



The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG", "the Company") hereby publishes the draft resolutions for the Annual General Shareholders Meeting of PGNiG convened for April 20th 2011.

Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: Adoption of the agenda of the Annual General Shareholders Meeting.

Par. 1

Annual General Shareholders Meeting of PGNiG SA decides to adopt the following agenda of the Annual General Shareholders Meeting:

1. Opening of the Meeting,
2. Election of the Chairman of the Meeting,
3. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions,
4. Adoption of the agenda of the Meeting,
5. Preparation of the attendance list,
6. Adoption of a resolution concerning consideration and approval of the 2010 financial statements of PGNiG SA prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2010,
7. Adoption of a resolution concerning consideration and approval of the 2010 consolidated financial statements of the PGNiG Group prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the operations of the PGNiG Group in 2010,
8. Adoption of a resolution acknowledging the discharge of duties by the members of the Management Board of PGNiG in 2010,
9. Adoption of a resolution acknowledging the discharge of duties by the members of the Supervisory Board of PGNiG in 2010,
10. Adoption of a resolution on the distribution of profit for the financial year 2010, allocation of retained earnings, and on setting the dividend record date and the dividend payment date,
11. Adoption of a resolution on the determination of assets to be provided as non-cash dividend and definition of the method of their valuation,



12. Changes in the composition of the Supervisory Board of PGNiG SA,
13. Miscellaneous,
14. Closing of the Annual General Shareholders Meeting.

Par. 2

This Resolution shall take effect as of its adoption date.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: examination and approval of PGNiG SA's financial statements for 2010 prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2010.

Par. 1

Acting pursuant to Par. 56.1.1 of the Company's Articles of Association, the General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA hereby resolves to approve:

1. PGNiG SA's financial statements prepared in accordance with the International Financial Reporting Standards for the financial year January 1st – December 31st 2010, comprising:
 - Income statement for the period January 1st – December 31st 2010, showing a net profit of PLN 1,702,121,400.97,
 - Comprehensive statement for the period January 1st – December 31st 2010, showing comprehensive income of PLN 1,796,009,666.09,
 - Balance sheet statement as at December 31st 2010, showing a balance-sheet total of PLN 25,550,931,500.99,
 - Cash-flow statement for the period January 1st – December 31st 2010, showing a net decrease in cash of PLN 140,610,657.48,
 - Statement of changes in equity for the period January 1st – December 31st 2010, showing an increase in equity of PLN 1,324,009,666.09,
 - Supplementary information.
2. Directors' Report on the Company's operations in 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 22.2.10. of the Articles of Association of PGNiG SA in connection with Par. 56.1.1. of the Articles of Association of PGNiG SA, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw moves for the examination and approval – by the General Shareholders Meeting – of the Company's financial statements for 2010 prepared in



accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2010.

The financial statements for 2010 prepared in accordance with the International Financial Reporting Standards and the Directors' Report on the Company's operations in 2010 were approved by the Company's Management Board by way of Resolution No. [■] dated [■] 2011.

On [■] 2011, the Supervisory Board adopted Resolution No. [■], whereby it favourably assessed the financial statements of PGNiG SA and Directors' Report submitted by the Management Board and confirmed that they are consistent with the Company's accounting books and the actual state of affairs.

Attachments:

- PGNiG SA Financial Statement for the year ended December 31st 2010,
- PGNiG SA Directors' Report on the PGNiG's operations in 2010.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: adoption of a resolution concerning consideration and approval of the 2010 consolidated financial statements of the PGNiG Group prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the operations of the PGNiG Group in 2010.

Par. 1

Acting pursuant to Par. 56.1.2 of the Company's Articles of Association, the General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA hereby resolves to approve:

1. The PGNiG Group's consolidated financial statements prepared in accordance with the International Financial Reporting Standards for the financial year January 1st – December 31st 2010, comprising:
 - Income statement for the period January 1st – December 31st 2010, showing a net profit of PLN 2,457,184 thousand,
 - Comprehensive statement for the period January 1st – December 31st 2010, showing comprehensive income of PLN 2,537,359 thousand,
 - Balance sheet statement as at December 31st 2010, showing a balance-sheet total of PLN 34,316,239 thousand,
 - Cash-flow statement for the period January 1st – December 31st 2010, showing a net decrease in cash of PLN 176,602 thousand,
 - Statement of changes in equity for the period January 1st – December 31st 2010, showing a increase in equity of PLN 2,084,142 thousand,
 - Supplementary information.
2. Directors' Report on the Group's operations in 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 22.2.10. of the Articles of Association of PGNiG SA in connection with Par. 56.2.2. of the Articles of Association of PGNiG SA, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw moves for the examination and approval – by the General



