

**The Resolutions passed by the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo S.A. on March 26th, 2009**

Current Report No. 32/2009 dated March 26th, 2009

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby releases the resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on March 26th, 2009:

**Resolution No. 1
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw,
dated March 26th, 2009**

concerning: approval for the Management Board of PGNiG S.A. to execute exchange agreements whereby:

PGNiG S.A. will transfer to Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów its interest in the perpetual usufruct of the land situated at ul. Diamentowa 15 in Lublin and the assets attached thereto, in exchange for the perpetual usufruct of the land situated at ul. Olszewskiego 2B in Lublin and the assets attached thereto (currently held by Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów);

and

PGNiG S.A. will transfer to Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów its interest in the perpetual usufruct of the land situated at ul. Wspólna 5 in Rzeszów and the assets attached thereto, in exchange for the perpetual usufruct of the land situated at ul. Wspólna 1 in Rzeszów and the assets attached thereto (currently held by Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów).

Par. 1

Acting on the basis of Par. 56.3.2. and Par. 56.3.3 of the Company's Articles of Association, the General Shareholders Meeting of PGNiG S.A. hereby resolves to approve the execution by the Management Board of PGNiG S.A. of the exchange agreements whereby:

1. PGNiG S.A. will transfer to Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów its 10264321/11697039 interest in the perpetual usufruct of the developed parcel of land, situated at ul. Diamentowa 15 in Lublin, comprising lots cadastral Nos. 65/3, 65/8, 65/9 and 65/10, with an aggregate area of 21,416.00m², and the equal interest in the ownership title to the buildings and structures erected on the parcel of land, for which the District Court in Lublin, Land and Mortgage Registry Division, maintains Land and Mortgage Register Entry No. KW LU1I/00120313/2, whose market value – as determined by a property appraiser in the property appraisal report of August 1st 2008 – amounts to PLN 14,922,133.57 (VAT excl.), in exchange for the perpetual usufruct (currently held by Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów) of the developed parcel of land situated at ul. Olszewskiego 2B in Lublin, comprising lot cadastral No. 65/6, with an area of 5,323.00m², and the ownership title to the buildings and structures erected on the parcel of land, for which the District Court in Lublin, Land and Mortgage Registry Division, maintains Land and Mortgage Register Entry No. KW LU1I/00255959/7, whose market value – as determined by a property appraiser in the property appraisal report of August 1st 2008 – amounts to PLN 9,468,000.00 (VAT excl.) and an additional payment in the amount corresponding to

the difference between the value of the interest in the perpetual usufruct disposed of by PGNiG and the value of the perpetual usufruct disposed of by Karpacka Spółka Gazownictwa Sp. z o.o., i.e. PLN 5,454,133.57;

2. PGNiG S.A. will transfer to Karpacka Spółka Gazownictwa Sp. z o.o. its 5161798/8807302 interest in the perpetual usufruct of the developed parcel of land situated at ul. Wspólna 5 in Rzeszów, comprising lots cadastral Nos. 474/3 and 474/4, created through a division of lot cadastral No. 474/1, and lots cadastral Nos. 474/5 and 474/6, created through a division of lot cadastral No. 474/2, with an aggregate area of 21,230.00m², and the equal interest in the ownership title to the buildings and structures erected on the parcel of land, for which the District Court in Rzeszów, Land and Mortgage Registry Division VII, maintains Land and Mortgage Register Entry No. KW RZ1Z/00025811/5, whose market value – as determined by a property appraiser in the property appraisal report of September 15th 2008 – amounts to PLN 8,571,346.00 (VAT excl.), in exchange for the perpetual usufruct (currently held by Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów) of the developed parcel of land, situated at ul. Wspólna 1 in Rzeszów, comprising lots cadastral Nos. 477/4, 477/9, 477/15 and 477/16, with an area of 3,136.00m², and the ownership title to the buildings and structures erected on the parcel of land, for which the District Court in Rzeszów, Land and Mortgage Registry Division VII, maintains Land and Mortgage Register Entry No. KW RZ1Z/00075214/5, whose market value – as determined by a property appraiser in the property appraisal report of July 21st 2008 – amounts to PLN 3,189,000.00 (VAT excl.), and an additional payment in the amount corresponding to the difference between the value of the interest in the perpetual usufruct disposed of by PGNiG and the value of the perpetual usufruct disposed of by Karpacka Spółka Gazownictwa Sp. z o.o., i.e. PLN 5,382,346.00;
3. PGNiG S.A. will transfer to Karpacka Spółka Gazownictwa Sp. z o.o. the assets attached to the land situated at ul. Diamentowa 15 in Lublin, whose market value – as determined by a property appraiser in the property appraisal report of October 1st 2008 – amounts to PLN 320,450.00 (VAT excl.), in exchange for the assets owned by Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów, attached to the land situated at ul. Olszewskiego 2B in Lublin, whose market value – as determined by a property appraiser in the property appraisal report of October 1st 2008 – amounts to 207,130.00 (VAT excl.), and an additional payment in the amount corresponding to the difference between the values of the assets attached to the parcels of land that are being exchanged, i.e. PLN 113,320.00;
4. PGNiG S.A. will transfer to Karpacka Spółka Gazownictwa Sp. z o.o. the assets attached to the land parcel situated at ul. Wspólna 5 in Rzeszów, whose market value – as determined by a property appraiser in the property appraisal report of August 29th 2008 – amounts to PLN 315,366.91 (VAT excl.), in exchange for the assets owned by Karpacka Spółka Gazownictwa Sp. z o.o. of Tarnów, attached the land situated at ul. Wspólna 1 in Rzeszów, whose market value – determined as at July 28th 2008 – amounts to PLN 40,270.86 (VAT excl.), and an additional payment in the amount corresponding to the difference between the values of the assets attached to the parcels of land that are being exchanged, i.e. PLN 275,096.05.

