

Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, September 13th 2017

**Resolutions adopted by the Extraordinary General Meeting of PGNiG SA
convened for September 13th 2017**

Current Report No. 73/2017

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing resolutions adopted by the Extraordinary General Meeting of PGNiG convened for September 13th 2017.

During the Extraordinary General Meeting two shareholders have filed their objections to all of the resolutions with request to be recorded in the minutes.

**Resolution No. 1/IX/2017
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated September 13th 2017**

concerning: appointment of Chairman of this Meeting.

Section 1

The Extraordinary General Meeting of PGNiG S.A. resolves to appoint Mr Radosław Kwaśnicki as Chairman of this Meeting.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4 695 507 859
Percentage of share capital represented by the shares on which valid votes were cast	81.26%
Total number of valid votes	4 695 507 859
including votes:	
in favour	4 695 507 848
against	11
abstentions	0

**Resolution No. 2/IX/2017
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated September 13th 2017**

concerning: authorisation of the absence of certain members of the Management Board and Supervisory Board of PGNiG S.A. from this General Meeting

Section 1

The Extraordinary General Meeting of PGNiG S.A. resolves to authorise the absence of the following members of the Company's Management Board from this Meeting:

1. Mr Piotr Woźniak – President of the PGNiG Management Board,
2. Mr Radosław Bartosik - Vice-President of the PGNiG Management Board,
3. Mr Łukasz Kroplewski - Vice-President of the PGNiG Management Board,
4. Mr Michał Pietrzyk - Vice-President of the PGNiG Management Board,
5. Mr Maciej Woźniak - Vice-President of the PGNiG Management Board,
6. Ms Magdalena Zegarska - Vice-President of the PGNiG Management Board.

The Extraordinary General Meeting of PGNiG S.A. further resolves to authorise the absence of the following members of the Company's Supervisory Board from this Meeting:

1. Mr Bartłomiej Nowak,
2. Mr Piotr Sprzączak,
3. Mr Sławomir Borowiec,
4. Mr Piotr Broda,
5. Mr Andrzej Gonet,
6. Mr Mieczysław Kawecki,
7. Mr Stanisław Sieradzki,
8. Mr Grzegorz Tchorek.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4 695 507 859
Percentage of share capital represented by the shares on which valid votes were cast	81.26%
Total number of valid votes	4 695 507 859
including votes: in favour	4 328 390 999
against	11
abstentions	367 116 849

**Resolution No. 3/IX/2017
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated September 13th 2017**

concerning: approval of the agenda for the Extraordinary General Meeting of PGNiG SA

Section 1

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

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.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4 695 507 859
Percentage of share capital represented by the shares on which valid votes were cast	81.26%
Total number of valid votes	4 695 507 859
including votes:	
in favour	4 695 507 848
against	11
abstentions	0

**Resolution No. 4/IX/2017
of Extraordinary the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated September 13th 2017**

concerning: amendment of the Company's Articles of Association

Acting pursuant to Art. 430.1 of the Commercial Companies Code and Art. 56.4.6 of the Company's Articles of Association, the Extraordinary General Meeting of PGNiG S.A. resolves as follows:

Section 1

The Extraordinary General Meeting of PGNiG S.A. amends the Company's Articles of Association as follows:

1. Art. 22a.1 shall be amended to read as follows:

"1. Any disposal of non-current assets as defined in the Accounting Act of September 29th 1994, with a value exceeding 0.1% of total assets as disclosed in the most recent approved financial statements, shall be made by the Company through an auction, unless the value of the assets to be disposed of is equal to or lower than PLN 20,000."

2. In Art. 22b:

- Art. 22b.3 shall be amended to read as follows:

"3. The following persons may not participate in the auction as bidders:

- 1) members of the Company's Management and Supervisory Boards;
- 2) the business entity conducting the auction and members of its management and supervisory boards;
- 3) persons responsible for handling the auction process;
- 4) spouses, children, parents and siblings of the persons referred to in items 1-3, and
- 5) persons whose legal or factual relationship with the entity conducting the auction may raise reasonable doubts as to its impartiality."

- Art. 22b.6 shall be amended to read as follows:

"6. The Company may elect not to have a non-current asset intended for sale valued by an expert appraiser if:

- 1) the appraisal costs would clearly exceed the asset's market value;
- 2) the asset's market value has already been established."

