



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, January 12th 2012

**Resolutions passed by the Extraordinary General Shareholders Meeting of
PGNiG SA convened for January 12th 2012**

Current Report No. 7/2012

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 January 12th 2012.

Moreover, acting pursuant to §35.1 of the Articles of Association, the Minister of the State Treasury, acting in agreement with the Minister of Economy, submitted its decision No. MSP/DSK/110/12 dated January 12th 2012 concerning appointment of Mr Janusz Pilitowski to the Supervisory Board of PGNiG with effect from the date of the decision.

**Resolution No. 1/I/2012
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated January 12th 2012**

concerning: adoption of the agenda of the Extraordinary General Shareholders Meeting.

Par. 1

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

1. Opening of the Meeting;
2. Election of the Chairperson for 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 of the Meeting;
6. Adoption of a resolution concerning increase in the share capital of Pomorska Spółka Gazownictwa sp. z o.o.;
7. Adoption of a resolution concerning changes in the PGNiG SA Supervisory Board;

8. Closing of the Meeting.

Par. 2

This Resolution shall take effect as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,526,548,713
% of share capital represented by the shares on which valid votes were cast	76.72 %
Total number of valid votes	4,526,548,713
including votes: for	4,413,896,373
against	112,368,210
abstaining	284,130

Resolution No. 2/I/2012
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated January 12th 2012

concerning increase in the share capital of Pomorska Spółka Gazownictwa sp. z o.o.

Acting pursuant to Par. 56.6 of the Company's Articles of Association and having taken into consideration the opinion of the PGNiG SA's Supervisory Board on the Management Board's proposal No. 653/2011 of December 7th 2011, which opinion is expressed in Resolution No. 82/VI/2011 of December 19th 2011, the General Shareholders Meeting hereby resolves as follows:

Par. 1

The General Shareholders Meeting hereby approves acquisition by PGNiG SA of all new shares in the increased share capital of Pomorska Spółka Gazownictwa sp. z o.o., that is 1,553 (one thousand, five hundred and fifty-three) shares with a par value of PLN 1,000 (one thousand zloty) per share and the total par value of PLN 1,553,000 (one million, five hundred and fifty-three thousand zloty), in consideration for an in-kind contribution comprising perpetual usufruct rights to a land plot located at ul. Lubicka 52-58 in the city of Toruń, Poland, and ownership title to buildings and structures erected thereon. A detailed list of the non-current assets is attached as Appendix 1 to this Resolution.

Par. 2

This Resolution shall take effect as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,526,548,713
% of share capital represented by the shares on which valid votes were cast	76.72 %
Total number of valid votes	4,526,548,713
including votes: for	4,524,926,478
against	1,338,105
abstaining	284,130

Resolution No. 3/I/2012
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated January 12th 2012

concerning: removal of a member of the PGNiG SA Supervisory Board

On the basis of Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

Mr Grzegorz Banaszek is removed from the Supervisory Board of Polskie Górnictwo Naftowe I Gazownictwo Spółka Akcyjna.

Par. 2

This Resolution shall become effective as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,526,548,713
% of share capital represented by the shares on which valid votes were cast	76.72 %
Total number of valid votes	4,526,548,713
including votes: for	4,265,185,941
against	177,736,881
abstaining	83,625,891

Resolution No. 4/I/2012
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated January 12th 2012

concerning: appointment of a member of the PGNiG SA Supervisory Board

On the basis of Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

Mr Józef Głowacki is appointed as member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Par. 2

This Resolution shall become effective as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,526,548,713
% of share capital represented by the shares on which valid votes were cast	76.72 %
Total number of valid votes	4,526,548,713
including votes: for	4,290,185,941
against	177,736,881
abstaining	58,625,891

Resolution No. 5/I/2012
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated January 12th 2012

concerning: appointment of a member of the PGNiG SA Supervisory Board

On the basis of Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

Mr Wojciech Chmielewski is appointed as member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Par. 2

This Resolution shall become effective as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,526,548,713
% of share capital represented by the shares on which valid votes were cast	76.72 %
Total number of valid votes	4,526,548,713
including votes: for	4,290,185,941
against	177,736,881
abstaining	58,625,891