



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, April 20th 2011

**Resolutions passed by the Annual General Shareholders Meeting of PGNiG
convened for April 20th 2011**

Current report no. 56/2011

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

**Resolution No. 1/IV/2011
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. Closing of the Annual General Shareholders Meeting.

Par. 2

This Resolution shall take effect as of its adoption date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

Resolution No. 2/IV/2011
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 a 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.

Attachments:

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

Resolution No. 3/IV/2011
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.

Attachments:

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 4/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 5/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,472,207,125
% of share capital represented by the shares on which valid votes were cast	77.80%
Total number of valid votes	4,472,207,125
including votes: for	4,472,144,325
against	0
abstaining	62,800

**Resolution No. 6/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 7/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 8/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 9/IV/2011
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 Karabula, 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 Karabula, 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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

Resolution No. 10/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,547,207,125
% of share capital represented by the shares on which valid votes were cast	77.07%
Total number of valid votes	4,547,207,125
including votes: for	4,547,144,325
against	0
abstaining	62,800

**Resolution No. 11/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,547,207,125
% of share capital represented by the shares on which valid votes were cast	77.07%
Total number of valid votes	4,547,207,125
including votes: for	4,547,144,325
against	0
abstaining	62,800

**Resolution No. 12/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

Resolution No. 13/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 14/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 15/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 16/IV/2011
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 Karabula, 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 Karabula, 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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 17/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	77.50%
Total number of valid votes	4,572,207,125
including votes: for	4,572,144,325
against	0
abstaining	62,800

**Resolution No. 18/IV/2011
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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,472,207,125
% of share capital represented by the shares on which valid votes were cast	75.80%
Total number of valid votes	4,472,207,125
including votes: for	4,472,144,325
against	0
abstaining	62,800

**Resolution No. 19/IV/2011
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 921,649,600.09 will be allocated to the Company's statutory reserve funds,
 - b. PLN 708,000,000 will be allocated to payment of dividend (PLN 0.12 per share),
 - 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. The portion of the dividend due to the State Treasury, amounting to no more than PLN 30,104,400.49 gross (taxes included) to payment of non-cash dividend; the assets to transfer 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. The difference between the total amount of the dividend due to the State Treasury, to be set forth on the dividend record date, and the amount of the non-cash dividend to be set forth by the General Meeting of Shareholders of the PGNiG shall be paid as a cash dividend.
3. 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.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,393,786,083
against	0
abstaining	178,421,042

Resolution No. 20/IV/2011
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 30,104,400.49 gross (including VAT), 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:

1. sub-elements of the transmission system (assets) 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:
 - 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 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.

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.

Attachments:

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

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,467,224,324
against	1,294,950
abstaining	103,687,851

**Resolution No. 21/IV/2011
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 Grzegorz Banaszek 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,258,937,774
against	122,035,903
abstaining	191,233,448

**Resolution No. 22/IV/2011
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

Ms Agnieszka Chmielarz 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,258,937,774
against	122,035,903
abstaining	191,233,448

**Resolution No. 23/IV/2011
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 Mieczysław Kawecki 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,566,511,064
% of share capital represented by the shares on which valid votes were cast	77.40%
Total number of valid votes	4,566,511,064
including votes: for	4,258,937,781
against	116,339,828
abstaining	191,233,455

**Resolution No. 24/IV/2011
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 Marcin Moryń 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,258,937,774
against	122,035,903
abstaining	191,233,448

**Resolution No. 25/IV/2011
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 Mieczysław Puławski 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,258,937,774
against	122,035,903
abstaining	191,233,448

**Resolution No. 26/IV/2011
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 Stanisław Rychlicki 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,258,937,774
against	122,035,903
abstaining	191,233,448

**Resolution No. 27/IV/2011
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

Ms Jolanta Siergiej 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,258,937,774
against	122,035,903
abstaining	191,233,448

**Resolution No. 28/IV/2011
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 Grzegorz Banaszek 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,317,937,774
against	122,035,903
abstaining	132,233,448

**Resolution No. 29/IV/2011
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

Ms Agnieszka Chmielarz 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,317,937,774
against	122,035,903
abstaining	132,233,448

**Resolution No. 30/IV/2011
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 Mieczysław Kawecki 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,317,937,774
against	122,035,903
abstaining	132,233,448

**Resolution No. 31/IV/2011
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 Marcin Moryń 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,317,937,774
against	122,035,903
abstaining	132,233,448

**Resolution No. 32/IV/2011
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 Mieczysław Puławski 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,317,937,774
against	122,035,903
abstaining	132,233,448

**Resolution No. 33/IV/2011
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 Stanisław Rychlicki 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,317,937,774
against	122,035,903
abstaining	132,233,448

**Resolution No. 34/IV/2011
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

Ms Jolanta Siergiej 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 concerning the Resolution:

Number of shares on which valid votes were cast	4,572,207,125
% of share capital represented by the shares on which valid votes were cast	75.50%
Total number of valid votes	4,572,207,125
including votes: for	4,317,937,774
against	122,035,903
abstaining	132,233,448