Shareholders Meeting – of the PGNiG Group’s consolidated financial statements for 2010 prepared in accordance with the International Financial Reporting Standards and of the Directors’ Report on the Group’s operations in 2010.

The consolidated financial statements for 2010 prepared in accordance with the International Financial Reporting Standards and the Directors’ Report on the Group’s operations in 2010 were approved by the Company’s Management Board by way of Resolution No. [■] dated [■] 2011.

On [■] 2011, the Supervisory Board adopted Resolution No. [■], whereby it favorably assessed the financial statements of the Group and Directors’ Report submitted by the Management Board and confirmed that they are consistent with the Group’s accounting books and the actual state of affairs.

Attachments:

- PGNiG Group Financial Statement for the year ended December 31st 2010,
- PGNiG SA Directors’ Report on the PGNiG Group’s operations in 2010.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Michał Szubski, President of the Management Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Michał Szubski, President of the Management Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Mirosław Dobrut, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Mirosław Dobrut, Vice-President of the Management Board of PGNiG SA from January 1st 2010 to April 30th 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Radosław Dudziński, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Radosław Dudziński, Vice-President of the Management Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Sławomir Hinc, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Sławomir Hinc, Vice-President of the Management Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Marek Karabuła, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Marek Karabuła, Vice-President of the Management Board of PGNiG SA from July 19th 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Mirosław Szkałuba, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Mirosław Szkałuba, Vice-President of the Management Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Waldemar Wójcik, Member of the Management Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Waldemar Wójcik, Vice-President of the Management Board of PGNiG SA from January 1st 2010 to August 15th 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Stanisław Rychlicki, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Stanisław Rychlicki, Chairman of the Supervisory Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Marcin Moryń, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Marcin Moryń, Deputy Chairman of the Supervisory Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Mieczysław Kawecki, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Mieczysław Kawecki, Secretary of the Supervisory Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Grzegorz Banaszek, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Grzegorz Banaszek, Member of the Supervisory Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Ms Agnieszka Chmielarz, Member of the Supervisory Board of PGNiG SA, in respect of her duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Ms Agnieszka Chmielarz, Member of the Supervisory Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of her duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Marek Karabuła, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Marek Karabuła, Member of the Supervisory Board of PGNiG SA from January 1st 2010 to July 18th 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Mr Mieczysław Puławski, Member of the Supervisory Board of PGNiG SA, in respect of his duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Mr Mieczysław Puławski, Member of the Supervisory Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of his duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The grounds for all the draft resolutions concerning approval of the performance of duties by the Members of the Management Board of PGNiG SA and Members of the Supervisory Board of PGNiG SA in the financial year 2010 are presented in the last draft resolution concerning that matter.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: granting discharge to Ms Jolanta Siergiej, Member of the Supervisory Board of PGNiG SA, in respect of her duties in the financial year 2010.

Par. 1

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and Par. 56.1.2 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby grants discharge to Ms Jolanta Siergiej, Member of the Supervisory Board of PGNiG SA from January 1st 2010 to December 31st 2010, in respect of her duties in the financial year 2010.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds:

The Management Board of PGNiG SA, at its meeting held on [■] 2011, adopted Resolutions Nos. [■] to [■] to request the General Shareholders Meeting of PGNiG SA to approve the discharge of duties by the Members of the Management Board of PGNiG SA in the financial year 2010.

The Supervisory Board of PGNiG SA, at its meeting held on [■] 2011, having reviewed the Management Board's request, adopted Resolutions Nos. [■] to [■] expressing its positive opinion on the Management Board's request concerning the approval of the discharge of duties by the individual Members of the Management Board of PGNiG SA. Moreover, at the meeting held on [■] 2011, the Management Board of PGNiG SA adopted Resolution Nos. [■] to [■] to request the General Shareholders Meeting of PGNiG SA to approve the performance of duties by Members of the Supervisory Board of PGNiG SA in the financial year ended December 31st 2010.

