



The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA (“PGNiG”) hereby releases resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on July 28th, 2010.

**Resolution
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated July 28th 2010**

concerning: election of the Chairman of the Extraordinary General Shareholders Meeting of PGNiG SA.

§ 1

Acting pursuant to Art. 409.1 of the Commercial Companies Code, Par. 50 of the Company’s Articles of Association and Par. 7.3 of the Constitution of General Meeting the General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA hereby appointed Mrs Iwona Pasierbiak as the Chairman of the Extraordinary General Shareholders Meeting.

§ 2

This Resolution shall take 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
4.482.983.765	75.98 %

Total number of valid votes	4.482.983.765
including votes: for	4.480.523.750
against	0
abstaining	2.460.015



**Resolution No. 1/VII/2010
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated July 28th 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 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.

§ 2

This Resolution shall take 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
4.482.983.765	75,98 %

Total number of valid votes	4.482.983.765
including votes: for	4.480.523.760
against	0
abstaining	2.460.005



**Resolution No. 2/VII/2010
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated July 28th 2010**

concerning: decision not to consider item No. 6 of the agenda of the Extraordinary General Shareholders Meeting of PGNiG SA convened for July 28th 2010.

Par. 1

Acting pursuant to Par. 49.5 of the Company's Articles of Association, the Extraordinary General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw hereby resolves not to consider item No.6 of the agenda of the Extraordinary General Shareholders Meeting of PGNiG SA convened for July 28th 2010, concerning: "Adoption of the resolution on approval of the disposal of IZOSTAL S.A. shares in the manner and on the terms and conditions specified in Art. 4181 of the Polish Commercial Companies Code", submitted by PGNiG SA's Management Board.

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
4.482.983.765	75.98 %

Total number of valid votes	4.482.983.765
including votes: for	4.330.000.009
against	0
abstaining	152.983.756



Resolution No. 3/VII/2010
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated July 28th 2010

concerning: approval of the acquisition of new shares in Górnictwo Naftowe Sp. z o.o.

Acting pursuant to Par. 56.6 of the Company's Articles of Association, and based on the positive opinion of the Supervisory Board, expressed in Resolution No. 64/V/2010 dated on July 19th 2010, on the Management Board's proposal contained in Resolution No. 357/2010 dated on July 1st 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 2,000 (two thousand) new shares with a total value of PLN 2,000,000.00 (two million zlotys) in the increased share capital of Górnictwo Naftowe Sp. z o.o. of Warsaw.

Par. 2

This Resolution shall take effect 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
4.482.983.765	75.98%

Total number of valid votes	4.482.983.765
including votes: for	4.480.523.760
against	0
abstaining	



Resolution No. 4/VII/2010
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated July 28th 2010

concerning: approval of the creation of a pledge over shares in PGNiG Norway AS (wholly-owned by PGNiG SA) and the creation of a pledge over receivables under all loan agreements between PGNiG SA and PGNiG Norway

Acting on the basis of Par. 56.3.3) and Par. 56.6.1) of the Company's Articles of Association, and taking into consideration the opinion of the Supervisory Board contained in Resolution No. 65/V/2010 dated July 19th 2010, approving the Management Board's proposal contained in Resolution No. 358/2010, dated July 1st 2010, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting approves the creation of the following pledges for the benefit of Credit Agricole Corporate and Investment Bank, acting as the facility agent and the security agent under a financing agreement concluded by PGNiG Norway AS:

(a) a pledge over the shares in PGNiG Norway AS (a company wholly-owned by PGNiG SA), and

(b) a pledge over receivables under all the loan agreements between PGNiG SA and PGNiG Norway AS,

which may result in a sale of the pledged assets in accordance with the provisions of the pledge agreements.

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 .482.983.765	75.98%

Total number of valid votes	4.482.983.765
including votes: for	4.480.523.760
against	0
abstaining	2.460.005



**Resolution No. 5/VII/2010
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated July 28th 2010**

concerning: award of annual bonus for 2009 to Mr Michał Szubski, President of the Management Board of PGNiG SA

Acting on the basis of Art. 10.1 and 10.2 of the Act on Remuneration of Persons Managing Certain Legal Entities, dated March 3rd 2000 (Dz. U. of 2000, No. 26, item 306, as amended):

Par. 1

The Extraordinary General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA hereby resolves to award to Mr Michał Szubski an annual bonus for 2009 in the amount of PLN 59,756.04.

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
4.482.983.765	75.98 %

Total number of valid votes	4.482.983.675
including votes: for	4.482.920.965
against	0
abstaining	62.800



Resolution No. 6/VII/2010
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated July 28th 2010

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. 63.6 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. 63.8 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.



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
4.482.983.765	75.98 %

Total number of valid votes	4.482.983.765
including votes: for	4.377.427.082
against	2.919.545
abstaining	102.637.138