



**Draft Resolution of the Extraordinary General Shareholders Meeting  
of PGNiG S.A. to be held on  
October 8th 2008**

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 October 8th 2008:

**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 100% of the shares in Polskie LNG Sp. z o.o. to Operator Gazociągów Przesyłowych Gaz-System S.A. of Warsaw

Par. 1

The General Shareholders Meeting of PGNiG S.A. hereby resolves to approve a no-bid sale of 100% of the shares in a limited liability company based in Świnoujście trading under the name of Polskie LNG Sp. z o.o., whose share capital amounts to PLN 50,000,000 (fifty million złoty) and whose core business consists in the re-gasification of gaseous fuels, to Operator Gazociągów Przesyłowych Gaz-System S.A. of Warsaw. The selling price for 100% of the shares in Polskie LNG Sp. z o.o. is subject to separate approval by the General Shareholders Meeting of PGNiG S.A. following their valuation by an independent appraiser.

Par. 2

This Resolution shall become effective as of its adoption date.

**Grounds:**

Implementation of the provisions of the Council of Ministers' Resolution on measures aimed at diversifying natural gas supplies to Poland, under which the Minister of the State Treasury was obliged to ensure a transfer of a majority interest in Polskie LNG Sp z o.o. from PGNiG S.A. to Operator Gazociągów Przesyłowych Gaz-System S.A.