

Convening of the Extraordinary General Shareholders Meeting of PGNiG SA to be held on April 26th, 2007

Current Report No. 11/2007 dated March 21st 2007

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, registered office in Warsaw, acting pursuant to Art. 399.1 of the Commercial Companies Code Par. 22.1 and Par. 47.1.1 of the Company's Articles of Association, hereby convenes the Extraordinary General Shareholders Meeting of PGNiG SA in accordance with Art. 402.1 of the Commercial Companies Code. The Meeting shall be held on April 26th 2007, at 12am, at the registered office of Polskie Górnictwo Naftowe i Gazownictwo SA, at ul. Kasprzaka 25, Warsaw, Poland.

Agenda:

1. Opening of the General Shareholders Meeting.
2. Election of the Chairman of the General Shareholders Meeting.
3. Confirmation that the General Shareholders Meeting has been duly convened and has the capacity to adopt resolutions.
4. Preparation of the attendance list.
5. Adoption of a resolution concerning consent to:
 - a) the performance of the agreement between PGNiG S.A. of one part and Mobil Development Norway A/S and ExxonMobil Production Norway Inc. of the other part, including consent to the acquisition of non-current assets in the form of interests in licence areas covering hydrocarbon reserves on the Norwegian Continental Shelf,
 - b) the establishment by PGNiG S.A. of a dedicated company for the purpose of the project referred to in a) above and the acquisition of all shares in such company by PGNiG S.A.;
 - c) sale of the non-current assets comprising interests in licence areas covering hydrocarbon reserves on the Norwegian Continental Shelf or rights to such interests, acquired by PGNiG, to the company referred to in b) above, without a tender process.
6. Consent to the acquisition of shares in the increased share capitals of Dolnośląska Spółka Obrotu Gazem Sp. z o.o., Górnośląska Spółka Obrotu Gazem Sp. z o.o., Karpacka Spółka Obrotu Gazem Sp. z o.o., Mazowiecka Spółka Obrotu Gazem Sp. z o.o., Pomorska Spółka Obrotu Gazem Sp. z o.o., and Wielkopolska Spółka Obrotu Gazem Sp. z o.o., 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", adopted by the Extraordinary General Shareholders Meeting of PGNiG S.A. by way of Resolution No. 1 of November 3rd 2006
7. Adoption of a resolution concerning consent to the acquisition of newly issued shares in Zakłady Robót Górniczych Krosno Sp. z o.o.
8. Miscellaneous.
9. Closing of the General Shareholders Meeting.

Furthermore, the Management Board of the Company hereby announces that, pursuant to Art. 9 of the Act on Trading in Financial Instruments, dated July 29th 2005 (Dz.U. No. 183, item 1538), the General Shareholders Meeting may be attended by those shareholders who submit to the Company, not later than a week prior to the date of the General Shareholders Meeting, a written deposit certificate in the name of the holder issued by the entity keeping the investment account.

Original certificates should be submitted at the Company's registered office in Warsaw, at ul. Kasprzaka 25, the SCADA building, 2nd floor, room 215 (*Biuro Spółki*), between 9am and 4pm on business days, by April 18, 2007. Pursuant to Art. 407.1 of the Commercial Companies Code, the list of shareholders entitled to participate in the Extraordinary General Shareholders Meeting of PGNiG SA will be available for inspection at the same place and time.

Deposit certificate which are to be submitted to the Company prior to the General Shareholders Meeting must be issued in accordance with Art. 10 of the Act on Trading in Financial Instruments, dated July 29th 2005 (Dz.U. No. 183, item 1538). Any deposit certificate made or issued in breach of Art. 10.1.1-3, 10.1.6, 10.1.8, 10.1.10-12 or 10.2 shall be null and void.

Shareholders may participate in the General Shareholders Meeting in person or by proxy. The powers of proxy should be granted in writing under pain of nullity.

Proxies of legal persons should have an excerpt from the relevant register (either original or a copy certified by a notary public), not older than three months, and if their authorisation to represent the legal person is not evident from the register, they should have written powers of proxy (either original or a copy certified by a notary public) and a copy of an excerpt from the relevant register (either original or a copy certified by a notary public) valid as at the date of issue of the power-of-attorney.

Shareholders and proxies should have an identity document.

In order to ensure smooth proceedings of the General Shareholders Meeting of PGNiG SA, the Company's Management Board requests the shareholders to kindly arrive at the venue of the Meeting approx. 30 minutes before the scheduled opening time.

Management Board of PGNiG SA