On [■] 2011, the Supervisory Board of PGNiG SA adopted Resolution No. [■] concerning the Supervisory Board's Report on the Results of Assessment of PGNiG SA's Financial Statements for 2010 and the Directors' Report on the Company's Operations in 2010, and Resolution No. [■] concerning the Supervisory Board's Report on the Results of Assessment of the PGNiG Group's Consolidated Financial Statements for 2010 and the Directors' Report on the PGNiG Group's Operations in 2010.

On [■] 2011, the Supervisory Board of PGNiG SA adopted Resolution No. [■] approving the report of the Supervisory Board of PGNiG SA as a governing body of the Company in 2010, and Resolution No. [■] approving the assessment of the Company's standing in 2010.



Based on the reports submitted by the Supervisory Board, it will be possible to assess the Supervisory Board's activity and the work of its members. On the basis of such assessment, the General Shareholders Meeting of PGNiG SA will issue its decision as to approval of performance of duties by the Members of the Supervisory Board in the financial year 2010.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: distribution of profit for the financial year 2010, allocation of retained earnings, and on setting the dividend record date and the dividend payment date,

Par. 1

Acting on the basis of Art. 395.2.2 of the Commercial Companies Code and Par. 56.1.3 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby resolves to:

1. distribute the net profit for the financial year 2010, of PLN 1,702,121,400.97, in the following manner:
 - a. PLN 1,275,649,600.09 will be allocated to the Company's statutory reserve funds,
 - b. PLN 354,000,000 will be allocated to payment of dividend (PLN 0.06 per share), including:
 - PLN 254,999,999.94 to payment of non-cash dividend to the State Treasury; the assets to be transferred as dividend and the valuation method will be defined in a separate resolution of the General Shareholders Meeting adopted pursuant to Par. 63.7 of the Company's Articles of Association, subject to additional cash payment if the value of the assets does not reach PLN 254,999,999.94;
 - c. PLN 9,053,000 will increase the Company's Social Benefits Fund;
 - d. PLN 58,418,800.88 will be allocated to bonuses for employees;
 - e. PLN 5,000,000.00 will increase the capital reserve designated as "Central Restructuring Fund".
2. allocate retained earnings of PLN 76,539,761.61 to the Company's statutory reserve funds.

Par. 2

Acting on the basis of Art. 348.3 of the Commercial Companies Code and Par. 63.4 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby resolves to:

1. set the dividend record date as July 20th 2011,
2. set the dividend payment date as October 6th 2011.

Par. 3

The resolution shall take effect as of its adoption date.

Grounds:

It is proposed that the net profit, of PLN 1,702,121,400.97, be used as follows:

1. to increase the Company's statutory reserve funds by PLN 1,275,649,600.09 (74.94%),
2. to pay dividend of PLN 354,000,000.00 (20.80%) – in connection with the on-going process of distribution of free Company shares among eligible employees, the final amount of dividend to the State Treasury and to other shareholders will be determined on the dividend record date,
3. to increase the Company's Social Benefits Fund by PLN 9,053,000.00 (0.53%),
4. to grant bonuses to employees in the amount of PLN 58,418,800.88 (3.43%), including:
 - PLN 46,364,127.68 for payment of bonuses (8.5% of the base),
 - PLN 12,054,673.20 for mandatory charges on the bonuses.
5. to increase capital reserve designated as "Central Restructuring Fund" by PLN 5,000,000.00 (0.29%).

The above distribution proposal is made on the following grounds:

Re. 1) Increase of the Company's statutory reserve funds

A gradual liberalization of the gas market is to be expected over the next 4-5 years. This market liberalization will result in large European players entering the Polish market and possible partial loss of market share by PGNiG. With its long-term contractual gas supply commitments, PGNiG SA has no choice but to become engaged in activities aimed at keeping its market share and guaranteeing for itself the possibility to sell contracted amounts of gas and to discharge its obligations towards the gas suppliers.