- Art. 22b.7 shall be amended to read as follows:

"7. The auction shall be conducted by:

- 1) oral bidding;
- 2) written bidding."

4. Art. 24.4.2 shall be amended to read as follows:

"2) A Management Board candidate may not be a person who meets at least one of the following criteria:

- a) performs the function of a social partner or works at the office of a member of the Polish Parliament (Sejm or Senate) or of a member of the European Parliament under an employment, temporary employment or similar contract,
- b) is a member of a political party's body representing the party before third parties and authorised to assume obligations,
- c) works for a political party under an employment, temporary employment or similar contract,
- d) holds an elected position in a trade union operating at the Company or any Group company,
- e) their social or professional activities give rise to a conflict with the interests of the Company."

5. In Art. 33:

- Art. 33.2 shall be amended to read as follows:

"2) disposal of non-current assets within the meaning of the Accounting Act of September 29th 1994, classified as intangible assets, property, plant and equipment or long-term investments, including contribution thereof to a company or cooperative, if the market value of such assets exceeds PLN 20,000,000, but does not exceed PLN 100,000,000, as well as granting another entity the right to use such assets for a period longer than 180 days in a calendar year, on the basis of a legal transaction, if the market value of the assets covered by such legal transaction exceeds PLN 20,000,000, but does not exceed PLN 100,000,000, with the proviso that if the right to use the assets is granted under:

- a) a lease, rental or other agreement for granting rights to use an asset for a consideration by a third party – the market value of the asset shall be understood as the value of the consideration due for:
 - one year – if the right to use the asset has been granted under an agreement concluded for an indefinite term,
 - the entire term of the agreement – if the right to use the asset has been granted under an agreement concluded for a definite term,
- b) lending agreements or other agreements for granting rights to use an asset free of charge by a third party – the market value of the asset shall be the amount of the consideration which would have been payable if a lease or rental agreement had been concluded, for:
 - one year – if the right to use the asset is to be granted under an agreement concluded for an indefinite term,

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- the entire term of the agreement – if the right to use the asset has been granted under an agreement concluded for a definite term,"

- Art. 33.3.5 shall be amended to read as follows:

"5) conduct a recruitment process referred to in Art. 25.2 of the Articles of Association to verify and evaluate qualifications of candidates and to select the best candidate for a Management Board member, subject to the following provisions:

- a) The Supervisory Board conducts the recruitment process if there arise circumstances justifying the appointment of a Management Board member,
- b) In initiating a recruitment process for the position of a Management Board member, the Supervisory Board shall determine, by way of a resolution, the detailed terms and procedure of recruitment, in particular the position for which a candidate is sought, the time and place for accepting applications, the time and place of the interview, the matters to be covered in the interview, as well as the requirements and method of evaluating the candidate,
- c) Candidates for members of the Management Board should meet the requirements laid down in Art. 22 of the Act on State Property Management,
- d) Announcement of the recruitment procedure initiation shall be published on the Company's website as well as in the Public Information Bulletin of the Polish Ministry of Energy,
- e) The time-limit for filing applications shall not be shorter than 14 days of the date of publishing the announcement of the recruitment procedure,
- f) The Company's Supervisory Board shall notify the shareholders of the results of the recruitment procedure and shall publish a report on the recruitment process."

6. In Art. 56:

- Art. 56.3.2 shall be amended to read as follows:

"2) disposal of non-current assets within the meaning of the Accounting Act of September 29th 1994, classified as intangible assets, property, plant and equipment or long-term investments, including contribution thereof to a company or cooperative, if the market value of such assets exceeds PLN 100,000,000 or 5% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined based on the most recent approved financial statements, as well as granting a third party the right to use such assets for a period of more than 180 days in a calendar year, on the basis of a legal transaction, if the market value of the assets covered by such legal transaction exceeds PLN 100,000,000 or 5% of total assets, with the proviso that if the right to use the assets is granted under:

- a) a lease, rental or other agreement for granting rights to use an asset for a consideration by a third party – the market value of the asset shall be understood as the value of the consideration due for:
 - one year – if the right to use the asset has been granted under an agreement concluded for an indefinite term,

