



Convening of the Annual General Shareholders Meeting of PGNiG SA to be held on April 20th 2011

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 47.1.1, Par. 55 and Par. 56.1. of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA hereby convenes an Annual General Shareholders Meeting of PGNiG SA under Art. 402¹.1 of the Commercial Companies Code, to be held on April 20th 2011, at 12.00hrs noon, at the PGNiG SA headquarter, 25 M. Kasprzaka Str., Warsaw, Poland.

Agenda for the Meeting:

1. Opening of the Meeting,
2. Election of the Chairman of the Meeting,
3. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions,
4. Adoption of the agenda of the Meeting,
5. Preparation of the attendance list,
6. Adoption of a resolution concerning consideration and approval of the 2010 financial statements of PGNiG SA prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2010,
7. Adoption of a resolution concerning consideration and approval of the 2010 consolidated financial statements of the PGNiG Group prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the operations of the PGNiG Group in 2010,
8. Adoption of a resolution acknowledging the discharge of duties by the members of the Management Board of PGNiG in 2010,
9. Adoption of a resolution acknowledging the discharge of duties by the members of the Supervisory Board of PGNiG in 2010,
10. Adoption of a resolution on the distribution of profit for the financial year 2010, allocation of retained earnings, and on setting the dividend record date and the dividend payment date,
11. Adoption of a resolution on the determination of assets to be provided as non-cash dividend and definition of the method of their valuation,
12. Changes in the composition of the Supervisory Board of PGNiG SA,
13. Miscellaneous,
14. Closing of the Annual General Shareholders 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. 412¹.2 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. 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 April 4th 2011.

Only these persons who are shareholders on the record date, i.e. 16 days before the planned date of the general shareholders meeting, will have the right to participate in the General Shareholders Meeting.

Any person entitled to participate in the General Shareholders Meeting may obtain copies of the Directors' Report on the Company's Operations and the Financial Statements, along with a copy of the Supervisory Board's Report and the Auditor's opinion, during the 15 days



preceding the date of the General Shareholders Meeting, that is from April 5th 2011, while copies of proposals and requests concerning other matters included in the Agenda will be distributed during the week preceding the General Shareholders Meeting, that is from April 12th 2011, from 9am to 4pm, at the Company's registered office in Warsaw, ul. Marcina Kasprzaka 25, 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 April 15th 2011, at the Company's registered office at ul. Marcina Kasprzaka 25, 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 1 hour before the scheduled time of its commencement.