In view of the foregoing, in order to secure its current market position and to place itself in a position where it will be able to compete against other European players, PGNiG SA intends to undertake focused efforts aimed at maintaining its domestic market share and increasing its business scale by finding new customers. In order to implement these plans, an updated strategy for the next few years has been prepared. The strategy assumes that free cash will be spent to implement various initiatives in key areas.

Based on the investment plans and the estimated minimum needs, total expenditure in 2011 will be PLN 6,311m. This will be the largest investment expenditure amount in the period



2011- 2020. Broken by business segments, the investment expenditure planned for 2011 is as follows:

- Domestic exploration and production – PLN 1,849m
- Foreign exploration and production – PLN 898m
- Storage – PLN 653m
- Distribution – PLN 1,276m
- New business areas – PLN 463m
- Other (wholesale, sale) – PLN 310m
- Reserve – PLN 862m.

In 2011, the largest portion of investment expenditure will be allocated to investments in exploration and production in Poland and abroad. These investments are necessary to maintain oil and gas production at current levels throughout 2011 and to increase this production in the following years.

Geophysical work and drillings are planned as part of exploration work in Poland on a few dozen of prospects in the Carpathian Mountains, Carpathian Foothills and the Polish Lowlands. PGNiG is also planning projects focused on exploring new potential in the area of unconventional reserves (tight gas and shale gas), where little appraisal has so far been made. Apart of these projects, there are plans to carry out a number of works in pilot Lubocino-1 and Barłomino-1 boreholes in a license area located near Wejherowo in search for shale gas. Once results of analyses of the cores taken from the first borehole are known, decisions will be made whether to drill more holes. Preliminary results suggest that there is a probability that unconventional gas will be discovered. In the production area, in 2011 work will be conducted on development of new reserves (including the Lubiatów-Międzychód-Grotów ("LMG") project), extension and modernisation of currently operating oil and gas production facilities and construction of a gas pipeline to KGHM and a gas pipeline from Mieszalnia Kłodawa to the LMG Oil and Gas Production Facility. Furthermore, significant expenditure will be made on work related to oil and gas exploration in licence areas located abroad, as well as on development of reserves and hydrocarbon production on the Norwegian Continental Shelf.

PGNiG SA intends to spend considerable funds on further implementation of underground storage facility development and extension work which is already under way. Investments in the area of underground gas storage are necessary to ensure that produced gas can be stored at times of reduced customer demand, to even out different levels of demand for natural gas in the summer and in the winter, to enable PGNiG to meet its obligations under gas import contracts incorporating a "take or pay" clause, to ensure continuity and safety of gas supplies and to enable PGNiG to meet its obligations under contracts with customers providing for gas sales on "loco customer's gate" terms. Furthermore, underground gas storage facilities are used for the purpose of meeting the mandatory stock obligations.



One of the key elements associated with development of the gas market in 2011 are investments in new business areas, including direct investments and acquisitions in the power generation segment. Development of the power generation segment will ultimately enable PGNiG SA to extend its value chain and at the same time enhance the stability of demand for its own sales of gas. Concurrently, a higher share of gas-fuelled power generation will help mitigate operating risk given the negative correlation between profitability of gas-fuelled power stations and prices of gas.

Next to the Stalowa Wola CCGT project, another key project relates to the purchase of Vattenfall assets (estimated project value PLN 2,8bn–3,2bn). The project consists in sale of the Warsaw heat and power plants, the acquisition of which will allow the PGNiG to enlarge its portfolio of power generation assets, and ultimately to implement more power generation project involving the use of gas as a fuel (increasing gas sales). Another project, which is planned to be implemented together with the Vattenfall project, consists in a planned acquisition of SPEC SA (estimated value PLN 0.74bn–1bn), to build and strengthen the power generation segment on one hand and on the other to stabilise and diversify the risks related to potential loss of a part of the customers on the natural gas market. Both acquisitions are planned to be carried out in 2011.

Another project on which PGNiG SA focuses its attention is the Zespół Elektrowni Wodnych Nidzica SA (water power station complex in Nidzica) project with an estimated value of PLN 300m–400m. Privatisation of ZEW Nidzica has been provided for in the State Treasury's 2011 privatisation programme. A potential acquisition of an interest will enhance PGNiG SA's position on the power market and will enable the Company to obtain green certificates which gives additional benefits and adds equilibrium to the portfolio of certificates necessary in power trading. Furthermore, due to their operating characteristics, water power stations will provide perfect support to base load generation by the Stalowa Wola project.

