

Resolutions passed by the Extraordinary General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. on April 28th 2008

Current Report No. 39/2008 of April 28th 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 April 28th 2008:

**Resolution No. 1
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting removes Mr Grzegorz Banaszek from his position on the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 29th 2008, in connection with the expiry of the term of office.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,016,574,998 affirmative and 10,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 2
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 37.1 of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting removes Mr Kazimierz Chrobak from his position on the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 29th 2008, in connection with the expiry of the term of office.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,016,574,998 affirmative and 10,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 3
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 37.1 of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting removes Mr Mieczysław Kawecki from his position on the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 29th 2008, in connection with the expiry of the term of office.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,016,574,998 affirmative and 10,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 4
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting removes Mr Marcin Moryń from his position on the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 29th 2008, in connection with the expiry of the term of office.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,016,574,998 affirmative and 10,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 5
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

concerning removal from the Supervisory Board of one person appointed under Par. 36 of the Company's Articles of Association

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

Par. 1

The Extraordinary General Shareholders Meeting removes Mr Mieczysław Puławski from his position on the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 29th 2008, in connection with the expiry of the joint term of office.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,016,574,998 affirmative and 10,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 6
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting removes Mr Stanisław Rychlicki from his position on the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 29th 2008, in connection with the expiry of the term of office.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,016,574,998 affirmative and 10,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 7
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints Mr Grzegorz Banaszek to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 30th 2008, for the joint term of office starting on April 30th 2008.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,007,574,998 affirmative and 19,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 8
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 37.1 of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints Ms Agnieszka Chmielarz to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 30th 2008, for the joint term of office starting on April 30th 2008.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,007,574,998 affirmative and 19,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 9
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 37.1 of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints Mr Mieczysław Kawecki to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 30th 2008, for the joint term of office starting on April 30th 2008.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,007,574,998 affirmative and 19,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 10
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints Mr Huber Konarski to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 30th 2008, for the joint term of office starting on April 30th 2008.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,007,574,998 affirmative and 19,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 11
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints Mr Marcin Moryń to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 30th 2008, for the joint term of office starting on April 30th 2008.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,007,574,998 affirmative and 19,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 12
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

concerning appointment of one person to the Supervisory Board of PGNiG S.A. under Par. 36 of the Company's Articles of Association

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 36 of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints Mr Mieczysław Puławski to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 30th 2008, for the joint term of office starting on April 30th 2008.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,016,574,998 affirmative and 10,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 13
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints Mr Stanisław Rychlicki to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 30th 2008, for the joint term of office starting on April 30th 2008.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,007,574,998 affirmative and 19,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 14
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 37.1 of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints Ms Jolanta Siergiej to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 30th 2008, for the joint term of office starting on April 30th 2008.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,007,574,998 affirmative and 19,000,000 abstaining votes. No votes were cast against the resolution.

**Resolution No. 15
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 28 April 2008**

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

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints MS Joanna Stuglik to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna with effect from April 30th 2008, for the joint term of office starting on April 30th 2008.

Par. 2

This resolution shall become effective upon its adoption.

The resolution was adopted by secret vote, with 5,007,574,998 affirmative and 19,000,000 abstaining votes. No votes were cast against the resolution.