

**Draft Resolutions for the Extraordinary General Shareholders Meeting of PGNiG  
Convened for March 8th 2007**

Current Report No. 3/2007 dated February 13th, 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 March 8th 2007:

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

**on:** application of capital reserves designated as "Central Restructuring Fund for 2005–2007" for one-time payments (employee termination benefits) to former employees of ZUN Naftomet Sp. z o.o. of Krosno.

Acting pursuant to Art. 56.3.9 of the Company's Articles of Association and based on the positive opinion of the PGNiG Supervisory Board contained in Resolution No. 10/IV/07 of January 23, 2007 the Extraordinary General Shareholders Meeting of PGNiG S.A. hereby resolves as follows:

**Par. 1**

The Extraordinary General Shareholders Meeting of PGNiG resolves to apply funds from the capital reserves designated as "Central Restructuring Fund for 2005–2007", in the amount of PLN 1,170,000 for one-time payments (employee termination benefits) to 25 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.....  
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 Geofizyka Toruń Sp. z o.o. of Toruń

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. 12/IV/07 of January 23, 2007 concerning the PGNiG Management Board's recommendation contained in Resolution No. 36/2007 of January 9, 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 33,000 (thirty three thousand) new issue shares in the increased share capital of

Geofizyka Toruń Sp. z o.o., with the aggregate value of PLN 33,000,000 (thirty three million złoty), which will be paid for with a cash contribution.

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 Poszukiwania Nafty i Gazu Kraków 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. ... of ..., concerning the PGNiG Management Board's recommendation contained in Resolution No. 55/2007 of January 23, 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 6,381 (six thousand, three hundred and eighty one) new issue shares in the increased share capital of Poszukiwania Nafty i Gazu Sp. z o.o., with the aggregate value of PLN 6,381,000 (six million, three hundred and eighty one thousand złoty), and for effecting payment for all the shares through a contractual set-off of claims related to the price of the shares against claims related to interest accrued on a loan advanced by PGNiG to PNiG Kraków Sp z o.o. on September 14th 1998.

Par. 2

This Resolution shall take effect as of its adoption date.