

Draft Resolutions of the Extraordinary Shareholders Meeting of PGNiG convened for June 19th 2006

Current Report No. 33/2006 dated 29 May 2006

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG") hereby releases the draft resolutions to be submitted to the Extraordinary Shareholders Meeting of PGNiG convened for June 19th 2006:

**Resolution No.
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw,
dated**

concerning: determining the monthly remuneration of the President of PGNiG S.A.'s Management Board

Acting pursuant to Par. 56.2.4 of the Company's Articles of Association, in conjunction with Art. 6.2 of the Act on Remunerating Persons Managing Certain Legal Entities, dated March 3rd 2000, the General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw resolves as follows:

Par. 1

The remuneration of the President of PGNiG S.A.'s Management Board shall amount to six times the value of average monthly remuneration in the enterprise sector, excluding distributions from profit for the fourth quarter of the previous year, announced by the President of the Central Statistics Office.

Par. 2

The resolution shall become effective as of its adoption date.

**Resolution No.
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw,
dated**

concerning: statement of the Management Board of PGNiG S.A. on observance of the corporate governance principles contained in the document "Best Practices in Public Companies in 2005"

Par. 1

The General Shareholders Meeting hereby resolves to approve the statement of PGNiG S.A.'s Management Board on observance of the corporate governance principles contained in the document "Best Practices in Public Companies in 2005", in the form unchanged relative to the statement submitted in 2005.

Par. 2

The resolution shall become effective as of its adoption date.

Resolution No.
of the Extraordinary General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw,
dated

concerning: appointment of member to the Supervisory Board of PGNiG S.A.

Pursuant to Art. 385.1 of the Polish Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

..... is hereby appointed member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Par. 2

The resolution shall become effective as of its adoption date.