

**The Resolutions passed by the Extraordinary General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. on December 11th 2008**

Current Report No. 101/2008 dated December 11th, 2008

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby releases the resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on December 11th, 2008:

**Resolution No. 1  
of the Extraordinary General Shareholders Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw,  
dated December 11th, 2008**

**concerning:** use of the capital reserve designated as Central Restructuring Fund for one-off payments (redundancy payments) to the former employees of ZUN Naftomet Sp. z o.o. of Krosno and Geovita Sp. z o.o. of Warsaw

Acting pursuant to Par. 56.3.9 of the Company's Articles of Association and based on the positive opinion of PGNiG's Supervisory Board, contained in Resolution No. 69/V/08 dated November 3rd, 2008, the Extraordinary General Shareholders Meeting of PGNiG hereby resolves as follows:

**Par. 1**

The General Shareholders Meeting of PGNiG resolves to use funds from the capital reserve designated as "Central Restructuring Fund for 2005-2007" (in the amount of PLN 1,310,000, representing a portion of the capital reserve designated as Central Restructuring Fund) for one-off payments (redundancy payments) to the employees covered by the 2008 Employment Restructuring Plan, including:

- 1) payments totalling PLN 600,000 to 15 former employees of ZUN Naftomet Sp. z o.o. of Krosno,
- 2) payments totalling PLN 710,000 to 13 former employees of Geovita Sp. z o.o. Warsaw.

**Par. 2**

This Resolution shall become effective as of its adoption date.

**Resolution No. 2  
of the Extraordinary General Shareholders Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw,  
dated December 11th, 2008**

**concerning:** the Programme for Streamlining of Employment and Redundancy Payments to the Employees of the PGNiG Group for 2009–2011 (phase III), together with the appendices.

Acting pursuant to Par. 56.3.9 of the Company's Articles of Association and based on the positive opinion of PGNiG's Supervisory Board, contained in Resolution No. 72/V/08 dated November 27th, 2008, the Extraordinary General Shareholders Meeting of PGNiG hereby resolves as follows:

Par. 1

The General Shareholders Meeting of PGNiG resolves to adopt the Programme for Streamlining of Employment and Redundancy Payments to the Employees of the PGNiG Group for 2009–2011 (phase III), together with the appendices.

Par. 2

This Resolution shall become effective as of its adoption date.

**Resolution No. 3  
of the Extraordinary General Shareholders Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw,  
dated December 11th, 2008**

**concerning:** extension of the term of existence of the Company's capital reserve designated as Central Restructuring Fund.

Acting pursuant to Par. 56.3.9 of the Company's Articles of Association and based on the positive opinion of PGNiG's Supervisory Board, contained in Resolution No. 73/V/08 dated November 27th, 2008, the Extraordinary General Shareholders Meeting of PGNiG hereby resolves as follows:

Par. 1

The General Shareholders Meeting of PGNiG resolves to extend of the term of existence of the Company's capital reserve "Central Restructuring Fund for 2005–2007" until December 31st 2011.

Par. 2

This Resolution shall become effective as of its adoption date.