

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

Current Report No. 74/2008 of September 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 September 11th 2008:

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

**concerning:** approval and determination of terms and conditions of a no-bid sale of a non-current asset in the form of the section of the Włocławek-Gdynia high pressure gas pipeline (DN 500, MOP 8.4 Mpa) with the length of 1.6 km, located in the town of Tczew, along with the related infrastructure

Par. 1

Acting pursuant to Par. 27.4 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), the Extraordinary General Shareholders Meeting of PGNiG S.A. resolves to approve a no-bid sale of a non-current asset in the form of the section of the Włocławek-Gdynia high pressure gas pipeline (DN 500, MOP 8.4 Mpa) with the length of 1.6 km, located in the town of Tczew, along with the related infrastructure, to Operator Gazociągów Przesyłowych Gaz-System S.A., on the terms and conditions set forth in Art. 19 of the Polish Commercialisation and Privatisation Act of August 30th 1996 (Dz.U. of 2002, No. 171, item 1397, as amended).

The selling price of the said non-current asset may not be lower than PLN 1,918,947.00, which is its current market value, as determined by an expert appraiser.

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 September 11th 2008**

**concerning:** approval of subscription for new shares in NYSAGAZ Sp. z o.o. in exchange for a cash contribution

Par. 1

Acting pursuant to Par. 56.6 of the Company's Articles of Association and taking into consideration the opinion of the Supervisory Board as expressed in Resolution No. 51/V/08 of July 16<sup>th</sup> 2008 concerning the Management Board's motion in Resolution No. 421/2008 of

July 9<sup>th</sup> 2008, the Extraordinary General Shareholders Meeting of PGNiG resolves to approve the subscription by PGNiG S.A. for 15,810 (fifteen thousand, eight hundred and ten) new shares in the increased share capital of NYSAGAZ Sp. z o.o., in exchange for a cash contribution of PLN 1,581,000.00 (one million, five hundred and eighty-one thousand złoty).

Par. 2.

This Resolution shall become effective as of its adoption date.