

Warsaw, August 17th 2017

Polish Oil and Gas Company (PGNiG SA)  
Head Office

**Notice of the Extraordinary General Meeting of PGNiG SA to be held on September 13  
2017**

Current Report No. 64/2017

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Art. 47.1.1 of the Company's Articles of Association, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw convenes an Extraordinary General Meeting of PGNiG SA pursuant to Art. 402<sup>1</sup>.1 of the Commercial Companies Code, to be held at 12.00 noon on September 13th 2017, at the registered office of Polskie Górnictwo Naftowe i Gazownictwo SA at ul. Marcina Kasprzaka 25, Warsaw, Poland.

Agenda:

1. Opening of the Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been duly convened and has the capacity to pass resolutions.
4. Preparation of the attendance list.
5. Adoption of the agenda.
6. Resolution to amend the Company's Articles of Association.
7. Resolution to grant consent to seek redress from Members of the Management Board for damage caused to the company by their unlawful action or omission.
8. Resolution to approve acquisition of an item of property, plant and equipment in the form of a set of 3D geological data.
9. Resolution to approve purchase of an item of property, plant and equipment, i.e. a complete 2000KM-class drilling rig with accessories.
10. Closing of the Meeting.

A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be placed on the agenda of the General Meeting. Any such request should be sent to the Company in the Polish language, in writing, or in electronic form to the following e-mail address: [wz@pgnig.pl](mailto:wz@pgnig.pl). The request should contain grounds or a draft resolution concerning the proposed agenda item and should be submitted to the Management Board no later than 21 days before the scheduled date of the General Meeting. The shareholder or shareholders should prove that they are entitled to exercise this right by submitting relevant documents in writing.

Any shareholder or shareholders representing at least one-twentieth of the Company's share capital may, before the date of the General Meeting, submit to the Company draft resolutions concerning items which have been or are to be placed on the General Meeting's agenda, in writing or in electronic form to the email address: [wz@pgnig.pl](mailto:wz@pgnig.pl). Any such draft resolutions

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should be in the Polish language, in the form of a Word file. The shareholders should prove that they are entitled to exercise this right by submitting relevant documents in writing.

During the Company's General Meeting, each shareholder may submit draft resolutions concerning items on the agenda. Such draft resolutions should be prepared in the Polish language.

Shareholders may participate in the General Meeting in person or by proxy. Pursuant to Art. 412<sup>1</sup>.2 of the Commercial Companies Code, a power of proxy to participate in the General Meeting of a public company and to exercise voting rights should be granted in writing or in electronic form. The power of proxy should be in the Polish language and may be sent to the Company prior to the General Meeting in electronic form, as a PDF file, to the e-mail address: [wz@pgnig.pl](mailto:wz@pgnig.pl).

As it will not be possible to participate in and speak at the General Meeting using electronic means of communication, or to vote by post or through electronic means of communication, postal or proxy voting forms will not be published.

Representatives of legal persons must be able to present the original or a copy (certified by a notary public) of an excerpt from the relevant register (issued within the three months before the date of the General Meeting), and if their right to represent the legal person does not follow from the relevant register entry – they must be able to present written powers of proxy (the original or a copy certified by a notary public) along with the original or a copy (certified by a notary public) of the excerpt from the relevant register which must be valid as at the date of granting the powers of proxy.

Shareholders and proxies must be able to present proof of identity.

The record date for participation in the General Meeting is August 28th 2017.

The General Meeting may be attended only by persons who are Company shareholders on the record date, i.e. 16 days prior to the General Meeting.

At the request of a holder of rights under bearer shares in book-entry form, made no earlier than after the date of the notice of the General Meeting and no later than on the first business day following the registration date, the entity keeping the relevant securities account issues a certificate to such holder's name confirming the holder's right to participate in the General Meeting.

With respect to shares registered in an omnibus account, a certificate confirming the holder's right to participate in the General Meeting may be made in the Polish or English language, issued by the holder of that omnibus account. Shareholders are advised to collect the certificates and be able to present them during the General Meeting.

The list of entities entitled to participate in the General Meeting as holders of rights under bearer shares is determined based on a list prepared by Krajowy Depozyt Papierów Wartościowych

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S.A. (Central Securities Depository of Poland) in accordance with the laws governing trading in financial instruments.

Persons entitled to participate in the General Meeting may obtain the full text of documents to be submitted to the General Meeting, along with draft resolutions and comments of the Management and Supervisory Boards, from the Company's registered office.

Also, persons entitled to participate in the General Meeting may obtain copies of proposals concerning all matters placed on the agenda a week before the General Meeting, i.e. starting from September 6th 2017, from the Company's registered office in Warsaw, ul. Marcina Kasprzaka 25, the SCADA building, 2nd floor, Room 216 (Governing Bodies Services Division), from 9.00 am to 3.00 pm.

In accordance with Art. 407.1 of the Commercial Companies Code, the list of shareholders entitled to participate in the General Meeting will be available for inspection at the Company's registered office in Warsaw, ul. Marcina Kasprzaka 25, the SCADA building, for three weekdays prior to the date of the General Meeting, i.e. starting from September 8th 2017.

Information concerning the General Meeting is available on the Company's website at: [www.pgnig.pl](http://www.pgnig.pl), in the 'Corporate Governance – General Meeting' section.

To ensure that the General Meeting of PGNiG SA proceeds smoothly, the Management Board is requesting all participants to arrive at the venue of the meeting about 30 minutes before the scheduled time of its commencement.

Legal basis:

Par. 38.1.1 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009 (Dz.U. No. 33 of February 28th 2009, item 259).