



Draft Resolution of the Extraordinary General Shareholders Meeting of PGNiG S.A. to Be Held on January 29th 2009

Current Report No. 9/2009 dated January 7th, 2009

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby publishes a draft resolution to be presented to the Extraordinary General Shareholders Meeting of PGNiG S.A. convened for January 29th 2009:

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

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.

Grounds:

On December 8th 2008, the parties finally agreed the wording of the "Agreement Concerning the Purchase of Documentation and the Termination of the Agreement on Cooperation in the Baltic Pipe Investment Project" ("the Agreement"). The Agreement was signed on December 16th 2008 pursuant to the PGNiG S.A. Management Board's Resolution No. 699/2008 of the same date.



Pursuant to Par. 3 and Par 8a of the Agreement:

- PGNiG S.A. agreed to sell recorded know-how, which was developed and then recorded in the documentation prepared by Ramboll 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 Gaz-System, for a selling price of EUR 261,465.68 (VAT-excl.), determined using an exchange rate published by the National Bank of Poland for the Agreement signing date, provided that PGNiG S.A.'s General Shareholders Meeting approves the transaction.
- PGNiG S.A. agreed to transfer the economic copyrights to the documentation prepared by Ramboll based on the agreement of May 28th 2008 and Annex 1 thereto, to Gaz-System, for a price of EUR 4,000.00 (VAT-excl.), determined using an exchange rate published by the National Bank of Poland for the Agreement signing date.

On January 7th 2009 the Supervisory Board issued its positive opinion with respect to the request addressed to the General Shareholders Meeting of PGNiG to approve the sale of the non-current assets (resolution of the Supervisory Board of PGNiG SA no. 7/V/09).