Given the project implementation opportunities and the investment plans discussed above, in 2011 PGNiG SA will be in need for considerable funding, particularly coming from the financial surplus generated in 2010. The investment expenditure planned for the coming years, along with the potential acquisitions, will fully consume the reserves generated in 2010.

Re. 2) **Dividend payment**

It is proposed to allocate PLN 354,000,000 (PLN 0.06 per share) for dividend payment.

In the case of the State Treasury, in accordance with Par. 63 of the Company's Articles of Association, the dividend will be paid in non-cash form, namely in the form of physical transmission assets, including assets currently leased to OGP GAZ–SYSTEM SA. Currently, the Company is selecting non-current assets whose legal status is clear or can be cleared in time in order to make the payment. Moreover, the assets are selected taking into account their localisation so that they constitute coherent components of the transmission system.

Due to the on-going process of employee shares distribution, the final amount of dividend to the State Treasury and to other shareholders will be determined on the dividend record date.

Re. 3) **Contribution to the Company's Social Benefits Fund**

For the ninth consecutive year PGNiG SA has posted a net profit. However, despite the Company's good financial performance in 2010, the 2011 business plan provides for a very limited increase in the payroll fund. The rise in VAT rates in Poland, effective from January 2011, led to a sharp rise in consumer inflation, which reached 3.9% in February 2011. Higher inflation is eroding the purchasing power of consumers, and among them the existing and retired employees of PGNiG SA. The continued uptrend in domestic prices, combined with the limited payroll increase, may cause disputes with our partners in the social dialogue. Therefore, we believe that allocation of additional funds for financing of CSR projects may prove a forceful argument in social debates, taking off the pressure from the pay-rise issue, and mitigating the risk of any adverse change in the Company's social climate.

Under applicable regulations, social benefits payable by the employer include benefits provided to the retired employees of PGNiG SA. To note, the provisions of the Polish law governing social benefits funds incorporate certain solutions sourced from the EU law. Consequently, although the amount of basic contribution per former employee is lower than the contribution per employee, in fact all the eligible beneficiaries receive benefits from the Company's Social Benefits Fund in the same amounts. Taking into account a growing need to provide financial assistance to former employees of PGNiG SA who retired due to disability or old age; former employees who were made redundant in the previous years as a result of restructuring programmes; employees who, together with their families, face serious financial difficulties; employees who had accidents at work and employees suffering from grave illnesses or disability, it is necessary to increase social spending.

An important argument for increasing the contribution to the Social Benefits Fund is associated with the growing number of applications for social aid that the Company has been receiving from its existing and retired employees who were affected by the flood that hit Poland in 2010. Although the Company has already provided substantial assistance those affected by the flood, social aid is still applied for, as the continuing high level of groundwater still causes inundations of farmland and households. The Company's old age and disability retirees from Subcarpathia and Lower Silesia are in a particularly difficult situation.

Another important rationale for the proposed increase is that the right to receive cash equivalents of gas allowances, previously held by a group of former employees, expired as of the end of 2010, resulting in considerably higher demand for social aid.

To sum up, an additional contribution to the Company's Social Benefits Fund will allow us to launch aid programmes for:

- families afflicted by natural disasters,
- persons who, together with their families, are in serious financial difficulties,
- persons who had accidents at work,
- former employees who were made redundant as part of restructuring programmes, including persons who receive pre-retirement benefits.



These programmes, financed from the Company's Social Benefits Fund, will be implemented in close cooperation with partners in the social dialogue. Such cooperation will promote deeper dialogue and help minimise the threat of conflicts.

Re. 4) Employee bonuses

The amount of PLN 46,364,127.68 represents 8.5 % of the bonus calculation base, i.e. the amount of remuneration charged to PGNiG SA's expenses in 2010, excluding the remuneration paid to persons listed in Art. 2.1–2.4 of the Act on Remuneration of Persons Managing Certain Legal Entities, dated March 3rd 2000 (Dz.U. No. 26, item 306, as amended).

PLN 12,054,673.20 is the Social Security and the employee pension plan charge.

