

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

Current Report No. 10/2008 dated January 31st 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 January 31st 2008:

**Resolution No. 1
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated 31 January 2008**

concerning: use of the capital reserve "Central Restructuring Fund for 2005–2007" for one-off payments (social packages) to former employees of ZUN Naftomet Sp. z o.o. of Krosno

Acting pursuant to Par. 56.3.9 of the Company's Articles of Association and based on the positive opinion of PGNiG's Supervisory Board, contained in Resolution No. 146/IV/07 of December 5th 2007, the Extraordinary General Shareholders Meeting of PGNiG hereby resolves as follows:

Par. 1

The General Shareholders Meeting of PGNiG resolves to use funds from the capital reserve "Central Restructuring Fund for 2005–2007", in the amount of PLN 180,000, for one-off payments (social packages) to four former employees of ZUN Naftomet Sp. z o.o. of Krosno.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 2
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated 31 January 2008**

concerning: approval of acquisition by PGNiG S.A. of a plot with a surface area of 11,159 m², situated at ul. Kasprzaka 25 A, Warsaw

Acting pursuant to Par. 56.3.2 of the Company's Articles of Association, the Extraordinary General Shareholders Meeting resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting hereby approves the acquisition by PGNiG S.A., for no more than PLN 41,511,480 of perpetual usufruct rights to a plot of land with a surface area of 11,159 sq m, situated at ul. Kasprzaka 25 A, Warsaw, Centrum Municipality, Wola District, together with ownership rights to the buildings erected on the plot, which are a separate item of property, from EURO-NET Sp. z o.o., with registered office at ul. Muszkieterow 15, 02-273 Warsaw, Poland.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No. 3
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated 31 January 2008**

concerning: approval of acquisition of new shares in Geofizyka Krakow Sp. z o.o.

Acting pursuant to Par. 56.6 of the Company's Articles of Association and taking into consideration the positive opinion expressed by the Supervisory Board in Resolution No. 7/IV/08 dated January 29th 2008 with respect to the motion of the Company's Management Board contained in Resolution No. 907/2007 dated December 18th 2007 the Extraordinary General Shareholders Meeting resolves as follows:

Par. 1

The Extraordinary General Shareholders Meeting approves the subscription by PGNiG S.A. of 30,000 (thirty thousand) new shares, with a par value of PLN 30,000,000.00 (thirty million zloty), in the increased share capital of Geofizyka Krakow Sp. z o.o., and agrees for the payment for the shares to be made in the following manner:

- 17,000 shares – with a cash contribution, by offsetting, by virtue of an agreement, the receivables under a loan advanced to Geofizyka Krakow Sp. z o.o. by PGNiG on October 26th 2006 against the PLN 17,000,000.00 (seventeen million zloty) payable for the new shares,
- 13,000 shares – with a cash contribution of PLN 13,000,000.00 (thirteen million zloty).

Par. 2

This Resolution shall take effect as of its adoption date.