

## **Convening of the Annual General Shareholders Meeting of PGNiG S.A. for June 23rd 2009**

Current Report No. 56/2009 of 19th May 2009

Acting pursuant to Article 399.1 in conjunction with Articles 395.1 and 395.2 of the Commercial Companies Code, and pursuant to Paragraphs 47.1.1, 55 and 56.1 of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw ('PGNiG', 'the Company') hereby convenes the Annual General Shareholders Meeting of PGNiG S.A. in accordance with the procedure set out in Article 402.1 of the Commercial Companies Code, to be held on 23rd June 2009, at 12.00 hours, at the EXPO XXI Warsaw International Expocentre, 12/14 Prądzyńskiego Str., Warsaw, Poland.

Agenda for the Meeting:

- 1) Opening of the Meeting,
- 2) Election of the Chairman of the Meeting,
- 3) Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions,
- 4) Preparation of the attendance list,
- 5) Adoption of a resolution concerning consideration and approval of the 2008 financial statements of PGNiG S.A. prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2008,
- 6) Adoption of a resolution concerning consideration and approval of the 2008 consolidated financial statements of the PGNiG Group prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the operations of the PGNiG Group in 2008,
- 7) Adoption of a resolution acknowledging the discharge of duties by the members of the Management Board of PGNiG in 2008,
- 8) Adoption of a resolution acknowledging the discharge of duties by the members of the Supervisory Board of PGNiG in 2008,
- 9) Adoption of a resolution on the distribution of profit for the financial year 2008, allocation of retained earnings, and on setting the dividend record date and the dividend payment date,
- 10) Adoption of a resolution on the determination of assets to be provided as non-cash dividend and definition of the method of their valuation,
- 11) Miscellaneous,
- 12) Closing of the Annual General Shareholders Meeting.

Furthermore, the Management Board of the Company hereby announces that pursuant to Article 9 of the Act on Trading in Financial Instruments of 29th July 2005 (Dz.U. No. 183, item 1538), the General Shareholders Meeting may be attended by those shareholders who submit to the Company, not later than one week prior to the date of the General Shareholders Meeting, a written deposit certificate issued in the name of the holder by the entity maintaining the securities account.

The originals of the certificates should be submitted at the Company's registered office in Warsaw, ul. Kasprzaka 25, the SCADA building, 2nd floor, room 216 (*Biuro Prezydialne*), between 9am and 4pm on business days, by 15th June 2009. Pursuant to Article 407.1 of the Commercial Companies Code, the list of shareholders entitled to participate in the Annual General Shareholders Meeting of PGNiG S.A. will be available for inspection at the same place and time.

The deposit certificate to be submitted to the Company prior to the Annual General Shareholders Meeting must be issued in accordance with Article 10 of the Act on Trading in Financial Instruments of 29th July 2005 (Dz.U. No. 183, item 1538), as amended. Any deposit certificate prepared or issued in breach of Article 10, Clause 1, sub-clauses 1-3, 6, 8, 10, 12 or Clause 2 of the said Article will be null and void.

Shareholders may participate in the General Shareholders Meeting in person or by proxy. The powers of proxy should be granted in writing under pain of nullity.

Proxies of legal persons should have an excerpt from the relevant register (either the original or a copy certified by a notary public), not older than three months, and if their authorisation to represent the legal person is not evident from the register, they should have written powers of proxy (either the original or a copy certified by a notary public) and a copy of an excerpt from the relevant register (either the original or a copy certified by a notary public) valid as at the date of issue of the powers of proxy.

Shareholders and proxies should hold an identity document.

In order to ensure smooth proceedings of the Annual General Shareholders Meeting of PGNiG S.A., the Company's Management Board requests the shareholders to kindly arrive at the venue of the Meeting approx. 30 minutes before the scheduled opening time.