



Draft Resolutions of the Extraordinary General Shareholders Meeting of PGNiG S.A. to Be Held on November 18th, 2008

Current Report No. 84/2008 dated October 28th, 2008

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby publishes draft resolutions to be presented to the Extraordinary General Shareholders Meeting of PGNiG S.A. convened for November 18th, 2008:

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

concerning: approval of the selling price of 100% of shares in Polskie LNG Sp. z o.o.

In connection with Resolution No. 1/X/2008 of the Extraordinary General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of October 8th 2008, the Extraordinary General Shareholders Meeting resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting of PGNiG S.A. approves the selling price determined on the basis a valuation by an independent expert of 100% of the shares in a company operating under the name of Polskie LNG Sp. z o.o., registered office in Świnoujście, in the amount of (in words:.....).

Par. 2

This Resolution shall become effective as of its adoption date.

Grounds:

Pursuant to the provisions of Resolution No. 1/X/2008 of the Extraordinary General Shareholders Meeting of PGNiG of October 8th 2008 concerning the approval of a sale without a tender of 100% of the shares in Polskie LNG Sp. z o.o. by PGNiG to OGP Gaz-System, the selling price of the shares in Polskie LNG Sp. z o.o. is subject to approval by the General Shareholders Meeting of PGNiG after a valuation of the shares by an independent expert appraiser is made. By the report preparation date, such valuation has not been prepared.



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

concerning: approval of a reduction in selling price of the real property located in Lwówek Śląski

Par. 1

Acting pursuant to Art. 19.3 in conjunction with Art. 19.2 of the Act on Commercialisation and Privatisation of State-Owned Enterprises dated August 30th 1996 (Dz. U. of 2002, No. 171, item 1397, as amended), the Extraordinary General Shareholders Meeting of PGNiG S.A. of Warsaw hereby resolves to:

approve the sale of the perpetual usufruct right to the land with an area of 0.1500 ha, located at ul. Kamienna 2 in Lwówek Śląski, Province of Wrocław, designated in the land records as plot No. 435, AM 6, Cadastral District 0002-Lwówek 2, together with the ownership right to the building with a floor area of 140.51 m² (comprising office and service space as well as infrastructural facilities), a trunking communications mast and other structures and facilities erected on the plot, for which the District Court in Lwówek Śląski, V Land and Mortgage Register Division maintains a Land and Mortgage Register Entry No. 16678, for a price not lower than two-thirds of the asking price, i.e. not lower than PLN 120,000.00 (a hundred and twenty thousand złoty) (VAT excl.).

Par. 2

This Resolution shall become effective as of its adoption date.

Grounds:

The real property is a non-productive asset of PGNiG S.A. and currently it is not generating any revenue. The property had been leased until the end of 2007, and the total revenue from its lease in 2007 amounted to PLN 11,594.81 (VAT excl.), whereas the related maintenance cost reached PLN 100,638.24. In 2008, until the end of April, the maintenance cost of the real property was PLN 4,165.87 (VAT excl.).

According to a current property appraisal report prepared by a property appraiser on January 11th 2008, the market value of the property concerned amounts to PLN 172,100.00. As at April 30th 2008, the aggregate book value of all the assets comprising the real property was PLN 111,275.27.

On June 20th 2008, the Company's Management Board adopted Resolution No. 351/2008 to sell the real property for an asking price of no less than PLN 179,000.00. In performance of the above Resolution, the Assets Department of the Company's Head Office announced and carried out, on August 19th 2008, an oral auction for the real property. There were no bidders participating in the auction. It was the second auction for the sale of the real property concerned. The first auction, which also attracted no bidders, took place on April 23rd 2008.



Given the steps taken by the Assets Department with the aim to advertise the sale of the real property as widely as possible, there is very little likelihood of selling the property for a price reflecting its market value as established by the property appraiser.

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

concerning: removal of a member of the Supervisory Board of PGNiG S.A.

Acting on the basis of Art. 385.1 of the Commercial Companies Code and Par. 56.2.1 of the Company's Articles of Association:

Par. 1

..... is hereby removed from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Par. 2

This Resolution shall become effective as of its adoption date.

Grounds:

On the basis of Par. 49.3 of PGNiG's Articles of Association, on October 9th 2008 the Ministry of the State Treasury, a shareholder of PGNiG, requested that an item relating to Changes in the composition of the Supervisory Board be included in agenda of the Extraordinary General Shareholders Meeting of PGNiG. By the report preparation date, the shareholder has not presented to PGNiG the name(s) of the persons to be removed from the Supervisory Board.

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

concerning: appointment of a member of the Supervisory Board of PGNiG S.A.

Acting on the basis of Art. 385.1 of the Commercial Companies Code and Par. 56.2.1 of the Company's Articles of Association:



Par. 1

..... is hereby appointed member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Par. 2

This Resolution shall become effective as of its adoption date.

Grounds:

On the basis of Par. 49.3 of PGNiG's Articles of Association, on October 9th 2008 the Ministry of the State Treasury, a shareholder of PGNiG, requested that an item relating to Changes in the composition of the Supervisory Board be included in agenda of the Extraordinary General Shareholders Meeting of PGNiG. By the report preparation date, the shareholder has not presented to PGNiG any rationale in support of the candidates nominated for the Supervisory Board or their curricula vitae.