

Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, January 23rd 2018

**Draft resolutions for the Extraordinary General Meeting of PGNiG convened for February
21st 2018**

Current Report No. 5/2018

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG" or the "Company") publishes draft resolutions to be submitted to the Extraordinary General Meeting of PGNiG convened for February 21st 2018.

**Resolution No. ... / 2018
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo S.A.
of Warsaw
of February 21st 2018**

concerning: adoption of the agenda for the Extraordinary General Meeting of PGNiG

Section 1

The Extraordinary General Meeting of PGNiG S.A. resolves to adopt the following agenda:

1. Opening of the Meeting.
2. Election of the Chairperson.
3. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions
4. Preparation of a list of attendees.
5. Approval of the agenda
6. Adoption of a resolution to sell the title to the property situated at ul. Krucza 6/14 in Warsaw.
7. Adoption of a resolution to pursue claims against members of the PGNiG S.A. Management Board for redress of damage caused when managing the Company.
8. Closing of the Meeting.

Section 2

This Resolution shall become effective as of its date.

**Resolution No. ... / 2018
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo S.A.
of Warsaw
of February 21st 2018**

concerning: sale of title to the property situated at ul. Krucza 6/14, Warsaw

Section 1

The Extraordinary General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw, acting pursuant to Article 56.3.2 of the Articles of Association of PGNiG S.A. of Warsaw, resolves to grant its approval: (i) for the sale of ½ (one half) of the interest in the perpetual usufruct right to the plot of land situated at ul. Krucza 6/14, Warsaw, plot registration no. 145, subdivision 5-05-04, with an area of 0.3138 ha, for which the District Court for Warsaw-Mokotów in Warsaw, 10th Land and Mortgage Register Division, maintains Land and Mortgage Register entry No. KW WA4M/00162879/0; (ii) for the sale of ½ (one half) of the interest in the ownership title to the buildings, structures and equipment situated on the said plot, which are owned independently of the land; (iii) for the transfer of the shared possession of the plot and the buildings, structures and equipment situated thereon to the extent corresponding to the interests being sold; and (iv) for the transfer of the shared independent possession of the underground garage parts located on plots adjacent to plot 145, i.e. plots 146/4, 146/5 and 153, for a VAT-exclusive price of PLN 34,918,000 or higher.

Section 2

This Resolution shall become effective as of its date.

Statement of reasons

The property is a non-productive asset of PGNiG S.A. Under the PGNiG S.A. Articles of Association and based on the Procedure for Non-Current Asset Management at PGNiG S.A., the Company may sell non-current assets without holding a tender, provided that they are sold to its subsidiaries. For this reason, the property shall be sold without holding a tender, directly to Polska Spółka Gazownictwa Sp. z o.o. As the property is worth more than PLN 10,000,000,00 its sale requires a resolution of the General Meeting of the Company. The proposed selling price of PLN 34,918,000.00, VAT exclusive, has been calculated based on the values specified in the appraisal report of December 8th 2017.

**Resolution No. ... / 2018
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo S.A.
of Warsaw
of February 21st 2018**

concerning: pursuing claims against members of the PGNiG S.A. Management Board for redress of damage caused when managing the Company.

Section 1

Acting pursuant to Art. 56.3.11 of the Company's Articles of Association and Art. 393.2, in view of the favourable opinion of the Supervisory Board of PGNiG S.A. contained in Resolution No. ... of, the General Meeting resolves to approve the pursuit of claims for redress of damage caused by members of the PGNiG Management Board, namely Jacek Murawski, Jerzy Kurella, Zbigniew Skrzypkiewicz, Jarosław Bauc, Andrzej Parafianowicz, Mariusz Zawisza and Waldemar Wójcik, in the course of managing the Company's business, in particular by filing a lawsuit against these persons over incorrect settlement of commercial contracts with gas customers.

Section 2

This Resolution shall become effective as of its date.

Statement of reasons

Following an analysis of contracts with gas customers, the Company became aware that the settlement of the contracts was incorrect as the customers were not charged the price adjusted for heat of combustion.

Pursuant to Art. 483 of the Commercial Companies Code, it is possible to seek compensation from the management board members whose acts or omissions could cause damage to the company's assets.

In accordance with Art. 393.2 of the Commercial Companies Code and Art. 56.3.11 of the Company's Articles of Association, pursuit of claims for redress of damage caused in the course of managing the Company's business requires the consent of the General Meeting of PGNiG S.A.

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).