The total amount proposed for financing bonuses from the 2010 profit is PLN 58,418,800.88.

Having analysed the Guidelines for State-Stock Companies and Companies in which the State Treasury Holds a Majority Interest which Prepare Financial Statements for 2010, used as a reference document for the proposal to pay the bonuses to PGNiG SA's employees, the Company hereby requests that PLN 58,418,800.88 from the Company's profit be allocated to payment of the employee bonuses. The amount represents 8.5% of the remuneration charged to expenses in 2010, calculated using the methodology applied in preparation of reports for the Central Statistics Office, excluding remuneration paid to the management team but including overheads.

Allocation of PLN 58,418,800.88 from the Company's profit for employee bonuses will enable PGNiG SA to pay bonuses to all the eligible employees in an amount equal to 8.5% of the remuneration charged to PGNiG SA's expenses in 2010. This is consistent with the provisions of the "Other Distributions from Profit" Section of the Guidelines for State-Stock Companies and Companies in which the State Treasury Holds a Majority Interest which Prepare Financial Statements for 2010.

Re. 5) Increase of the Capital Reserve Designated as "Central Restructuring Fund"

Resolution No. 3 of the Extraordinary General Shareholders Meeting of PGNiG SA of December 11th 2008 provided that the capital reserve designated as "Central Restructuring Fund" would be maintained throughout the term of the Programme for Employment Streamlining and Redundancy Payments to the Employees of the PGNiG Group for 2009–2011 (Stage 3), that is until December 31st 2011. Concurrently, the Programme, approved by virtue of a relevant resolution adopted by the General Shareholders Meeting of PGNiG SA, stipulates that "... unless a Party terminates its participation in the Programme in writing no sooner than three months prior to its completion, the Programme shall continue in the next calendar year, but no longer than until December 31st 2015, when it finally expires". Up to date, none of the Parties has announced its intention to terminate its participation in the Programme. Given the above, in the last quarter of 2011 it will be necessary to put forward a



proposal to continue maintaining the Central Restructuring Fund over the next years when the Programme is operated.

Once the payments provided for in the resolution of the Extraordinary General Shareholders Meeting of PGNiG SA of February 24th 2011 have been made, the Central Restructuring Fund's balance will be PLN 18,477,684.64.

According to the assumptions underlying the creation of the Central Restructuring Fund, monies from the Central Restructuring Fund may be used to finance additional redundancy payments under the Programme for Employment Streamlining (in accordance with the terms/criteria of the Programme) to former employees of companies covered by the Programme which, for various reasons, are not able to finance such redundancy payments themselves.

The necessity for PGNiG SA and the Group companies to accommodate to the changing market conditions in many cases involves the need to provide sufficient funds for redundancy payments. One may expect that the ongoing process of consolidating the PGNiG Group engineering and construction businesses in PGNiG Technologie Sp. z o.o. will entail the need for significant payments from the Central Restructuring Fund capital reserve. In the case of one of the companies affected by the consolidation process the demand for funds may total nearly PLN 10,000,000. If decisions are made to continue supporting employment restructuring at ZUN Naftomet Sp. z o.o. of Krosno using the Central Restructuring Fund resources, an additional amount of approx. PLN 1,400,000 will be needed.

In view of the foregoing circumstances, there are sufficient grounds for an additional contribution of PLN 5,000,000 to the capital reserve designated as "Central Restructuring Fund".



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

concerning: determination of assets to be distributed as non-cash dividend and the manner of measuring the assets' value.

Par. 1

Acting pursuant to Par. 56.3.3, in conjunction with Par. 63.7 of the Company's Articles of Association, the Annual General Shareholders Meeting of PGNiG SA hereby resolves as follows:

1. The dividend due to the State Treasury shall be collected by this shareholder in the form of non-monetary dividend, in an amount not higher than PLN [■], and in the form of monetary dividend, in an amount corresponding to the number of shares held by the shareholder.

The amount of the monetary payment shall be determined as the difference between the total amount of dividend due to the State Treasury under the shares it holds and the defined amount of non-monetary dividend.

