



**Resolutions passed by the Extraordinary General Shareholders Meeting
of PGNiG SA on December 6th 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 6th 2010.

**Resolution No. 1/XII/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated December 6th 2010**

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

§ 1

Extraordinary General Shareholders Meeting of PGNiG SA decides to adopt the following agenda of the Annual General Shareholders 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. Acquisition by PGNiG SA of 100% of Shares in Special Purpose Vehicle (SPV) of Sweden,
7. Closing of the Meeting.

Additional information concerning the Resolution:

Total number of valid votes	4,427,056,519
% of PGNiG SA's share capital represented by the shares on which valid votes were cast	75.03%
Including votes: for	4,426,993,719
against	0
abstaining	62,800



Resolution No. 2/XII/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated December 6th 2010

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. 90/V/2010 of October 14th 2010) on the proposal of the Management Board dated November 22nd 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.

Additional information concerning the Resolution:

Total number of valid votes	4,427,056,519
% of PGNiG SA's share capital represented by the shares on which valid votes were cast	75.03%
Including votes:	
for	4,426,993,719
against	0
abstaining	62,800