

## **Convening of the Extraordinary General Shareholders Meeting of PGNiG SA to be held on March 26th 2009**

Current Report No. 24/2009 of February 16th 2009

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, registered office in Warsaw, acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 47.1.1 of the Company's Articles of Association, hereby convenes the Extraordinary General Shareholders Meeting of PGNiG SA in accordance with Art. 402.1 of the Commercial Companies Code. The Meeting shall be held on March 26th 2009, at 12pm, at the registered office of Polskie Górnictwo Naftowe i Gazownictwo SA, at ul. Marcina Kasprzaka 25, 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 to approve the execution by the Management Board of PGNiG S.A. of exchange agreements whereby PGNiG S.A. will transfer to Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów: (i) its interest in the perpetual usufruct of the land located at ul. Diamentowa 15 in Lublin and the assets attached thereto, in exchange for the perpetual usufruct of the land located at ul. Olszewskiego 2B in Lublin and the assets attached thereto (currently held by Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów); and (ii) its interest in the perpetual usufruct of the land located at ul. Wspólna 5 in Rzeszów and the assets attached thereto, in exchange for the perpetual usufruct of the land located at ul. Wspólna 1 in Rzeszów and the assets attached thereto (currently held by Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów);,
6. Adoption of a resolution to increase the share capitals of Górnśląska Spółka Gazownictwa Sp. z o.o., Mazowiecka Spółka Gazownictwa Sp. z o.o. and Dolnośląska Spółka Gazownictwa Sp. z o.o. by contributing to the companies the perpetual usufruct right to land and the ownership right to the buildings and structures erected thereon, and to acquire the shares comprising the increased share capitals of the companies,
7. Adoption of a resolution to approve the acquisition of shares comprising the increased share capital of Dewon Z.S.A.,
8. Miscellaneous,
9. Closing of the Meeting.

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

The certificates should be submitted at the Company's registered office in Warsaw, at ul. Marcina Kasprzaka 25, the SCADA building, 2nd floor, room 216 (*Biuro Prezydyjne*), between 9am and 4pm on business days, by March 18th 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 SA will be available for inspection at the same place and time.

The deposit certificate to be submitted to the Company prior to the Annual Shareholders Meeting must be issued in accordance with Article 10 of the Act on Trading in Financial Instruments of 29 July 2005 (Dz.U. No. 183, item 1538 with further amendments). Any deposit certificate compiled or issued in breach of Article 10, Clause 1, sub-clauses 1-3, 6, 8, 10, 12 or Clause 2 of the said Article shall 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 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 original or a copy certified by a notary public) and a copy of an excerpt from the relevant register (either original or a copy certified by a notary public) valid as at the date of issue of the power-of-attorney.

Shareholders and proxies should have an identity document.

In order to ensure smooth proceedings of the Annual Shareholders Meeting of PGNiG SA, 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.