



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, December 13th 2011

**Draft resolutions for the Extraordinary General Shareholders Meeting of PGNiG
SA convened for January 12th 2012**

Current Report No. 176/2011

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or "the Company") hereby publishes draft resolutions to be presented to the Extraordinary General Shareholders Meeting of PGNiG convened for January 12th, 2012.

**Resolution No. .../I/2012
of the General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA**

concerning: increase in the share capital of Pomorska Spółka Gazownictwa sp. z o.o.

Acting pursuant to Par. 56.6 of the Company's Articles of Association and having taken into consideration the opinion of the PGNiG SA's Supervisory Board on the Management Board's proposal No. of, which opinion is expressed in Resolution No. of, the General Shareholders Meeting hereby resolves as follows:

Par. 1

The General Shareholders Meeting hereby approves acquisition by PGNiG SA of all new shares in the increased share capital of Pomorska Spółka Gazownictwa sp. z o.o., that is 1,553 (one thousand, five hundred and fifty-three) shares with a par value of PLN 1,000 (one thousand złoty) per share and the total par value of PLN 1,553,000 (one million, five hundred and fifty-three thousand złoty), in consideration for an in-kind contribution comprising perpetual usufruct rights to a land plot located at ul. Lubicka 52-58 in the city of Toruń, Poland, and ownership title to buildings and structures erected thereon. A detailed list of the non-current assets is attached as Appendix 1 to this Resolution.

Par. 2

This Resolution shall take effect as of its date.

Resolution No. .../I/2012
of the General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA

concerning: removal of a member of the PGNiG SA Supervisory Board

On the basis of Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

Mr/Mrs [■] is removed from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Par. 2

This Resolution shall become effective as of its date.

Additional information:

The above Resolution was added on a request of a shareholder – the State Treasury.

Resolution No. .../I/2012
of the General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA

concerning: appointment of a member of the PGNiG SA Supervisory Board

On the basis of Art. 385.1 of the Commercial Companies Code and Par. 56.2.1) of the Company's Articles of Association:

Par. 1

Mr/Mrs [■] is appointed as member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Par. 2

This Resolution shall become effective as of its date.

Additional information:

The above Resolution was added on a request of a shareholder – the State Treasury.