

## Draft resolution to be adopted by EGM of PGNiG convened for 5 June 2007

Current report No. 30/2007 dated 9 May 2007

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") announces the content of the draft resolution to be presented at the Extraordinary General Meeting of PGNiG convened for 5 June 2007:

**Resolution No. ...  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
having its registered office in Warsaw  
dated ..... 2007**

concerning: the merger of PGNiG S.A. with Dolnośląska Spółka Obrotu Gazem spółka z o.o., Górnośląska Spółka Obrotu Gazem spółka z o.o., Karpacka Spółka Obrotu Gazem spółka z o.o., Mazowiecka Spółka Obrotu Gazem spółka z o.o., Pomorska Spółka Obrotu Gazem spółka z o.o. Wielkopolska Spółka Obrotu Gazem spółka z o.o.

1. Acting pursuant to Article 506 of the Commercial Companies Code and § 56.4.1 of the Articles of Association of the Company, and in connection with the implementation of "The Restructuring Plan for the PGNiG Group concerning Integration of the Trading Business at PGNiG S.A. and Transformation of the Gas Companies into Distribution System Operators", as approved by the Extraordinary General Meeting of PGNiG S.A. by Resolution No. 1 dated 3 November 2006, the Extraordinary General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. having its registered office in Warsaw **hereby resolves on a merger of Polskie Górnictwo Naftowe i Gazownictwo S.A. in accordance with the procedure set out in Article 492 § 1 Clause 1 of the Commercial Companies Code, by way of transfer of all assets of the following limited liability companies:** Wielkopolska Spółka Obrotu Gazem Sp. z o.o. having its registered office in Warsaw (01-224) at 25 Kasprzaka St., entered to the register of entrepreneurs of the National Court Register under the number KRS 0000273198, Dolnośląska Spółka Obrotu Gazem Sp. z o.o., z having its registered office in Warsaw (01-224) at 25 Kasprzaka St., entered to the register of entrepreneurs of the National Court Register under the number KRS 0000274694 , Górnośląska Spółka Obrotu Gazem Sp. z o.o., having its registered office in Warsaw (01-224) at 25 Kasprzaka St., entered to the register of entrepreneurs of the National Court Register under the number KRS 0000274986, Karpacka Spółka Obrotu Gazem Sp. z o.o., having its registered office in Warsaw (01-224) at 25 Kasprzaka St., entered to the register of entrepreneurs of the National Court Register under the number KRS 0000273134, Pomorska Spółka Obrotu Gazem Sp. z o.o., having its registered office in Warsaw (01-224) at 25 Kasprzaka St., entered to the register of entrepreneurs of the National Court Register under the number KRS 0000273689, Mazowiecka Spółka Obrotu Gazem Sp. z o.o., having its registered office in Warsaw (01-224) at 25 Kasprzaka St., entered to the register of entrepreneurs of the National Court Register under the number KRS 0000273988, **onto PGNiG S.A.**
2. The General Meeting of PGNiG S.A. hereby approves the Merger Plan as agreed and signed by the Management Boards of all seven merging companies on 28 February 2007 and announced in "Monitor Sądowy i Gospodarczy" (Court and Business

Bulletin) No. 51/2007 (2648) dated 13 March 2007, enclosed as Appendix 1 to this Resolution, and the content of all appendices to the Merger Plan.

3. The merger of the companies shall be effected without increase of the share capital of PGNiG S.A.
4. As a result of the merger of the companies, all assets of the merging companies shall be transferred onto PGNiG S.A., the value of such assets being, in accordance with Section 3.3 of the Merger Plan dated 28 February 2007, **PLN 538.177.000,00** (in words: five-hundred and thirty-eight million, one-hundred and seventy-seven thousand zlotys), taking into account the amendments to the said Plan resulting from adjustments made to the division plans of the gas distribution companies, as approved by the general shareholders meeting of the gas distribution companies and the gas trading companies.
5. The difference between the total assets value of each of the merging companies (other than PGNiG) as determined for the purposes of the merger as at the merger date, and the total book value of the shares held in all these companies as disclosed at the same date in the accounts of PGNiG shall be recognised as the capital reserves arising on merger on the part of PGNiG.
6. The resolution shall become effective upon its adoption.

The Appendix referred to in Clause 2 of the above draft resolution has been announced in the current report No. 5/2007 dated 1 March 2007.