



Warsaw, September 30th 2010

**Resolutions passed by the Extraordinary General Shareholders Meeting
of PGNiG SA on September 30th 2010**

**Resolution No. 1/IX/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated September 30th 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. Adoption of a resolution to consent to the establishment by PGNiG SA of a company under German law, which will operate under the name of "POGC Trading GmbH", with registered office in Munich and with the share capital of EUR 10,000,000.00 (ten million euros), divided into 100 (one hundred) shares with a par value of EUR 100,000.00 (one hundred thousand euros) per share, and subscription, at par value, for 100 (one hundred) shares, with a par value of EUR 100,000.00 (one hundred thousand euros) per share and total par value of EUR 10,000,000.00 (ten million euros), in the newly established company under the name "POGC Trading GmbH", with registered office in Munich, to be paid for in cash,
7. Adoption of a resolution to approval of acquisition of new shares in Zakład Remontowy Urządzeń Gazowniczych Sp. z o.o. of Pogórska Wola,
8. Adoption of a resolution to approval of acquisition by PGNiG SA of all shares in a new company Operator Systemu Magazynowania Sp. z o.o. of Warsaw,



9. Adoption of a resolution to approval of acquisition by PGNiG SA of 150,000 new shares in PGNiG Energia SA, with the total value of PLN 15,000,000.00,
10. Adoption of terms and manner of disposal of shares in IZOSTAL SA,
11. Miscellaneous,
12. Closing of the Meeting.

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
4.488.160.573	76.07 %

Total number of valid votes	4.488.160.573
including votes: for	4.486.190.358
against	0
abstaining	1.970.215



**Resolution No. 2/IX/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated September 30th 2010**

concerning: consent to the establishment by PGNiG SA of a company under German law, which will operate under the name of “POGC Trading GmbH”, with registered office in Munich and with the share capital of EUR 10,000,000.00 (ten million euros), divided into 100 (one hundred) shares with a par value of EUR 100,000.00 (one hundred thousand euros) per share, and subscription, at par value, for 100 (one hundred) shares, with a par value of EUR 100,000.00 (one hundred thousand euros) per share and total par value of EUR 10,000,000.00 (ten million euros), in the newly established company under the name “POGC Trading GmbH”, with registered office in Munich, to be paid for in cash.

Acting pursuant to Par. 49.1 of PGNiG SA’s Articles of Association and Par. 11.1 of the Rules of Procedure for the General Shareholders Meeting of PGNiG SA, and taking into account the approval issued by the Supervisory Board, by way of its Resolution No. 81/V/2010 of September 15th 2010, concerning the Management Board’s proposal contained in its Resolution No. 442/2010 of August 17th 2010, and considering the provisions of Par. 56.4.5 and Par. 56.6 of PGNiG SA’s Articles of Association, the General Shareholders Meeting hereby resolves as follows:

Par. 1

The General Shareholders Meeting hereby issues its consent to the establishment by PGNiG SA of a company under German law, which will operate under the name of “POGC Trading GmbH”, with registered office in Munich and with the share capital of EUR 10,000,000.00 (ten million euros), divided into 100 (one hundred) shares with a par value of EUR 100,000.00 (one hundred thousand euros) per share.

Par. 2

The General Shareholders Meeting hereby issues its consent to the subscription, at par value, for 100 (one hundred) shares, with a par value of EUR 100,000.00 (one hundred thousand euros) per share and total par value of EUR 10,000,000.00 (ten million euros), in the newly established company under the name “POGC Trading GmbH”, with registered office in Munich, to be paid for in cash.

Par. 3

This Resolution shall come into effect as of its adoption 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
4.488.160.573	76.07 %

Total number of valid votes	4.488.160.573
including votes: For	4.468.097.773
Against	0
Abstaining	20.062.800



**Resolution No. 3/IX/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated September 30th 2010**

concerning: approval of acquisition of new shares in Zakład Remontowy Urządzeń Gazowniczych Sp. z o.o. of Pogórska Wola.

Acting pursuant to Par. 56.6 of PGNiG SA's Articles of Association and taking into account the positive opinion issued by the Supervisory Board in Resolution No. 77/V/2010 of 2010 of the Management Board's proposal No. 450/2010 of September 15th 2010, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting hereby approves the acquisition by PGNiG SA of 4,944 (four thousand, nine hundred and forty-four) new shares with a total net value of PLN 4,944,000.00 (four million, nine hundred and forty-four thousand) in the increased share capital of Zakład Remontowy Urządzeń Gazowniczych Sp. z o.o. of Pogórska Wola by way of a non-cash contribution in the form of a perpetual usufruct right to real estate in Pogórska Wola, Skrzyszów commune (land register No. 2266/13, 2266/18, 2266/20 and 2266/21), with a total area of 29,213 m², together with the legal title to buildings and structures, entered into the Land and Mortgage Register maintained by the District Court in Tarnów, VI Land and Mortgage Registry Division, under No. TR1T/00037744/1.