The dividend shall be collected in the form of:

- a) sub-elements of the transmission system (assets) and rights to the expenditure made by PGNiG SA on tangible assets under construction connected with the sub-elements of the transmission system entered in the accounting records of PGNiG SA, described in detail in Appendix No. 1 to this Resolution;

- and the balance shall be paid out in cash if:

- the aggregate value of the assets and rights referred to in Sections 1a) and 1b) above is less than the total dividend due to shareholder State Treasury, determined as at the dividend record date,
- PGNiG SA is not able to make dispositions of any of the assets on the date when dividend is actually distributed.

2. The value of the assets and rights to expenditure described in detail in Appendix No. 1, making up the non-cash dividend, has been determined in the following manner:

- a) the value of the sub-elements of the transmission system, referred to in Section 1a) and defined in Appendix No. 1 hereto, has been computed according to the formula provided for in Appendix No. 3 to the Operating Lease Agreement executed on July 6th 2005 between PGNiG SA and Operator Gazociągów Przesyłowych GAZ-SYSTEM SA. The formula for the computation has been presented in Appendix No. 2 hereto;

- b) the value of the rights to capital expenditure made by PGNiG SA on tangible assets under construction connected with the sub-elements of the transmission system, referred to in Section 1a) hereof, shall be computed according to the formula provided for in Section 1.4 of Appendix No. 4 to the Operating Lease Agreement executed on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM SA. This formula is presented in Appendix No. 2 to this Resolution.

Par. 2

The Annual General Shareholders Meeting of PGNiG SA hereby approves the disposal of tangible assets, including property and perpetual usufruct right, with a value in excess of the PLN equivalent of EUR 1,000,000, specified in Appendices No. 1 to this Resolution, which are to be transferred as non-cash dividend.

Par. 3

The Resolution shall take effect as of its adoption date.

Grounds:

On March 17th 2011, the Management Board of PGNiG SA adopted Resolution No. [■] concerning a request to the Annual General Shareholders Meeting of PGNiG SA, to adopt a Resolution concerning determination of assets to be distributed as non-cash dividend and the manner of measuring the assets' value.

On [■] 2011, the Supervisory Board of PGNiG SA adopted Resolution No. [■] concerning an opinion on the aforementioned Management Board's request to the General Shareholders Meeting of PGNiG SA.

Acting in line with the provisions of Par. 63.6 to 63.8 of the Articles of Association of PGNiG SA, which provide that the dividend due to the State Treasury from PGNiG SA's profit for 2010 can be dividend in-kind, in this case will be distributed as non-cash dividend in the form of transmission assets covered by the Operating Lease Agreement with Operator Gazociągów Przesyłowych Gaz-System SA and in the form of investments in progress related to subsystems of the transmission system, bearing in mind that the State Treasury will increase the share capital of Gaz-System SA through a non-cash contribution in the form of the transmission assets received as non-cash dividend, I request that the draft Resolution of the Annual General Shareholders Meeting of PGNiG convened for April 20th 2011 be included as agenda item entitled "Adoption of a resolution on determination of assets to be distributed as non-cash dividend and the manner of measuring the assets' value".

The proposed manner of the valuation of the dividend assets is based on the formula provided for in Appendix No. 3 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG SA and Operator Gazociągów Przesyłowych Gaz-System SA. It is the Management Board's opinion that the formula reflects the market conditions as it has been agreed upon between two mutually independent entities. It was further confirmed in the process of distribution of non-cash dividend for 2009. To confirm the above, an independent



expert will perform a valuation by April 15th 2011, to confirm the computed market value of the assets to be distributed as non-cash dividend.

Given that the above request requires a resolution of the Annual General Shareholders Meeting of PGNiG SA, the Management Board motions for adopting a resolution concerning the determination of assets to be distributed as non-cash dividend and the manner of measuring the value of those assets.

The Management Board of PGNiG SA explains that in connection with the ongoing process of delivering, free of charge, the Company shares to eligible employees, the final amount of dividend to the State Treasury and to other shareholders will be determined on the dividend record date, i.e. July 27th 2010.

Enclosures:

1. assets carried in the books of PGNiG SA,
2. formula for calculation of the value of sub-systems of the transmission system.



Resolution No.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

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 of Warsaw, with effect from April 30th 2011.

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.
of the Annual General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw
dated April 20th 2011

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 of Warsaw, with effect from May 1st 2011.

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.