



Warsaw, September 28th 2010

Proxy Statement for Shareholders of PGNiG SA

On September 28th 2010, PGNiG SA received a letter from shareholder State Treasury, dated September 27th 2010, concerning the item of the agenda for the Extraordinary General Shareholders Meeting convened for September 30th 2010 relating to the acquisition by PGNiG SA of 100% of the shares in a newly established company under the name of Operator Systemu Magazynowania Sp. z o.o. of Warsaw ("OSM").

The shareholder proposes the introduction to OSM's Articles of Association a change of Par. 19.2 and Par. 19.3 reading as follows:

"2. The Supervisory Board shall be composed of three to five members. As long as at least 50% of the Company shares are held by PGNiG SA, one member of the Supervisory Board shall be appointed and removed from office by the Minister of the State Treasury by way of a written notice. The Chairman and the other members of the Supervisory Board shall be appointed and removed from office by the General Shareholders Meeting by way of a resolution."

The remaining provisions will remain unchanged, save for the numbering.

The (original) draft Articles of Association as well as the shareholder's proposal are available from 8am to 4pm at PGNiG SA's registered office in Warsaw, ul. Marcina Kasprzaka 25, the SCADA building, room 216 (*Biuro Prezydialne* (the Presidium Office)).