Par. 2

This Resolution shall become effective 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
4.488.160.573	76.07 %

Total number of valid votes	4.488.160.573
including votes: for	4.466.190.358
against	0
abstaining	21.970.215



**Resolution No. 4/IX/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated September 30th 2010**

concerning: approval of acquisition by PGNiG SA of all shares in a new company Operator Systemu Magazynowania Sp. z o.o. of Warsaw.

Acting pursuant to Par. 56.6 of PGNiG SA's Articles of Association and taking into account the positive opinion issued by the Supervisory Board in Resolution No. 77/V/2010 of September 15th 2010 concerning the Management Board's proposal contained in Resolution No. 450/2010 of August 23rd 2010, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting hereby approves the acquisition by PGNiG SA of 20,000 (twenty thousand) shares with a par value of PLN 50.00 (fifty złoty) per share, with a total par value of PLN 1,000,000.00 (one million złoty), in a new company named Operator Systemu Magazynowania Sp. z o.o. of Warsaw, at a price equal to the par value of the shares. The shares will be fully paid up in cash.

Par. 2

This Resolution shall become effective 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
4.488.160.573	76.07 %
Total number of valid votes	
4.488.160.573	4.488.160.573
including votes: for	4.466.190.358
against	0
abstaining	21.970.215



**Resolution No. 5/IX/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated September 30th 2010**

concerning: approval of acquisition by PGNiG SA of 150,000 new shares in PGNiG Energia SA, with the total value of PLN 15,000,000.00

Acting pursuant to Par. 56.6 of the Articles of Association of PGNiG SA, and taking into account the positive opinion issued by the Supervisory Board in Resolution No. 79/V/2010 of September 15th 2010 concerning the Management Board's proposal contained in Resolution No. 453/2010 of August 31st 2010, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting hereby approves the acquisition by PGNiG SA of 10,000 (ten thousand) Series B registered shares with the total value of PLN 1,000,000.00 (one million złoty) in the increased share capital of PGNiG Energia SA of Warsaw.

Par. 2

The Extraordinary General Shareholders Meeting hereby approves the acquisition by PGNiG SA of 140,000 (one hundred and forty thousand) Series B registered shares with the total value of PLN 14,000,000.00 (fourteen million złoty) in the increased share capital of PGNiG Energia SA of Warsaw, provided that the share capital increase at PGNiG Energia SA will be effected subsequent to the execution by PGNiG Energia SA of the "SPV operating agreement".

Par. 3

This resolution shall come into effect as of its adoption 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
4.488.160.573	76.07 %

Total number of valid votes	4.488.160.573
including votes: For	4.468.097.773
Against	0
Abstaining	20.062.800



**Resolution No. 6/IX/2010
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated September 30th 2010**

concerning: terms and manner of disposal of shares in IZOSTAL SA.

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), and having considered the proposal of the Management Board submitted pursuant to Resolution No. 454/2010, dated August 31st, and the favourable opinion of the Supervisory Board contained in Resolution No. 80/V/2010, dated September 15th 2010, the Extraordinary General Shareholders Meeting hereby approves the disposal of shares in IZOSTAL SA in accordance with the procedure and on the terms defined below:

- a. If the shares are floated on the regulated market managed by the Warsaw Stock Exchange SA on or before December 31st 2010:
 - the shares shall be disposed of without announcing a public tender, by placing a sell order at a brokerage house,
 - the terms and conditions: on market terms;
- b. If the shares are not floated on the regulated market managed by the Warsaw Stock Exchange SA on or before December 31st 2010:
 - the shares may be disposed of without announcing a public tender, in accordance with the procedure set forth in Art. 4181 of the Commercial Companies Code, i.e. by way of a mandatory buyout of the shares from PGNiG SA by a shareholder holding at least 95% of all the shares in IZOSTAL SA – i.e. STALPROFIL SA or if the resolution on mandatory buyout of shares from PGNiG SA is not adopted – the shares shall be acquired by IZOSTAL SA with a view to retiring them,
 - the terms and conditions: pursuant to Art. 4181.6 of the Commercial Companies Code the buyout price will be equal to the value of the company's net assets, as disclosed in the financial statements for the preceding financial year, less the amount earmarked for distribution among the shareholders, divided by the number of shares.

Par. 2

This Resolution shall become effective 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
4.488.160.573	76.07 %

Total number of valid votes	4.488.160.573
including votes: For	4.468.097.773
Against	0
Abstaining	20.062.800