

The Resolution passed by the Extraordinary General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. on July 31st 2008

Current Report No. 65/2008 of July 31st 2008

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby releases the resolution passed by the Extraordinary General Shareholders Meeting of PGNiG on July 31st 2008:

**Resolution No. 1
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated July 31st 2008**

concerning: acquisition of shares in Zakłady Azotowe w Tarnowie – Mościcach S.A.

Acting pursuant to Par. 56.6 of the Company's Articles of Association and based on the positive opinion of the Supervisory Board, expressed in Resolution No. 44/V/08 of July 16th 2008 issued in connection with the Management Board's request contained in Resolution No. 324/2008 of June 16th 2008, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting has granted approval, under Art. 17.2 of the Commercial Companies Code, for the acquisition by PGNiG S.A. of 4,000,001 Series B shares (four million and one shares) in Zakłady Azotowe w Tarnowie – Mościcach S.A., with a par value of PLN 5.00 per share, for the price of PLN 19.50 (nineteen złoty and fifty grosz) per share, i.e. for the total price of PLN 78,000,019.50 (seventy-eight million and nineteen złoty, fifty grosz), in the increased share capital of the company.

Par. 2

This Resolution shall take effect as of its adoption date.