



The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG", "the Company") hereby publishes a draft resolution to be submitted to the Extraordinary General Shareholders Meeting of PGNiG convened for December 6th 2010.

**Resolution No.....**  
**by the Extraordinary General Shareholders Meeting of**  
**Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna**  
**of Warsaw**  
**dated .....**

**concerning:** acquisition by PGNiG SA of 100% of Shares in Special Purpose Vehicle (SPV) of Sweden

Par. 1

Acting pursuant to Par. 56.6 of the Articles of Association of Polskie Górnictwo Naftowe i Gazownictwo SA, having considered the consenting opinion of the Supervisory Board (contained in Resolution No. [■] of [■] 2010) on the proposal of the Management Board dated [■] 2010, PGNiG SA's General Shareholders Meeting hereby approves the acquisition of 100% of shares in a Special Purpose Vehicle (SPV) of Sweden, operating under the name of Goldcup 5839 AB, registered office at Stockholm län, Box 270, 851 04 Sundsvall (Sweden), entered into the Register of Entrepreneurs under No. 556815-4917, with the share capital of SEK 500,000 (five hundred thousand Swedish kronor), divided into 500,000 (five hundred thousand) shares with a par value of SEK 1 (one Swedish krona) per share, and whose key objective will be to obtain financing through the issue of Eurobonds in international markets and to use the proceeds to finance PGNiG SA.

Par. 2

This Resolution shall come into effect as of its adoption date.

**Grounds:**

In connection with the ongoing preparation for the issue of PGNiG Eurobonds it is necessary to establish a special purpose vehicle. The SPV's objective will be to obtain financing through the issue of Eurobonds and to use the proceeds to finance PGNiG SA.

In Resolution No. 519/2010 the Management Board decided to establish the SPV by purchasing shares in an existing special purpose vehicle from a firm providing services of establishing and selling companies in the Swedish market.

This firm is also responsible for assistance in the registration of the vehicle in the purchaser's name, for taking minutes of General Shareholders Meetings and Management Board meetings, as well as for the preparation of documents necessary for the company to commence operations.



The financing may be provided to PGNiG through a loan agreement or through other arrangements, such as placement of PGNiG notes with the SPV. In connection with the funding, PGNiG as the borrower will be obliged to pay to the SPV interest on the loan (notes).

Pursuant to Art. 21.1 of the Act on Corporate Income Tax (consolidated text: Dz. U. of 2000 No. 54, item 654, as amended), interest income earned by the SPV will be taxed at a flat rate of 20%. However, the taxation will also be subject to relevant double taxation treatise executed by Poland.

Pursuant to the Double Taxation Treaty between Poland and Sweden, interest income will be taxed only in the country of tax residence of the person entitled to receive interest, which means that interest income earned by the SPV will be exempt from taxation in Poland.

Establishing the Special Purpose Vehicle in Sweden will involve PGNiG's paying SEK 500,000 (approximately PLN 200,000) to the SPV's equity.