



The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") announces the content of a draft resolution which it intends to put before the Extraordinary General Meeting of Shareholders of PGNiG to be held on 9 September 2009:

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

concerning: approving the detailed list of components of a non-pecuniary dividend for 2008

Par. 1

Acting on the basis of Article 56 par. 3 pt. 3 and Article 63 par. 7 of the Statute of the Company and Resolution of the Ordinary General Meeting of Shareholders of PGNiG S.A. No. 31/VI/2009 of 23 June 2009, the Extraordinary General Meeting of Shareholders of PGNiG S.A. hereby resolves:

1. to approve the detailed list of components of a non-pecuniary dividend due to the State Treasury in the amount of PLN (say:), determined in accordance with Schedule No. 2 to Resolution of the Ordinary General Meeting of Shareholders of PGNiG S.A. No. 31/VI/2009 of 23 June 2009, consisting of:
 - a) (say:) subsystems of a transmission system, together with their component parts and appurtenances required for the use of said subsystems, described in detail in Schedule No. 1 to this Resolution;
 - b) rights to outlays incurred by PGNiG S.A. on fixed assets in construction connected with the subsystems of the transmission system, listed in the accounting records of PGNiG and described in detail in Schedule No. 2 to this Resolution;
- and the Ordinary General Meeting of Shareholders of PGNiG S.A. therefore consents to the disposal of the fixed assets, including real property and a right of perpetual usufruct, whose value exceeds the equivalent of EUR 1,000,000 in zlotys, transferred as part of the non-pecuniary dividend and specified in Schedules No. 1 and 2 to this Resolution.
2. to determine that the difference between the total dividend amount established on the day of the dividend due to the State Treasury under Resolution of the Ordinary General Meeting of Shareholders No. 30/VI/2009 of 23 June 2009 on the distribution of profits for the financial year 2008, amounting to PLN, and the value of the non-pecuniary dividend as defined in par. 1 above, that is PLN (say:), will be accepted by that shareholder in pecuniary form.



Par. 2

This resolution will come into force on the day it is adopted.

Notice to Shareholders:

Points 1 and 2 of the Resolution in question cannot be completed at this time because the process of concluding agreements with entitled employees on the gratuitous disposal of shares will continue until 15 August 2009, and because of the related Resolution No. 30/VI/2009 of the General Meeting of Shareholders of PGNiG S.A. in Warsaw of 23 June 2009 designating 26 August 2009 as the day of the dividend. Only on the day of the dividend will it be possible to determine the share of the State Treasury in the share capital of the Company, and therefore also the amount of the dividend due to the State Treasury.

In view of the above timeframe, the process of agreeing on the material scope of the non-pecuniary dividend is now in its final phase. In accordance with Resolution No. 30/VI/2009, the amount of PLN 382,499,999.91 will be paid to the State Treasury.

This draft resolution will be supplemented with amounts and schedules after the day of the dividend, i.e. after 26 August 2009.