

**Draft Resolution for the Extraordinary General Shareholders Meeting of PGNiG  
Convened for October 18th 2007**

Current Report No. 71/2007 dated September 25th 2007

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby publishes the draft resolution which the Management Board intends to submit to the Extraordinary General Shareholders Meeting convened for October 18th 2007:

**Resolution No.  
of the Extraordinary General Shareholders Meeting of:  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna,  
registered office in Warsaw,  
of .....**

**on:** approval of the acquisition of the newly issued shares in PGNiG Norway AS

Acting pursuant to Art. 56.6 of the Company's Articles of Association, and based on the positive opinion of the PGNiG Supervisory Board, expressed in Resolution No. ... of ... concerning the PGNiG Management Board's motion contained in Resolution No. 643/2007 of September 18th 2007 the Extraordinary General Shareholders Meeting of PGNiG hereby resolves as follows:

**Par. 1**

The Extraordinary General Shareholders Meeting grants its approval for PGNiG's acquisition of all newly issued shares in the increased share capital of PGNiG Norway AS, with the aggregate value of the Norwegian *kroner* (NOK) equivalent of the amount not exceeding USD 200,000,000 (two hundred million dollars), which will be used by PGNiG Norway AS to acquire an interest in the Norwegian continental shelf designated as PL 212, PL 212B and PL 262 from PGNiG S.A. or Mobil Development Norway A/S and ExxonMobil Production Norway Inc., and to meet other obligations relating to the acquisition of these shares. It is assumed that the share capital of PGNiG Norway AS may be increased several times, up to the abovementioned amount and until all the newly issued shares are covered with a cash contribution.

**Par. 2**

This Resolution shall take effect as of its adoption date.