



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, September 20th 2011

**Resolutions passed by the Extraordinary General Shareholders Meeting
of PGNiG SA on September 20th 2011**

Current report no. 135/2011

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG") hereby releases resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on September 20th 2011.

**Resolution No. 1/IX/2011
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated September 20th 2011**

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 approval of the acquisition of 75,600,000 shares, with a par value of PLN 50 per share, in PGNiG SPV 1 Sp. z o.o.;
7. Adoption of a resolution concerning subscription for shares in the increased share capital of Pomorska Spółka Gazownictwa Sp. z o.o. of Gdańsk;
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	4,485,107,245
% of share capital represented by the shares on which valid votes were cast	76.02%
Total number of valid votes	4,485,107,245
including votes: for	4,485,107,245
against	0
abstaining	0

**Resolution No. 2/IX/2011
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated September 20th 2011**

concerning: approval of the acquisition of 75,600,000 shares, with a par value of PLN 50 per share, in PGNiG SPV 1 Sp. z o.o.

Acting pursuant to Par. 56.6 of the Company's Articles of Association, and based on the positive opinion of the Supervisory Board, expressed in Resolution No. 44/VI/2011 of August 23rd 2011, on the Management Board's proposal contained in Resolution No. 436/2011 of August 23rd 2011, the Extraordinary General Shareholders Meeting resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting hereby approves the acquisition by PGNiG SA of up to 75,600,000 (seventy-five million, six hundred thousand) shares with a par value of PLN 50 per share in PGNiG SPV 1 Sp. z o.o. of Warsaw, at par value, which will be fully paid up in cash.

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	4,485,107,245
% of share capital represented by the shares on which valid votes were cast	76.02%
Total number of valid votes	4,485,107,245
including votes: for	4,485,107,245
against	0
abstaining	0

**Resolution No. 3/IX/2011
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated September 20th 2011**

concerning: subscription for shares in the increased share capital of Pomorska Spółka Gazownictwa Sp. z o.o. of Gdańsk.

Acting pursuant to Par. 56.6 of the Company's Articles of Association, and based on the opinion of the PGNiG SA's Supervisory Board, expressed in Resolution No. 49/VI/2011 of August 23rd 2011, on the Management Board's proposal No. 437/2011 of August 23rd 2011, the General Shareholders Meeting hereby resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting hereby approves the subscription by PGNiG SA for all new shares in the increased share capital of Pomorska Spółka Gazownictwa Sp. z o.o. i.e.: 38,950 (thirty-eight thousand, nine hundred and fifty) shares with a par value of PLN 1,000 (one thousand złoty) per share, with a total value of PLN 38,950,000.00 (thirty-eight million, nine hundred and fifty thousand złoty) in exchange for the contribution of a section of a transmission system capable of independent operation – transmission of gaseous fuel, comprised of a 39.7km long section of the DN 300 gas pipeline with gas governor stations from the Zalesie node, located in the following communes: Chełmża, Papowo Biskupie, Stolno, Chełmno, Miasto Chełmno, and Świecie, including component parts and attachments, listed in Appendix 1 hereto.

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	4,485,107,245
% of share capital represented by the shares on which valid votes were cast	76.02%
Total number of valid votes	4,485,107,245
including votes: for	4,485,107,245
against	0
abstaining	0