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- the entire term of the agreement – if the right to use the asset has been granted under an agreement concluded for a definite term,
- b) lending agreements or other agreements for granting rights to use an asset free of charge by a third party – the market value of the asset shall be the amount of the consideration which would have been payable if a lease or rental agreement had been concluded, for:
 - one year – if the right to use the asset is to be granted under an agreement concluded for an indefinite term,
 - the entire term of the agreement – if the right to use the asset has been granted under an agreement concluded for a definite term,"

- Art. 56.3.2a shall be amended to read as follows:

"2a) acquisition of non-current assets within the meaning of the Accounting Act of September 29th 1994 if the value of such assets exceeds PLN 100,000,000 or 5% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined based on the most recent approved financial statements,"

- Art. 56.3.3a shall be amended to read as follows:

"3a) disposal of shares in another company, if the value of the shares exceeds PLN 10,000,000 or 10% of total assets within the meaning of the Accounting Act of September 29th 1994, as determined based on the most recent approved financial statements, subject to Art. 56.6."

- Art. 56.6 shall be amended to read as follows:

"6. Consent of the General Meeting shall be required for subscription, acquisition or disposal of shares in companies of the PGNiG Group, which, pursuant to generally applicable laws, act as the distribution system operator or storage system operator, including definition of the terms and procedure for the disposal."

7. Art. 65.5 shall be deleted.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4 695 507 859
Percentage of share capital represented by the shares on which valid votes were cast	81.26%
Total number of valid votes	4 695 507 859
including votes:	
in favour	4 467 545 896
against	5 233 798
abstentions	222 728 165

**Resolution No. 5/IX/2017
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated September 13th 2017**

concerning: grant consent to seek redress from Members of the Management Board for damage caused to the company by their unlawful action or omission

Section 1

Acting pursuant to Art. 56.3.11 of the Company's Articles of Association, and Art. 393.2, Art.17.1 and Art. 17.2 of the Commercial Companies Code, and in view of the positive favourable opinion of the PGNiG Supervisory Board contained in Resolution No. 25/VIII/2017 of September 1st 2017, the General Meeting resolves to approve:

seeking redress for damage caused in the course of managing the business from members of the PGNiG Management Board, i.e. Radosław Dudziński, Sławomir Hinc, Mirosław Szkałuba and Grażyna Piotrowska-Oliwa, including in particular by bringing application for a summons to a mediation hearing in connection with incorrect settlement of gas supply contracts with gas customers.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4 695 507 859
Percentage of share capital represented by the shares on which valid votes were cast	81.26%
Total number of valid votes	4 695 507 859
including votes: in favour	4 214 999 999
against	11
abstentions	480 507 849

Resolution No. 6/IX/2017
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated September 13th 2017

concerning: to approve the acquisition of a non-current asset under construction in the form of 3D geological work,

Section 1

Acting pursuant to Art. 56.3.2a of the Articles of Association of PGNiG S.A. of Warsaw, the Extraordinary General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw resolves to approve a legal transaction consisting in the execution of a contract for geological work involving 3D field seismic surveys as part of the "Plan of geological operations in the Zalesie-Jodłówka-Skopów and the Skopów-Kormanice exploration and appraisal licence areas, as well as in the non-licensed areas for seismic surveys, subject: Kramarzówka 3D", which will result in the acquisition of a non-current asset for no more than PLN 53,487,661.72, VAT-exclusive (i.e. PLN 65,789,823.92, VAT-inclusive).

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4 695 507 859
Percentage of share capital represented by the shares on which valid votes were cast	81.26%
Total number of valid votes	4 695 507 859
including votes:	
in favour	4 317 322 723
against	155 456 971
abstentions	222 728 165

**Resolution No. 7/IX/2017
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated September 13th 2017**

concerning: approval of purchase of a complete 2000KM-class drilling rig with accessories.

Section 1

The Extraordinary General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw, acting in accordance with Art. 56.3.2a of the PGNiG Articles of Association, hereby resolves to approve purchase of an item of property, plant and equipment in the form of a complete 2000KM-class drilling rig with accessories, for a net amount of not more than PLN 100,427,500.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4 695 279 671
Percentage of share capital represented by the shares on which valid votes were cast	81.26%
Total number of valid votes	4 695 279 671
including votes:	
in favour	4 339 153 656
against	242 735 015
abstentions	113 391 000