



Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, December 18th 2012

**Resolutions passed by the Extraordinary General Meeting of PGNiG S.A.  
convened for December 18th 2012**

Current Report No. 184/2012

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or "the Company") releases resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on December 18th 2012, as well as the change of one of resolutions proposed by one of the shareholders.

**Resolution No. 1/XII/2012  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
of Warsaw  
dated December 18th 2012**

**concerning:** adoption of the agenda of the Extraordinary General Meeting of PGNiG SA

Section 1

The Extraordinary General Meeting of PGNiG SA resolves to adopt the following agenda:

1. Opening of the Meeting;
2. Appointment of the Chair of the Meeting;
3. Preparation of the attendance list;
4. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions;
5. Adoption of the agenda;
6. Adoption of a resolution concerning approval for the disposal by PGNiG of its shareholdings in ZRUG Zabrze S.A. and GAZOMONTAŻ S.A., and the acquisition by PGNiG S.A. of PGNiG Technologie S.A. shares as part of the company's share capital increase;
7. Adoption of a resolution concerning sale of the perpetual usufruct right to land lots located in Szczecin at ul. Tama Pomorzańska 26 and ul. Zygmunta Chmielewskiego, entered in the land records under Nos. 1/22, 1/34 and 1/54, and the ownership title to the buildings, structures and installations situated within those lots, entered in the Land and Mortgage Register under No. SZ1S/00083043/0, as well as a 677/1525 interest in the perpetual usufruct right to an undeveloped land lot located in Szczecin at ul. Zygmunta Chmielewskiego, entered in the Land and Mortgage Register under No. SZ1S/00127336/2;
8. Closing of the Meeting.

Section 2

This Resolution shall be effective as of its date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4 468 911 828
% of share capital represented by the shares on which valid votes were cast	75.74%
Total number of valid votes	4 468 911 828
including votes: for	4 468 807 764
against	0
abstaining	104 064

Before the voting on the resolution 2/XII/2012 one of the shareholders submitted a proposal to the Management Board of PGNiG regarding changes in this resolution. The Chairwoman of the General Meeting initiated an open voting on the changed resolution which incorporates fully the amendments proposed by the shareholder.

**Resolution No. 2/XII/2012  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
of Warsaw  
dated December 18th 2012**

**concerning:** approval for the disposal by PGNiG S.A. of its shareholdings in ZRUG Zabrze S.A. and GAZOMONTAŻ S.A., and the acquisition by PGNiG S.A. of PGNiG Technologie S.A. shares as part of the company's share capital increase

Acting pursuant to Par. 56.6 of the Company's Articles of Association and taking into account the opinion of the PGNiG Supervisory Board contained in Resolution No. 139/VI/2012 of November 29<sup>th</sup> 2012 on the Management Board's proposal No. 802/2012 of November 20<sup>th</sup> 2012 the General Meeting hereby resolves as follows:

Section 1

- 1) The General Meeting hereby approves the disposal of 300,000 shares in ZRUG Zabrze S.A. by way of the following procedure and on the following terms and conditions:
  1. disposal procedure - the shares in ZRUG Zabrze S.A. held by PGNiG S.A. will be sold to STALPROFIL S.A., the majority shareholder of ZRUG Zabrze S.A. holding 94.98% of its share capital;
  2. terms and conditions of the disposal - the selling price for the shares held by PGNiG S.A. will not be lower than the value of the shareholding estimated by an independent adviser.

Section 2

- 2) The General Meeting hereby approves the disposal of 13,544 shares in GAZOMONTAŻ S.A. by way of the following procedure and on the following terms and conditions:
  1. disposal procedure – the shares in GAZOMONTAŻ S.A. held by PGNiG S.A. will be sold to a buyer designated by the Management Board of GAZOMONTAŻ S.A. pursuant to Art. 11 of the Articles of Association of GAZOMONTAŻ S.A.;
  2. terms and conditions of the disposal - the selling price for the shares held by PGNiG S.A. will not be lower than the value of the shareholding estimated by an independent adviser.

