

Convening of the Extraordinary General Shareholders Meeting of PGNiG SA to be held on May 29th 2008

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The Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, registered office in Warsaw, acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 47.1.1 and Par. 22.1 of the Company's Articles of Association, hereby convenes the Extraordinary General Shareholders Meeting of PGNiG SA in accordance with Art. 402.1 of the Commercial Companies Code. The Meeting shall be held on May 29th 2008, at 12am, at the registered office of Polskie Górnictwo Naftowe i Gazownictwo SA, at ul. Marcina Kasprzaka 25, Warsaw, Poland.

Agenda for the Meeting:

- 1) Opening of the Meeting,
- 2) Election of the Chairman of the Meeting,
- 3) Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions,
- 4) Preparation of the attendance list,
- 5) Adoption of a resolution on the sale of a developed land property situated in Gronów, commune of Łagów,
- 6) Adoption of a resolution on increasing the share capital in Wielkopolski Operator Systemu Dystrybucyjnego Sp. z o.o., Dolnośląski Operator Systemu Dystrybucyjnego Sp. z o.o., Pomorski Operator Systemu Dystrybucyjnego Sp. z o.o., Górnśląski Operator Systemu Dystrybucyjnego Sp. z o.o., Karpacki Operator Systemu Dystrybucyjnego Sp. z o.o., and Mazowiecki Operator Systemu Dystrybucyjnego Sp. z o.o. through a non-cash contribution of non-current assets comprising elements of the transmission and distribution networks and rights to the expenditure incurred with respect to those assets – phase II, and through a cash contribution, with a contractual set-off of receivables,
- 7) Miscellaneous,
- 8) Closing of the Meeting.

Furthermore, the Management Board of the Company hereby announces that, pursuant to Article 9 of the Act on Trading in Financial Instruments of 29 July 2005 (Dz.U. No. 183, item 1538), the Shareholders Meeting may be attended by those shareholders who submit to the Company, not later than a week prior to the date of the Shareholders Meeting, a written deposit certificate issued in the name of the holder by the entity maintaining the securities account.

The certificates should be submitted at the Company's registered office in Warsaw, at ul. Marcina Kasprzaka 25, the SCADA building, 2nd floor, room 216 (*Biuro Spółki*), between 9am and 4pm on business days, by May 21st 2008. Pursuant to Article 407.1 of the Commercial Companies Code, the list of shareholders entitled to participate in the Annual General Shareholders Meeting of PGNiG SA will be available for inspection at the same place and time.

The deposit certificate to be submitted to the Company prior to the Annual Shareholders Meeting must be issued in accordance with Article 10 of the Act on Trading in Financial Instruments of 29 July 2005 (Dz.U. No. 183, item 1538). Any deposit certificate compiled or issued in breach of Article 10, Clause 1, sub-clauses 1-3, 6, 8, 10-12 or Clause 2 of the said Article shall be null and void.

Shareholders may participate in the General Shareholders Meeting in person or by proxy. The powers of proxy should be granted in writing under pain of nullity.

Proxies of legal persons should have an excerpt from the relevant register (either original or a copy certified by a notary public), not older than three months, and if their authorisation to represent the legal person is not evident from the register, they should have written powers of proxy (either original or a copy certified by a notary public) and a copy of an excerpt from the relevant register (either original or a copy certified by a notary public) valid as at the date of issue of the power-of-attorney.

Shareholders and proxies should have an identity document.

In order to ensure smooth proceedings of the Annual Shareholders Meeting of PGNiG SA, the Company's Management Board requests the shareholders to kindly arrive at the venue of the Meeting approx. 30 minutes before the scheduled opening time.