



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, November 7th 2011

**Convening of the Extraordinary General Shareholders Meeting
of PGNiG SA to be held on December 7th 2011**

Current report no. 154/2011

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 47.1.1 of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw (PGNiG, the Company) hereby convenes an Extraordinary General Shareholders Meeting of PGNiG SA under Art. 402¹.1 of the Commercial Companies Code, to be held on December 7th 2011, at 12.00hrs noon, at the registered office of the Company at Marcina Kasprzaka 25 St. in Warsaw, Poland.

Agenda for 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 extension of the duration of the capital reserve designated as Central Restructuring Fund for the duration of the Programme for Employment Streamlining and Redundancy Payments to Employees of the PGNiG Group for 2009-2011 (Stage 3), i.e. until December 31st 2015.
7. Adoption of a resolution concerning approval of the acquisition of shares in PGNiG Technologie Sp. z o.o.
8. Adoption of a resolution concerning approval of the disposal of assets covered by the Agreement for the Lease of Gas Pipelines and Land in the Coastal Strip, concluded on October 27th 2011.
9. Adoption of a resolution concerning approval of the sale, by way of a tender, of non-current assets in the form of high-pressure gas pipelines with the accompanying infrastructure and land.
10. Closing of the Meeting.

A shareholder or shareholders representing at least 1/20 of the Company's share capital may request certain items to be included in the Meeting's agenda. Any such request in the Polish language should be sent to the Company in writing, or in the electronic form to the following e-mail address: wz@pgnig.pl. The request should contain grounds or draft resolutions concerning the proposed agenda items and should be submitted to the Company's Management Board not later than 21 days before the planned date of the General Shareholders Meeting. The requesting shareholder(s) should prove their entitlement to exercise this right by presenting relevant documents in the written form.

A shareholder or shareholders representing at least 1/20 of the Company's share capital may, before a General Shareholders Meeting, submit to the Company in writing, or in the electronic form to the e-mail address wz@pgnig.pl, draft resolutions concerning items which have been or are to be entered on the agenda of the Company's General Shareholders Meeting. Such draft resolutions should be in the Polish language, in the form of a Word file. The shareholders should prove their entitlement to exercise this right by presenting relevant documents in the written form.

During the Company's General Shareholders Meeting, each shareholder may submit draft resolutions concerning the items on the agenda. Such draft resolutions should be in the Polish language.

Shareholders may participate in the General Shareholders Meeting in person or by proxy. Pursuant to Art. 412^{1.2} of the Commercial Companies Code, a power of proxy allowing to participate in a general shareholders meeting of a public company and to exercise the right of voting must be granted in writing or in the electronic form. The power of proxy should be in the Polish language and may be sent to the Company prior to the General Shareholders Meeting in electronic form as a PDF file to the e-mail address: wz@pgnig.pl.

Given the fact that the Company does not provide for the possibility of participation in the General Shareholders Meeting using means of electronic communication (including speaking at the General Shareholders Meeting using means of electronic communication) or of exercising the voting rights by correspondence, no proxy forms will be published.

Representatives of legal persons should have on them the original or a copy (certified as true by a Notary Public) of an excerpt from the relevant register (issued within the last three months), and if their right to represent the legal person does not follow from the relevant register entry – they should have on them written power of proxy (the original or a copy certified as true by a Notary Public) along with the original or a copy (certified as true by a Notary Public) of the excerpt from the relevant register which must be valid for the date of granting the power of proxy.

Shareholders and proxies should have on them a document confirming their identity.

The record date for participation in the General Shareholders Meeting is November 21st 2011.

Only these persons who are shareholders on the record date, i.e. sixteen days before the planned date of the general shareholders meeting, will have the right to participate in the General Shareholders Meeting.

Persons entitled to participate in the General Shareholders Meeting may obtain the full text of the documentation to be submitted to the General Shareholders Meeting, along with draft resolutions and comments of the Management Board or the Supervisory Board, from the Company's registered office.

Any person entitled to participate in the General Shareholders Meeting may obtain the full text of the documentation which is to be presented to the General Shareholders Meeting during the week preceding the General Shareholders Meeting, that is from November 29th 2011, from 8am to 3pm, at the Company's registered office in Warsaw, Marcina Kasprzaka 25 St., the SCADA building, 2nd floor, room 216 (Biuro Prezydialne - the Presidium Office).

In compliance with Art. 407.1 of the Commercial Companies Code, the list of shareholders entitled to participate in the General Shareholders Meeting will be displayed for three weekdays prior to the Meeting, that is from December 2nd 2011, at the Company's registered office at Marcina Kasprzaka 25 St., the SCADA building.

Information concerning the General Shareholders Meeting will be available on the Company's website at: www.pgnig.pl in the bookmark: Investor Relations – General Meeting – Shareholder's Information.

In order to make sure that the General Shareholders Meeting of PGNiG SA proceeds smoothly, the Company's Management Board is requesting all participants to arrive at the meeting about 30 minutes before the scheduled time of its commencement.