

**Draft Resolutions of the PGNiG Annual General Shareholders Meeting convened for
June 23rd 2009**

Current Report No. 67/2009, dated June 8th 2009

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG", "the Company") hereby publishes the draft resolutions for the Annual General Shareholders Meeting of PGNiG convened for June 23rd 2009.

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

concerning: examination and approval of PGNiG S.A.'s financial statements for 2008 prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2008.

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 S.A. hereby resolves to approve:

1. PGNiG S.A.'s financial statements prepared in accordance with the International Financial Reporting Standards for the financial year January 1st – December 31st 2008, comprising:
 - Balance sheet as at December 31st 2008, showing a balance-sheet total of PLN 23,440,497,965.65,
 - Income statement for the period January 1st – December 31st 2008, showing a net profit of PLN 546,235,958.83,
 - Statement of changes in equity for the period January 1st – December 31st 2008, showing a decrease in equity of PLN 614,595,177.70,
 - Cash-flow statement for the period January 1st – December 31st 2008, showing a net decrease in cash of PLN 247,078,844.50,
 - Supplementary information.
2. Directors' Report on the Company's operations in 2008.

Par. 2

The financial statements and Directors' report referred to above are attached to this Resolution as appendices.

Par. 3

This Resolution shall take effect as of its adoption date.

Grounds for the Resolution:

Acting pursuant to Art. 395.2 of the Commercial Companies Code and Par. 56.1.1 of the Articles of Association of PGNiG S.A., the Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw moves for the examination and approval – by the General Shareholders Meeting – of the Company's financial statements for 2008 prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Company's operations in 2008.

The financial statements for 2008 prepared in accordance with the International Financial Reporting Standards and the Directors' Report on the Company's operations in 2008 were approved by the Company's Management Board by way of Resolution No. 209/2009 dated April 28th 2009.

On June 8th 2009, the Supervisory Board adopted Resolution No. 41/V/09, whereby it favourably assessed the financial statements of PGNiG S.A. 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.

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

concerning: examination and approval of the PGNiG Group's consolidated financial statements for 2008 prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Group's operations in 2008.

Par. 1

Acting pursuant to Par. 56.2.2 of the Company's Articles of Association, the General Shareholders Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. has examined and 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 2008, comprising:
 - Consolidated balance sheet as at December 31st 2008, showing a balance-sheet total of PLN 29,745,277 thousand,
 - Consolidated income statement for the period January 1st – December 31st 2008, showing a net profit of PLN 865,742 thousand,
 - Statement of changes in consolidated equity for the period January 1st – December 31st 2008, showing a decrease in consolidated equity of PLN 305,840 thousand,
 - Consolidated cash-flow statement for the period January 1st – December 31st 2008, showing a net decrease in cash of PLN 164,005 thousand,
 - Supplementary information.
2. Directors' Report on the Group's operations in 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds for the Resolution:

Acting pursuant to Art. 399.1 of the Commercial Companies Code and Par. 22.2.10 of the Articles of Association of PGNiG S.A., in conjunction with Par. 56.2.2 of the Articles of Association of PGNiG S.A., the Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw moves for the examination and approval – by the General Shareholders Meeting – of the PGNiG Group's consolidated financial statements for 2008 prepared in accordance with the International Financial Reporting Standards and of the Directors' Report on the Group's operations in 2008.

The PGNiG Group's consolidated financial statements for 2008 prepared in accordance with the International Financial Reporting Standards and the Directors' Report on the Group's operations in 2008 were approved by the Company's Management Board by way of Resolution No. 210/2009 dated April 28th 2009.

On June 8th 2009, the Supervisory Board adopted Resolution No. 42/V/09, whereby it favourably assessed the consolidated 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.

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

concerning: granting discharge to Mr Krzysztof Głogowski, President of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Krzysztof Głogowski, President of the Management Board of PGNiG S.A. from January 1st to March 12th 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Jan Anysz, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Jan Anysz, Vice-President of the Management Board of PGNiG S.A. from January 1st to March 20th 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Zenon Kuchciak, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Zenon Kuchciak, Vice-President of the Management Board of PGNiG S.A. from January 1st to March 12th 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Stanisław Niedbalec, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Stanisław Niedbalec, Vice-President of the Management Board of PGNiG S.A. from January 1st to March 12th 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Tadeusz Zwierzyński, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Tadeusz Zwierzyński, Vice-President of the Management Board of PGNiG S.A. from January 1st to March 12th 2008, in respect of his duties in the financial year 2008.

