

**Draft Resolutions of the Extraordinary General Shareholders Meeting of Polskie
Górnictwo Naftowe i Gazownictwo S.A. Convened for March 31st 2008**

Current Report No. 24/2008 dated March 12th 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 March 31st 2008:

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

concerning appointment of a member to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG S.A." or "the Company") pursuant to Par. 39 of the Company's Articles of Association, for a term of office ending April 29th 2008.

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 39 of the Company's Articles of Association, the General Shareholders Meeting resolves as follows:

Par. 1

Ms Magdalena Reszczyńska (PESEL (Personal Identification) No. 49040907621) is hereby appointed to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

The resolution shall take effect as of its date.

Grounds:

In connection with the resignation, submitted on February 7th 2008, of Mr Mirosław Szkałuba (appointed as a representative of the Company's employees) from membership of the Supervisory Board of PGNiG S.A., the Management Board of PGNiG S.A. resolved, pursuant to Par. 22.1 and Par. 47.1.1 of the Company's Articles of Association, to convene for March 31st 2008 an Extraordinary General Shareholders Meeting with a view to filling the vacancy on the Supervisory Board.

Par. 39 of the Articles of Association of PGNiG S.A. stipulates that in the event of removal, resignation or death of a Supervisory Board member appointed from among the candidates proposed by the employees, the composition of the Supervisory Board should be completed with the person who obtained the next largest number of votes during the most recent elections. If such appointment is not possible, supplementary elections should be held and the provisions of Par. 27.3–4 and Par. 37.4. of the Company's Articles of Association should be applied accordingly. In the 2005 elections of candidates proposed by the employees, three candidates were appointed to the Supervisory Board. The candidate who obtained the fourth largest number of votes in those elections did not agree to be appointed to the Supervisory Board. Therefore, the Management Board of PGNiG S.A. motions for Ms Magdalena Reszczyńska to be appointed to the Supervisory Board. Ms Magdalena Reszczyńska obtained the fifth

largest number of votes in the 2005 elections of candidates to the Supervisory Board proposed by the employees.

Ms Magdalena Reszczyńska graduated from the Warsaw University of Technology and was awarded the Master of Science degree in sanitary engineering from the Faculty of Water and Sanitary Engineering. On graduation, she joined Krajowa Dyspozycja Gazu (National Gas Dispatch Centre) where she held various positions, starting from a trainee through a clerk, then an independent clerk, planning specialist, head of division and finally Director of the Development Planning Office. Following the organisational changes which took place in 2001, Ms Magdalena Reszczyńska became Head of the Development Planning and Reporting Division in the Development and Investment Department. From April 2006 she was Deputy Director of the Gas Dispatch Office, Chief Dispatcher, and in November 2007 she retired from work at PGNiG S.A.

In 2001, Ms Reszczyńska completed post graduate studies in power company management in domestic and international development environment. She also completed a course for members of supervisory boards.