with respect to developed land owned by the State Treasury, entered in the Land and Mortgage Register maintained by the District Court in Lesko, 7th Field Division of the Land and Mortgage Register in Ustrzyki Dolne, under no. KS2E/00027668/9, comprising land plot No. 567/2, with a total area of 2.7356 ha, located in Czarna Górna, Czarna Commune, Ustrzyki Dolne County, the Rzeszów Province, together with the ownership rights to the building and structures erected on the land;

b) assets representing an organised part of PGNiG S.A.'s business within the meaning of Art. 55.1 of the Polish Civil Code, under the name of Bukowy Dworek Hotel in Gronowo, including in particular:

- right of perpetual usufruct established for the period ending December 5th 2089 with respect to developed land owned by the State Treasury, entered in the Land and Mortgage Register maintained by the District Court in Świebodzin, 5th Division of the Land and Mortgage Register, under No. ZG1S/00007400/2, comprising land plot No. 5/2, with a total area of 6.12 ha, located in Gronów, Łagów Commune, Świebodzin County, Zielona Góra Province, together with the ownership rights to the building and structures erected on the land.

by transferring the assets to Geovita S.A. at their respective values determined by an appraiser;

2. all new registered shares in Geovita S.A., with a total par value equal to the amount of Geovita S.A.'s debt to PGNiG S.A. under loan agreement No. Geovita/2/2008 of September 15th 2008, concerning a loan for expansion of the Dźwirzyno spa, outstanding as at the date of subscription for shares in the increased share capital of Geovita S.A., at par value. The shares will be paid for in cash by way of a contractual set-off of the liabilities under acquisition of the shares against Geovita S.A.'s debt to PGNiG S.A. under loan No. Geovita/2/2008 of September 15th 2008, advanced for expansion of the Dźwirzyno spa, outstanding as at the subscription date.

## 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	4,799,201,501
% of share capital represented by the shares on which valid votes were cast	81.34%
Total number of valid votes	4,799,201,501
including votes: for	4,795,575,841
against	0
abstaining	3,625,660

**Resolution No. 7/XII/2012  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
of Warsaw  
dated December 6th 2012**

**concerning:** the manner of disposal of shares in Geovita S.A.

Acting pursuant to Par. 56.6.1 of the Company's Articles of Association and Par. 27.1 of the Regulation of the Council of Ministers on the manner and procedure of holding a tender for sale of non-current assets by a company established as a result of commercialisation, dated February 13th 2007 (Dz.U. of 2007, No. 27, item 177, as amended) and taking into account the opinion of the PGNiG Supervisory Board contained in Resolution No. 132/VI/2012 of November 16th 2012 on the Management Board's proposal No. 751/2012 of October 30th 2012, the General Meeting hereby resolves as follows:

Section 1

The General Meeting hereby agrees to disposal of shares in Geovita S.A. by way of public invitation to negotiate, without holding a public tender.

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	4,799,201,501
% of share capital represented by the shares on which valid votes were cast	81.34%
Total number of valid votes	4,799,201,501
including votes: for	4,795,575,841
against	0
abstaining	3,625,660