

**The Resolution passed by the Extraordinary General Shareholders Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo S.A. on January 29th, 2009**

Current Report No. 17/2009 dated January 29th, 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 January 29th, 2009:

**Resolution No. 1  
of the Extraordinary General Shareholders Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw,  
dated January 29th, 2009**

**concerning:** approval of the sale of non-current assets in the form of recorded know-how, which was developed and then recorded in the documentation prepared by Ramboll Oil&Gas A/S, along with the ownership right to the copies of the documentation, to OGP Gaz-System S.A. of Warsaw, without a public tender procedure.

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. No. 27, item 177, as amended) in conjunction with Art. 19.1 of the Commercialisation and Privatisation Act, dated August 30th 1996 (Dz. U. of 2002, No. 171, item 1397, as amended), the Extraordinary General Shareholders Meeting of PGNiG S.A. hereby resolves to approve the sale, without a public tender procedure, of non-current assets in the form of recorded know-how, which was developed and then recorded in the documentation prepared by Ramboll Oil&Gas A/S based on the agreement of May 28th 2008 and Annex 1 thereto, along with the ownership right to the copies of the documentation in which the know-how was recorded, to OGP GAZ-SYSTEM S.A. of Warsaw, for a selling price of EUR 261,465.68 (VAT-excl.), determined using an exchange rate published by the National Bank of Poland for December 16th 2008, based on an agreement reached in negotiations between the parties.

Par. 2

This Resolution shall become effective as of its adoption date.