



Draft Resolutions of the Extraordinary General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. Convened for April 28th 2008

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby releases the draft resolutions to be submitted to the Extraordinary General Shareholders Meeting of PGNiG convened for April 28th 2008:

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

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/Ms from his/her 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.

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

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/Ms from his/her 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.

Resolution No.
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated

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/Ms
..... from his/her 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.

Resolution No. ...
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated

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/Ms
..... 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.



Resolution No. ...
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated

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. 35.1 in conjunction with Par. 36 of the Company's Articles of Association:

Par. 1

The Extraordinary General Shareholders Meeting appoints Mr/Ms
..... 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.

Resolution No. ...
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated

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/Ms
..... 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.



Grounds:

Pursuant to Art. 385 of the Commercial Companies Code and Par. 56.2.1 of the Company's Articles of Association, Supervisory Board members are appointed and removed on the basis of resolutions of the General Shareholders Meeting. Given the fact that the joint term of office of all the members of the Supervisory Board of PGNiG expires on April 29th 2008, it is necessary that the Extraordinary General Shareholders Meeting of PGNiG adopts the relevant resolutions.

Given the expiry of also the term of office of the Supervisory Board members elected by the Company employees, in order to ensure compliance with the provisions of Par. 37 of the Company's Articles of Association, elections of candidates to the Supervisory Board by the employees were held in February and March 2008.

Pursuant to Resolutions No. 17/2008 of March 19th 2008 and No. 18/2008 of March 19th 2008 of the Chief Election Committee of PGNiG SA, the Company employees elected the following persons as candidates for members of the Supervisory Board:

1. Mr Mieczysław Kawecki,
2. Ms Jolanta Siergiej,
3. Ms Agnieszka Chmielarz.

These persons obtained at least 50% plus 1 validly cast votes. Furthermore, the Committee reported that 6,629 employees participated in the elections, which represents 78.30% of all the employees entitled to vote, and accordingly, pursuant to Par. 37.2 of the Company's Articles of Association, the result of the elections is binding upon the General Shareholders Meeting.

In view of the above, the Company Management Board requests the General Shareholders Meeting to adopt the resolutions concerning changes in the composition of the Supervisory Board.



Pursuant to Rule II.5 of the Code of Best Practise for WSE Listed Companies, the Management Board of PGNiG encloses a description of the professional background of the candidates to the Supervisory Board of PGNiG.

Agnieszka Chmielarz graduated from the Faculty of Chemistry at the University of Technology and Agriculture in Bydgoszcz, and completed postgraduate European studies at Warsaw University's Centre for Europe. Additionally, Ms Chmielarz completed a number of courses and trainings, including a course for candidates for supervisory and management board members at state-stock companies (ended with an examination).

Ms Chmielarz has worked for PGNiG S.A. for a number of years, until now at gas distribution company Gazownia Bydgoska, where she heads the Market Development and Marketing Department. Earlier in her career, Ms Chmielarz had worked at the Industry Restructuring Department and Energy Security Department of the Polish Ministry of Economy, where she was responsible for issues related to employment restructuring and ownership supervision of state-stock companies.

Jolanta Siergiej received Master's Degree in Economics from the Szczecin University of Technology, majoring in Economics and Organisation of Production (1985). Additionally, Ms Siergiej completed postgraduate studies in Accounting and Finance at the Poznań University of Economics (1998) and postgraduate studies at the Warsaw School of Economics' Academy of European and Polish Corporate Law (2007). Ms Siergiej holds the title of third-degree Mining Director.

Jolanta Siergiej participated in numerous specialist courses and trainings in accountancy, tax legislation and management, including a course for candidates for chartered auditors and tax advisors. Ms Siergiej served on the supervisory boards of Geofizyka Kraków Sp. z o.o. (1998–2000) and Poszukiwania Naftowe Diament Spółka z o.o. (2001–2002).

Ms Siergiej has been employed at the Zielona Góra Branch of PGNiG S.A., where she has held the position of Chief Accountant since 1995. The highlights of her previous professional career include work at the Tax Chamber in Zielona Góra and at the Zielona Góra branch of Bank Handlowy.

Mieczysław Kawecki received Master Engineer's Degree from the University of Science and Technology in Kraków, majoring in Bore-Hole Mining (1983). He commenced his professional career in 1976 as an employee of the Wańkowa Crude Oil Mine operated by the Sanok Branch of Górnictwo Nafty i Gazu. In 1984 he became the superintendent of the newly established Lublin Crude Oil and Natural Gas Mine, and in 1986 he moved to work at the Wielopole Crude Oil Mine, where he also took the position of mine superintendent. Since 1991, Mr Kawecki has served as the manager of the Strachocina Underground Natural Gas Storage Facility.

In 1998, Mr Kawecki completed postgraduate studies in underground natural gas storage, and in 2003 he received a postgraduate degree in Environmental Protection in Business from the University of Science and Technology in Kraków. He is a licensed mine continuous operation manager.

Mieczysław Kawecki is a member of the Board at the Sanok Branch of the Science and Technology Association of Oil and Gas Industry Engineers and Technicians (SITPNiG), and holds the title of first-degree Mining Engineer. In 1990–1992, Mr Kawecki was a member of



the Works Council at Sanocki Zakład Górnictwa Nafty i Gazu, and a delegate to the PGNiG Warsaw General Delegates Meeting.

From 1994 until PGNiG Warsaw's transformation into a joint-stock company, Mr Kawecki served as a member of the PGNiG Warsaw's Works Council during its sixth and seventh term of office. Until 1998, Mr Kawecki was a member of a consultative group at PGNiG SA, and in 2005 – a member of the Trade Union Coordination Committee. In 2005–2008 Mr Kawecki served on the Supervisory Board of PGNiG SA.