Par. 2

This resolution shall come into force upon its adoption.

Resolution No. 2
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw,
dated March 26th, 2009

concerning: increase of the share capitals of Górnośląska Spółka Gazownictwa Sp. z o.o., Mazowiecka Spółka Gazownictwa Sp. z o.o. and Dolnośląska Spółka Gazownictwa Sp. z o.o. by way of non-cash contributions in the form of perpetual usufructs of land and ownership titles to the buildings and structures attached thereto, and acquisition of the shares in the increased share capitals.

Acting on the basis of Par. 56.3.3 and Par. 56.6 of the Company's Articles of Association, and taking into consideration the opinion of the Supervisory Board of PGNiG S.A. expressed in Resolution No. 19/V/09 of 26th February 2009, issued in connection with the Management Board's resolution No. 77/2009 of 10th February 2009, the General Shareholders Meeting resolves as follows:

Par. 1

The General Shareholders Meeting approves the acquisition by PGNiG S.A. of all the new shares in the increased share capital of:

1. Górnośląska Spółka Gazownictwa Sp. z o. o., in the amount of 850 (eight hundred and fifty) shares with a par value of PLN 1,000 (one thousand) per share, and the total value of PLN 850,000.00 (eight hundred and fifty thousand) and coverage of all the new shares with a non-cash contribution in the form of a perpetual usufruct of a land plot situated in Zabrze, at ul. Cmentarna 7, designated in the land register as lot No. 991/56, with the area of 8,469m², for which District Court in Zabrze, Land and Mortgage Registry Division VI, maintains Land and Mortgage Register Entry No. KW GL1Z/00027133/9, together with the ownership title to the buildings and structures attached to the land plot. A detailed list of the fixed assets is attached as Appendix 1 hereto;
2. Mazowiecka Spółka Gazownictwa Sp. z o. o., in the amount of 4,062 (four thousand and sixty two) shares with a par value of PLN 1,000 (one thousand) per share, and the total value of PLN 4,062,000.00 (four million, sixty two thousand) and coverage of all the new shares with a non-cash contribution in the form of a perpetual usufruct of a land plot situated in Łódź at ul. Wodna 3, designated in the land register as lot No. 4/14, cadastral district W24 Łódź, with the area of 8,862 m², for which District Court for Łódź-Śródmieście, Land and Mortgage Registry Division XVI, maintains Land and Mortgage Register Entry No. LD1M/00002784/7, together with the ownership title to the buildings and structures attached to the land plot. A detailed list of the fixed assets is attached as Appendix 2 hereto;
3. Dolnośląska Spółka Gazownictwa Sp. z o. o. in the amount of 3,321 (three thousand, three hundred and twenty one) shares, with a par value of PLN 1,000 (one thousand) per share, and the total value of PLN 3,321,000.00 (three million, three hundred and twenty one thousand) and coverage of all the new shares with a non-cash contribution in the form of:
 - a) a perpetual usufruct of a land plot situated in Wałbrzych at ul. Wrocławska 2, designated in the land register as lot No. 56/3, cadastral district Piaskowa Góra No. 13, with the area of 11,905m², for which District Court for Wałbrzych, Land and Mortgage Registry Division VII, maintains Land and Mortgage Register Entry No. KW SW1W/00022978/5, together with the ownership title to the buildings and structures attached to the land plot. A detailed list of the fixed assets is attached as Appendix 3 hereto;
 - b) a perpetual usufruct of a land plot situated in Wałbrzych at ul. Głogowska 1, designated in the land register as lot No. 153/1, with the area of 4,985m², for which District Court for Wałbrzych, Land and Mortgage Registry Division VII, maintains Land and Mortgage Register Entry No. KW SW1W/00057827/6, together with the ownership title to the buildings and structures attached to the land plot, as well as fixed assets in the form of 2 central heating gas boilers. A detailed list of the fixed assets is attached as Appendix 4 hereto.

Par. 2

This resolution shall come into force upon its adoption.

**Resolution No. 3
of the Extraordinary General Shareholders Meeting
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw,
dated March 26th, 2009**

concerning: withdrawal of item 7 from the agenda of the Extraordinary General Shareholders Meeting of PGNiG S.A. convened for March 26th 2009

Acting pursuant to Par. 49.5 of the Articles of Association of PGNiG S.A., the Extraordinary General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw hereby resolves to:

Par. 1

withdraw item 7, reading "Adoption of a resolution to approve the acquisition of shares in the increased share capital of Dewon Z.S.A.", from the agenda of the Extraordinary General Shareholders Meeting of PGNiG S.A. convened for March 26th 2009. The item was originally placed on the agenda by the Management Board of PGNiG S.A.

The Management Board's proposal to the General Shareholders Meeting of PGNiG S.A. concerning the removal of item 7 from the agenda of the Extraordinary General Shareholders Meeting of PGNiG S.A. convened for March 26th 2009 is attached as an appendix to this resolution.

Par. 2

This resolution shall come into force upon its adoption.