

**Resolutions passed by the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A. on November 19th 2009**

Current Report No. 96/2009 dated November 19th, 2009

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby releases resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on November 19th, 2009:

**Resolution No. 1/XI/2009
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated November 19th, 2009**

concerning: granting consent for PGNiG S.A. to establish a new Company with the business name PGNiG Energia S.A. with its registered office in Warsaw, having share capital of PLN 5,000,000, and to subscribe for new ordinary shares of the Company with the business name PGNiG Energia S.A. with its registered office in Warsaw

Acting pursuant to Article 56 par. 4 pt. 5) and par. 6 of the Company's Statute, and taking into consideration the positive opinion of the Supervisory Board in Resolution No. 92/V/09 of 28 September 2009 on the request of the Management Board in Resolution No. 525/2009 of 15 September 2009, the Extraordinary General Meeting of Shareholders resolves as follows:

§ 1

Consent is granted for PGNiG S.A. to establish a new Company with the business name PGNiG Energia S.A. with its registered office in Warsaw, having share capital of PLN 5,000,000 divided into 50,000 ordinary shares each with a nominal value of PLN 100.

§ 2

Consent is granted for PGNiG S.A. to subscribe for 50,000 ordinary shares with a total nominal value of PLN 5,000,000 (five million zlotys) in the newly established Company with the business name PGNiG Energia S.A. with its registered office in Warsaw at their nominal value, which shares will be fully covered in cash.

This resolution enters into force on the date it is adopted.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG S.A.'s share capital represented by the shares on which valid votes were cast
4,280,349,361	72.55 %

Total number of valid votes	4,280,349,361
including votes: for	4,278,283,975
against	2,065,386
abstaining	0

**Resolution No. 2/XI/2009
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw,
dated November 19th, 2009**

concerning: the use of the reserve capital which is the Central Restructuring Fund for single payments (cover) for 26 former employees of ZUN Naftomet Sp. z o.o. in Krosno.

Acting pursuant to Article 56 par. 3 pt. 9 of the Company's Statute and taking into consideration the positive opinion of the Supervisory Board of PGNiG S.A. expressed in Resolution No. 97/V/2009 of 4th November 2009, the following is resolved:

§ 1

The General Meeting of Shareholders of the Company PGNiG S.A. hereby decides to use funds from the reserve capital being the Central Restructuring Fund, of PLN 1,088,214.80, as single payments (cover) for 26 former employees of ZUN Naftomet Sp. z o.o. with its registered office in Krosno, who are covered by the 2009 Employment Rationalisation Plan.

§ 2

This resolution enters into force on the date it is adopted.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	% of PGNiG S.A.'s share capital represented by the shares on which valid votes were cast
4,280,349,361	72.55 %

Total number of valid votes	4,280,349,361
including votes: for	4,278,283,975
against	2,065,386
abstaining	0