



**The Resolution passed by the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A. on September 9th 2009**

**Resolution No. 1/IX/2009
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw,
dated September 9th, 2009**

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 382,498,756.17 (say: three hundred and eighty-two million, four hundred and ninety-eight thousand, seven hundred fifty-six złoty and seventeen groszy), 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) 19 (say: nineteen) 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 Extraordinary 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 388,636,014.42 and the value of the non-pecuniary dividend as defined in par. 1 above, that is PLN 6,137,258.25 (say: six million, one hundred thirty-seven thousand, two hundred fifty-eight złoty and twenty-five groszy), will be accepted by that shareholder in pecuniary form.



Par. 2

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG S.A.'s share capital represented by the shares on which valid votes were cast
4,341,611,609	73.59 %

Total number of valid votes	4,341,611,609
including votes: for	4,292,760,206
against	0
abstaining	48,851,403