Section 3

The General Meeting hereby approves the acquisition by PGNiG S.A. of all newly created registered shares in the increased share capital of PGNiG Technologie S.A. of Warsaw, with a total par value reflecting the amount resulting from the valuation of the shareholdings in the Companies listed below, with the shares to be acquired at their par value for a non-cash contribution in the form of the shareholdings in the Companies:

1. 300,000 shares in ZRUG Zabrze S.A. of Zabrze (PGNiG S.A.'s total shareholding: 5.02%), provided that the shares are not sold as contemplated in Section 1.
2. 13,544 shares in GAZOMONTAŻ S.A. of Ząbki (PGNiG S.A.'s total shareholding: 45.18%), provided that the shares are not sold as contemplated in Section 2.

The shareholdings in the Companies listed above shall be contributed at their respective values resulting from the independent valuation.

Section 4

This Resolution shall be effective as of its date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4 468 911 828
% of share capital represented by the shares on which valid votes were cast	75.74%
Total number of valid votes	4 468 911 828
including votes: for	4 269 561 784
against	27 659 066
abstaining	171 690 978

**Resolution No. 3/XII/2012  
of the Extraordinary General Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
of Warsaw  
dated December 18th 2012**

**concerning:** sale of the perpetual usufruct right to land lots located in Szczecin at ul. Tama Pomorzańska 26 and ul. Zygmunta Chmielewskiego, entered in the land records under Nos. 1/22, 1/34 and 1/54, and the ownership title to the buildings, structures and installations situated within those lots, entered in the Land and Mortgage Register under entry No. SZ1S/00083043/0, as well as a 677/1525 interest in the perpetual usufruct right to an undeveloped land lot located in Szczecin at ul. Zygmunta Chmielewskiego, entered in the Land and Mortgage Register under No. SZ1S/00127336/2.

In connection with the planned sale of the perpetual usufruct right to land lots located in Szczecin, Province of Szczecin, at ul. Tama Pomorzańska 26, and at ul. Zygmunta Chmielewskiego, entered in the land records under Nos. 1/22, 1/34, and 1/54, cadastral district No. 1058, Śródmieście 58, with a total area of 1.5595 ha, including the ownership title to buildings, structures and installations located within those lots, entered in the Land and Mortgage Register maintained by the District Court for Szczecin, X Land and Mortgage Register Division, under entry No. SZ1S/00083043/0, as well as a 677/1525 interest in the perpetual usufruct right to an undeveloped land lot located in Szczecin, Province of Szczecin, at ul. Zygmunta Chmielewskiego, entered in the land record under entry No. 1/49, cadastral district No. 1058, Śródmieście 58, with an area of 0.1080 ha, and entered in the Land and Mortgage Register maintained by the District Court for Szczecin, X Land and Mortgage Register Division, under entry No. SZ1S/00127336/2, for a VAT-exclusive price of at least PLN 6,300,000 (six million, three hundred thousand złoty), as proposed by the Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw ("PGNiG" or the "Company") (Management Board Resolution No. 805/2012 of November 20<sup>th</sup> 2012), and approved by the Supervisory Board of PGNiG S.A. (Supervisory Board Resolution No. 138/VI/2012 of November 29<sup>th</sup> 2012),

the Extraordinary General Meeting of PGNiG S.A., acting pursuant to Par. 56.3.3 of the Articles of Association, resolves to:

grant approval for the sale of the perpetual usufruct right to land lots located in Szczecin, Province of Szczecin, at ul. Tama Pomorzańska 26, and at ul. Zygmunta Chmielewskiego, entered in the land records under Nos. 1/22, 1/34, and 1/54, cadastral district No. 1058, Śródmieście 58, with a total area of 1.5595 ha, including the ownership title to buildings, structures and installations located within those lots, entered in the Land and Mortgage Register maintained by the District Court for Szczecin, X Land and Mortgage Register Division, under entry No. SZ1S/00083043/0, as well as a 677/1525 interest in the perpetual usufruct right to an undeveloped land lot located in Szczecin, Province of Szczecin, at ul. Zygmunta Chmielewskiego, entered in the land record under entry No. 1/49, cadastral district No. 1058, Śródmieście 58, with an area of 0.1080 ha, and entered in the Land and Mortgage Register maintained by the District Court for Szczecin, X Land and Mortgage Register Division, under entry No.

SZ1S/00127336/2, for a VAT-exclusive price of at least PLN 6,300,000 (six million, three hundred thousand złoty).

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4 468 911 828
% of share capital represented by the shares on which valid votes were cast	75.74%
Total number of valid votes	4 468 911 828
including votes: for	4 468 788 264
against	0
abstaining	123 564