



**Changes in the Agenda of the Extraordinary General Shareholders Meeting
of PGNiG SA convened for July 28th
and Draft Resolution Proposed by a Shareholder**

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG", "the Company") reports that on July 7th 2010 the Management Board of PGNiG received a request made under Art. 401.1 of the Commercial Companies Code by the Polish State Treasury, a shareholder representing one twentieth or more of the Company's share capital, to include in the agenda of the Extraordinary General Shareholders Meeting of PGNiG convened for July 28th 2010 an item concerning adoption of a resolution to amend the Company's Articles of Association. The request came with the draft resolution and grounds.

In view of the shareholder's request, the Management Board of PGNiG has resolved to make the following changes in the agenda of the Company's Extraordinary General Shareholders Meeting convened for July 28th 2010:

1. To add as item 10 of the agenda adoption of a resolution to amend the Company's Articles of Association.
2. To redesignate the previous item 10 of the agenda (Miscellaneous) as item 11 in the new agenda.
3. To redesignate the previous item 11 of the agenda (Closing of the General Meeting) as item 12 in the new agenda.

In connection with the foregoing, the Company Management Board hereby publishes the changed agenda including the new item, and the draft resolution to the new agenda along with of the grounds.

Current agenda:

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 approve the proposed disposal of shares in IZOSTAL SA in accordance with the procedure and on the terms specified in Art. 418¹ of the Commercial Companies Code,
7. Adoption of a resolution to approve the proposed acquisition of new shares in Górnictwo Naftowe Sp. z o.o.,



8. Adoption of a resolution to approve the proposed creation of a pledge over shares in PGNiG Norway AS (a wholly owned subsidiary of PGNiG SA) and creation of a pledge over debt arising under all loan agreements between PGNiG SA and PGNiG Norway AS,
9. Adoption of a resolution to award an annual bonus for 2009 to the President of the Management Board of PGNiG SA,
10. Adoption of a resolution to amend the Company's Articles of Association,
11. Miscellaneous,
12. Closing of the Meeting.

Draft resolution added at the shareholder's request, relating to item 10 of the agenda:

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

concerning: amendments to the Company's Articles of Association

Acting on the basis of Art. 430.1 of the Commercial Companies Code and Par. 56.4.6) of the Articles of Association of PGNiG SA, the Extraordinary General Shareholders Meeting of PGNiG SA resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting of PGNiG SA introduces the following amendments to the Articles of Association of PGNiG SA:

1. Par. 68.6 reading:

"Dividend for the years 2005 — 2009 may also be paid in non-cash form."

shall read as follows:

"Dividend for the years 2005 — 2010 may also be paid in non-cash form."

2. Par. 68.8 reading:

"The General Shareholders Meeting shall determine the dividend policy of PGNiG SA for the years 2005 – 2009. The General Shareholders Meeting may indicate a shareholder which will be paid non-cash dividend."

shall read as follows:



“The General Shareholders Meeting shall determine the dividend policy of PGNiG SA for the years 2005 – 2010. The General Shareholders Meeting may indicate a shareholder which will be paid non-cash dividend.”

Par. 2

This Resolution shall become effective as of its date.

Grounds for the draft resolution given by the shareholder:

Item 2 of Action 2.20 *Securing the State's Interests in Strategic Companies of the Gas Sector* in the “Execution Programme for the Years 2009-2012” attached as Appendix 3 to “Poland's Energy Policy until 2030” provides that the transmission system lease agreement between PGNiG SA and OGP Gaz-System SA involving payment of non-cash dividend will be completed in 2011, which means that the non-cash dividend also relates to 2010. Approval of “Poland's Energy Policy until 2030” by the Council of Ministers requires appropriate amendments to be made to the Company's Articles of Association.

Other information concerning the Extraordinary General Shareholders Meeting convened for July 28th 2010, published in current reports No. 38/2010 and 39/2010 of July 1st 2010 still applies in an unchanged form.