

**The Resolution passed by the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A. on May 21st 2009**

Current Report No. 60/2009 dated May 21st, 2009

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby releases the resolution passed by the Extraordinary General Shareholders Meeting of PGNiG on May 21st, 2009:

**Resolution No. 1
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw,
dated May 21st, 2009**

concerning: approval for the disposal of shares in Agencja Rozwoju Pomorza S.A. in accordance with the procedure and on the terms and conditions provided for in Art. 418¹ of the Polish Commercial Companies Code

Par. 1

Acting pursuant to Par. 27.1 of the Regulation of the Council of Ministers on the Manner and Procedure for the Organisation of a Tender for the Sale of Non-Current Assets by a Company Established as a Result of Commercialisation, dated February 13th 2007 (Dz.U. of 2007, No. 27, item 177), and taking into account the motion of the Management Board submitted pursuant to Resolution No. 158/2009, dated April 2nd 2009, and the favourable opinion of the Supervisory Board contained in Resolution No. 34/V/09, dated May 13th 2009, the Extraordinary General Shareholders Meeting grants its approval for the disposal of shares in Agencja Rozwoju Pomorza S.A. in accordance with the procedure and on the terms and conditions provided for in Art. 418¹ of the Commercial Companies Code, namely:

- a) the procedure – the shares may be disposed of without announcing a public tender, in accordance with the procedure set forth in Art. 418¹ of the Commercial Companies Code, i.e. by way of a compulsory buyout of shares from PGNiG S.A. by a shareholder holding no less than 95% of shares in the share capital of Agencja Rozwoju Pomorza S.A. – Samorząd Województwa Pomorskiego (local government of the Gdańsk province),
- b) the terms and conditions – the terms and conditions of the buyout of shares are set forth in Art. 418¹.6 of the Commercial Companies Code; the buyout price will be equal to the value of net assets disclosed in the financial statements for the preceding financial year, less the amount earmarked for distribution to shareholders, divided by the number of shares.

Par. 2

This Resolution shall become effective as of its adoption date.