

**Resolutions passed by the PGNiG Extraordinary General Shareholders Meeting
on March 31st 2008**

Current Report No. 28/2008 of March 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 March 31st 2008:

**Resolution No. 1
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna (PGNiG S.A.)
of Warsaw,
dated March 31st 2008**

concerning: removal of item 5 from the agenda of the Extraordinary General Shareholders Meeting of PGNiG S.A. convened for March 31st 2008.

Acting pursuant to Art. 409.2 of the Commercial Companies Code, it is hereby resolved as follows:

Par.1.

Item 5 shall be removed from the agenda of the Extraordinary General Shareholders Meeting convened for March 31st 2008 and, accordingly, the resolution on appointment of a member of PGNiG S.A. Supervisory Board, under Par. 39 of the Company's Articles of Association, for a term of office expiring on April 29th 2008 shall not be voted upon.

Par. 2.

This resolution shall become effective upon its adoption.

Voting on the above resolution was as follows: 5,008,000,000 votes were cast in favour of the resolution, with no votes cast against, and 5,550,587 abstaining votes.

Justification presented by the Management Board of PGNiG at the Extraordinary General Shareholders Meeting of PGNiG held on March 31st 2008

In connection with the resignation submitted on February 7th 2008 by Mr Mirosław Szkałuba, a member of the Supervisory Board of PGNiG S.A., and a letter from Mr Piotr Szwarc, Deputy Chairman of the Supervisory Board of PGNiG S.A., received by the Company on February 14th 2008, stating the necessity to convene an Extraordinary General Shareholders Meeting of PGNiG S.A. in order to supplement the composition of the Supervisory Board of PGNiG S.A., on February 14th 2008 the Management Board of PGNiG S.A., by virtue of Resolution No. 84/2008, convened an Extraordinary General Shareholders Meeting of PGNiG S.A. to resolve the matter.

The Extraordinary General Shareholders Meeting of PGNiG S.A., held on February 15th 2008, changed the composition of the Supervisory Board of PGNiG S.A.

As at today, the Supervisory Board of PGNiG S.A. counts 6 members, and thus its composition is in line with the Articles of Association of PGNiG S.A. The Supervisory Board of PGNiG S.A. is able to take valid resolutions, exercise its powers and perform

its duties. Therefore adoption of a resolution regarding item 5 of the agenda for the Extraordinary General Shareholders Meeting of PGNiG S.A. convened for March 31st 2008 has become pointless.