



**Draft Resolutions of the PGNiG Extraordinary General Shareholders Meeting  
convened for February 15th 2008**

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG", "the Company") hereby publishes the draft resolutions provided by its Shareholder, the State Treasury, at the request of which an Extraordinary General Shareholders Meeting of PGNiG has been convened for February 15th 2008:

- 1) The draft resolution concerning removal of a Member of PGNiG's Supervisory Board from office

**Resolution No.  
of the Extraordinary General Shareholders Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
dated .....**

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1 of the Company's Articles of Association:

**Par. 1**

The General Shareholders Meeting hereby removes ..... from office of member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.  
This Resolution shall become effective as of .....

- 2) The draft resolution concerning appointment of a new member to PGNiG's Supervisory Board

**Resolution No.  
of the Extraordinary General Shareholders Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
dated .....**

**concerning:** appointment of a new member to PGNiG's Supervisory Board

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Par. 56.2.1 of the Company's Articles of Association:

**Par. 1**

The General Shareholders Meeting hereby appoints ... as a member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.  
This Resolution shall become effective as of .....

Concurrently, the Management Board of PGNiG reports that in response to its request submitted to the State Treasury as the Company's Shareholder, concerning compliance with corporate governance rule No. II.1.5 contained in the Best Practices of the Companies Listed on the WSE (*where members of the company's governing body are elected by the general shareholders meeting – justifications, as made available to the company, of the nominations*



to the company's management board and supervisory board, together with the CVs of the candidates within a timeframe enabling a review of the documents and an informed decision on a resolution), the State Treasury notified PGNiG that the motions concerning the proposed changes in the Supervisory Board would be submitted in accordance with the Company's Articles of Association.

## GROUND

On January 9th 2008, the Management Board of PGNiG S.A. received letter No. MSP/DNWIP1/129/08 from the Ministry of State Treasury, dated January 7th 2008, concerning changes to the composition of PGNiG S.A.'s Supervisory Board.

Appendix No. 2: Letter No. MSP/DNWIP1/129/08 from the Ministry of State Treasury, dated January 7th 2008.

*"Pursuant to Art. 400.1 of the Commercial Companies Code and Par. 47.1.3 of the Company's Articles of Association, the Minister of State Treasury, as the majority shareholder in Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, moves for the Management Board of PGNiG S.A. to include in the agenda for the next General Shareholders Meeting an item concerning changes to the composition of the Supervisory Board."*

In connection with the above, Management Board of PGNiG S.A. has convened an Extraordinary General Shareholders Meeting:

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna, registered office in Warsaw, acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 47.1.1 and Par. 22.1 of the Company's Articles of Association, hereby convenes the Extraordinary General Shareholders Meeting of PGNiG SA in accordance with Art. 402.1 of the Commercial Companies Code. The Meeting shall be held on February 15th 2008, at 12am, at the registered office of Polskie Górnictwo Naftowe i Gazownictwo SA, at ul. Kasprzaka 25, Warsaw, Poland.

Agenda for the 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) Preparation of the attendance list,
- 5) Adoption of a resolution on changes to the composition of the Supervisory Board of PGNiG,
- 6) Closing of the Meeting.