



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, July 25th 2012

**Draft resolutions for the Extraordinary General Shareholders Meeting
of PGNiG SA convened for August 22nd 2012**

Current Report No. 116/2012

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or "the Company") hereby publishes draft resolutions to be presented to the Extraordinary General Shareholders Meeting of PGNiG convened for August 22nd 2012.

**Resolution No.
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated August 22nd 2012**

concerning: Adoption of the agenda of the Annual General Shareholders Meeting.

Par. 1

Annual General Shareholders Meeting of PGNiG SA decides to adopt the following agenda of the Annual General Shareholders Meeting:

1. Opening of the Meeting,
2. Appointment of the Chair of the General Meeting,
3. Preparation of the attendance list,
4. Confirmation that the General Meeting has been duly convened and has the capacity to adopt resolutions,
5. Approval of the agenda,
6. Allocation of capital reserve designated as "Central Restructuring Fund" to one-off redundancy payments for former employees of ZRG Krosno Sp. z o.o. of Krosno and the PGNiG Head Office
7. Closing of the General Meeting.

Par. 2

This Resolution shall take effect as of its adoption date.

Resolution No.
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated August 22nd 2012

concerning: allocation of capital reserve designated as “Central Restructuring Fund” to one-off redundancy payments for former employees of ZRG Krosno Sp. z o.o. of Krosno and the PGNiG Head Office

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 Shareholders Meeting hereby resolves as follows:

Par. 1.

The General Shareholders Meeting of PGNiG S. A. hereby resolves to allocate PLN 4,334,847.27 from the capital reserve designated as “Central Restructuring Fund” to one-off redundancy payments for 31 former employees of ZRG Krosno Sp. z o.o. of Krosno and 50 former employees of the PGNiG Head Office.

This resolution has been passed by approving votes and shall take effect as of the adoption date.