



Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, March 31st 2011

**Resolutions passed by the Extraordinary General Shareholders Meeting  
of PGNiG SA on March 31st 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 March 31st 2011.

**Resolution No. 1/II/2011  
of the Extraordinary General Shareholders Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw  
dated March 31st 2011**

**concerning:** Adoption of the agenda of the Extraordinary General Shareholders Meeting.

Par. 1

Extraordinary General Shareholders Meeting of PGNiG 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 terms and manner of disposal of share in Zakład Kuźnia Matrycowa Sp. z o.o.,
7. 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	4,492,818,533
% of share capital represented by the shares on which valid votes were cast	76.15%
Total number of valid votes	4,492,818,533
including votes: for	4,492,755,733
against	0
abstaining	62,800

**Resolution No. 2/II/2011**  
**of the Extraordinary General Shareholders Meeting of**  
**Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw**  
**dated February 24th 2011**

**concerning:** Terms and Manner of Disposal of Share in Zakład Kuźnia Matrycowa Sp. z o.o.

Par. 1

Acting pursuant to Par. 27.1 of the Regulation of the Council of Ministers on the Manner and Procedure for the Organisation of a Tender for Sale of Non-Current Assets by a Company Established as a Result of Commercialisation, dated February 13th 2007 (Dz. U. of 2007, No. 27, item 177, as amended), having considered the proposal of the Management Board submitted pursuant to Resolution No. 626/2010, dated November 30th 2010, and the favourable opinion of the Supervisory Board contained in Resolution No. 10/V/2011, dated February 17th 2011, the Extraordinary General Shareholders Meeting hereby approves the disposal of one share in Zakład Kuźnia Matrycowa Sp. z o.o. in accordance with the procedure and on the terms defined below:

- a) procedure - the share in Zakład Kuźnia Matrycowa Sp. z o.o. held by PGNiG SA shall be sold to Metallum Corporation, the majority shareholder of Zakład Kuźnia Matrycowa Sp. z o.o. holding 96.99% of the company's share capital,
- b) terms - the share held by PGNiG SA shall be sold for the price of PLN 570,000.

Par. 2

This Resolution shall take effect as of its adoption date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4,492,818,533
% of share capital represented by the shares on which valid votes were cast	76.15%
Total number of valid votes	4,492,818,533
including votes: for	4,492,755,733
against	0
abstaining	62,800