



**Resolutions passed by the Extraordinary General Shareholders Meeting
of PGNiG SA on December 21st 2010**

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG") hereby releases resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on December 21st 2010.

**Resolution No. 1/XII/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw
dated December 21st 2010**

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 approval for subscription for shares in PGNiG Technologie Sp. z o.o. and sale of shares in consolidated companies,
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	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,506,908,196	76.39%

Total number of valid votes	4,506,908,196
including votes: for	4,506,845,395
against	0
abstaining	62,801

**Resolution No. 2/XII/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw
dated December 21st 2010**

concerning: approval for subscription for shares in PGNiG Technologie Sp. z o.o. and sale of shares in consolidated companies

Acting pursuant to Par. 56.6 and Par. 56.6.1) of the Company's Articles of Association, and based on the positive opinion of the Supervisory Board, expressed in Resolution No. 96/V/2010 of November 18th 2010, on the Management Board's proposal contained in Resolution No. 587/2010 of November 15th 2010, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting hereby approves PGNiG SA's subscription for 118,348 (one hundred and eighteen thousand three hundred and forty-eight) new shares in the increased share capital of PGNiG Technologie Sp. z o.o. of Warsaw, with a par value of PLN 1,000 per share.

Par. 2

The Extraordinary General Shareholders Meeting hereby approves PGNiG SA's disposal of shares in the following companies:

- 39,220 shares in BUG Gazobudowa Sp. z o.o. of Zabrze (a wholly-owned subsidiary of PGNiG SA);



- 9,244 shares in ZRUG Sp. z o.o. of Pogórska Wola (a wholly-owned subsidiary of PGNiG SA);
- 39,751 shares in BN Naftomontaż Sp. z o.o. of Krosno (in which PGNiG SA holds an 88.83% interest);
- 23,500 shares in ZUN Naftomet Sp. z o.o. of Krosno (a wholly-owned subsidiary of PGNiG SA);

as part of the share capital increase at PGNiG Technologie Sp. z o.o., referred to in Par. 1.

This Resolution shall take effect as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,506,908,196	76.39%

Total number of valid votes	4,506,908,196
including votes: for	4,421,845,395
against	0
abstaining	85,062,801