

**Draft Resolutions for the Extraordinary General Shareholders Meeting of PGNiG
Convened for April 26th 2007**

Current Report No. 17/2007 dated April 4th, 2007

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby publishes the wording of the draft resolutions which the Management Board intends to submit to the Extraordinary General Shareholders Meeting convened for April 26th 2007:

**Resolution No.....
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of**

on: performance of the agreement between PGNiG S.A. a and Mobil Development Norway A/S and ExxonMobil Produktion Norway Inc.

Acting pursuant to Par. 56 Clause 3 item 2 and 3, Clause 4 item 5 and Clause 6 of the Articles of Association of the Company, the Extraordinary General Meeting resolves as follows:

Par. 1

The General Meeting of PGNiG SA resolves to approve the performance of the agreement between PGNiG S.A., on one part, and Mobil Development Norway A/S and ExxonMobil Produktion Norway Inc., on the other part, including the acquisition by the Company of interests in the license blocks of the fields in the Norwegian Continental Shelf (designated as PL 212, PL 212B and PL 262), which, in case that they are not disposed of in accordance with § 2 within 12 months of their acquisition, will be recognised as non-current assets of the Company.

Par. 2

1. The General Meeting of PGNiG SA resolves to approve:
the formation of a dedicated company by PGNiG S.A. for execution of the project referred to in Par. 1 - an AKSJESKAP-type company of the Norwegian law (a limited liability company) with its registered office in Stavanger, which will carry out its activity under the business name of: "PGNiG Norway AS", with the share capital of 10,000,000 (say: ten million) Norwegian kroner (*which is equivalent to approx. PLN 4,722,00 in accordance with the foreign exchange table No. 66/A/NBP/2007 of 3 April 2007*) and the scope of business encompassing in particular exploitation of crude oil and natural gas and other similar activities, as well as any other related activities; and

the disposal to of the interests acquired by PGNiG S.A. in the license blocks of the fields in the Norwegian Continental Shelf the above company without a tender process.
2. The General Meeting of PGNiG SA resolves to approve the taking up by PGNiG S.A. of all shares in the company referred to in Clause 1 above, for the nominal value of 1,000 Norwegian kroner each, in exchange for a contribution in cash in the amount of 10,100,000 (say: ten million one-hundred thousand) Norwegian kroner (*which is equivalent to approx. PLN 4,769,220 in accordance with the foreign exchange table No. 66/A/NBP/2007 of 3 April 2007*), as well as the taking up by PGNiG S.A. of all new shares in case of an increase of the share capital of the company referred to in Clause 1 above by the amount of 5,000,000 (say: five million) Norwegian kroner (*which is equivalent to approx. PLN 2,361,000 in accordance with the foreign exchange table No. 66/A/NBP/2007 of 3 April 2007*) by 31 May 2008 in exchange for

a contribution in cash in the amount equal to the nominal value of such share capital increase.

Par. 3

This Resolution shall take effect as of its adoption date.

**Resolution No.....
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of**

on: 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

Acting pursuant to Par. 56 Clause 6 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 adopted by the Extraordinary General Meeting of PGNiG by Resolution No. 1 of 3 November 2006, the Extraordinary General Meeting resolves as follows:

Par. 1

The Extraordinary General Meeting consents to the acquisition by PGNiG S.A. of:

- 6,314 (say: six thousand three hundred and fourteen) new shares for the total value of PLN 6,314,000 (say: six million three hundred and fourteen thousand zlotys) in the increased share capital of *Dolnośląska Spółka Obrotu Gazem Sp. z o.o. having its registered office in Warsaw,*
- 96,524 (say: ninety-six thousand five hundred and twenty-four) new shares for the total value of PLN 96,524,000.00 (say: ninety-six million five hundred and twenty-four thousand zlotys) in the increased share capital of *Górnośląska Spółka Obrotu Gazem Sp. z o.o. having its registered office in Warsaw,*
- 260,083 (say: two hundred and sixty thousand eighty-three) new shares for the total value of PLN 260,083,000.00 (say: two hundred and sixty million eighty-three thousand zlotys) in the increased share capital of *Karpacka Spółka Obrotu Gazem Sp. z o.o. having its registered office in Warsaw,*
- 68,815 (say: sixty-eight thousand eight hundred and fifteen) new shares for the total value of PLN 68,815,000.00 (sixty-eight million eight hundred and fifteen thousand zlotys) in the increased share capital of *Mazowiecka Spółka Obrotu Gazem Sp. z o.o. having its registered office in Warsaw,*
- 60,281 (say: sixty thousand two hundred and eighty-one) new shares for the total value of PLN 60,281,000.00 (say: sixty million two hundred and eighty-one thousand zlotys) in the increased share capital of *Pomorska Spółka Obrotu Gazem Sp. z o.o. having its registered office in Warsaw,*
- 45,860 (say: forty-five thousand eight hundred and sixty) new shares for the total value PLN 45,860,000.00 (say: forty-five million eight hundred and sixty thousand zlotys) in the increased share capital of *Wielkopolska Spółka Obrotu Gazem Sp. z o.o. having its registered office in Warsaw,*

i.e. the shares in the numbers and for the values resulting from the division plans submitted to the registration courts concerning the division of the above-mentioned Companies as the acquiring companies and, respectively, the following companies as the companies to be divided, in accordance with the procedure provided for under Article 529 § 1.4 of the Commercial Companies Code:

- Dolnośląska Spółka Gazownictwa Spółka z o.o. having its registered office in Wrocław
- Górnośląska Spółka Gazownictwa Spółka z o.o. having its registered office in Zabrze
- Karpacka Spółka Gazownictwa Spółka z o.o. having its registered office in Tarnów
- Mazowiecka Spółka Gazownictwa Spółka z o.o. having its registered office in Warszawa
- Pomorska Spółka Gazownictwa Spółka z o.o. having its registered office in Gdańsk
- Wielkopolska Spółka Gazownictwa Spółka z o.o. having its registered office in Poznań

- subject to potential changes in the number and value of the shares to be taken up by PGNiG resulting from the verification of the above-mentioned division plans by the experts appointed by the registration courts to examine such plans in accordance with Article 537 of the Commercial Companies Code.

Par. 2

This Resolution shall take effect as of its adoption date.

**Resolution No.....
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of**

on: approval of the acquisition of the newly issued shares in Zakład Robót Górniczych Krosno Sp. z o.o.

Acting pursuant to Art. 56.6 of the Company's Articles of Association and based on the positive opinion of the PGNiG Supervisory Board, contained in Resolution No. 26/IV/07 of March 20th 2007 concerning the PGNiG Management Board's recommendation contained in Resolution No. 147/2007 of February 27th 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 101 (one hundred and one) new issue shares in the increased share capital of Zakład Robót Górniczych Krosno Sp. z o.o., with the aggregate value of PLN 101,000.00 (one hundred and one thousand złoty).

Par. 2

This Resolution shall take effect as of its adoption date.