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

concerning: granting discharge to Mr Michał Szubski, President of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Michał Szubski, President of the Management Board of PGNiG S.A. from March 12th to December 31st 2008, in respect of his duties in the financial year 2008.

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

concerning: granting discharge to Mr Mirosław Dobrut, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Mirosław Dobrut, Vice-President of the Management Board of PGNiG S.A. from March 12th to December 31st 2008, in respect of his duties in the financial year 2008.

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

concerning: granting discharge to Mr Radosław Dudziński, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Radosław Dudziński, Vice-President of the Management Board of PGNiG S.A. from March 12th to December 31st 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Sławomir Hinc, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Sławomir Hinc, Vice-President of the Management Board of PGNiG S.A. from March 12th to December 31st 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Mirosław Szałuba, Member of the Management Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Mirosław Szałuba, Vice-President of the Management Board of PGNiG S.A. from March 20th to December 31st 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Andrzej Rościszewski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Andrzej Rościszewski, Chairman of the Supervisory Board of PGNiG S.A. from January 1st to February 15th 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Piotr Szwarc, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Piotr Szwarc, Deputy Chairman of the Supervisory Board of PGNiG S.A. from January 1st to February 15th 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Kazimierz Chrobak, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Kazimierz Chrobak, Secretary of the Supervisory Board of PGNiG S.A. from January 1st to April 29th 2008, in respect of his duties in the financial year 2008.

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

concerning: granting discharge to Mr Wojciech Arkuszewski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Wojciech Arkuszewski, Member of the Supervisory Board of PGNiG S.A. from January 1st to February 15th 2008, in respect of his duties in the financial year 2008.

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

concerning: granting discharge to Mr Mirosław Szkałuba, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Mirosław Szkałuba, Member of the Supervisory Board of PGNiG S.A. from January 1st to February 7th 2008, in respect of his duties in the financial year 2008.

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

concerning: granting discharge to Mr Jarosław Wojtowicz, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Jarosław Wojtowicz, Member of the Supervisory Board of PGNiG S.A. from January 1st to February 15th 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Hubert Konarski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Hubert Konarski, Member of the Supervisory Board of PGNiG S.A. from April 30th to November 18th 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Ms Joanna Stuglik, Member of the Supervisory Board of PGNiG S.A., in respect of her duties in the financial year 2008.

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 S.A. hereby grants discharge to Ms Joanna Stuglik, Member of the Supervisory Board of PGNiG S.A. from April 30th to November 18th 2008, in respect of her duties in the financial year 2008.

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**

concerning: granting discharge to Mr Stanisław Rychlicki, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Stanisław Rychlicki, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008. Mr Stanisław Rychlicki served as:

1. Member of the Supervisory Board of PGNiG S.A. from February 15th to February 21st 2008,
2. Chairman of the Supervisory Board of PGNiG S.A. from February 21st to April 29th 2008,
3. Member of the Supervisory Board of PGNiG S.A. from April 30th to May 15th 2008,
4. Chairman of the Supervisory Board of PGNiG S.A. from May 15th to December 31st 2008.

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

concerning: granting discharge to Mr Marcin Moryń, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Marcin Moryń, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008. Mr Marcin Moryń served as:

1. Member of the Supervisory Board of PGNiG S.A. from January 1st to February 21st 2008,
2. Deputy Chairman of the Supervisory Board of PGNiG S.A. from February 21st to April 29th 2008,
3. Member of the Supervisory Board of PGNiG S.A. from April 30th to May 15th 2008,
4. Deputy Chairman of the Supervisory Board of PGNiG S.A. from May 15th to December 31st 2008.

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

concerning: granting discharge to Mr Mieczysław Kawecki, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Mieczysław Kawecki, Member of the Supervisory Board of PGNiG S.A. from January 1st to December 31st 2008, and Secretary of the Supervisory Board of PGNiG S.A. from May 15th to December 31st 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Mr Grzegorz Banaszek, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Grzegorz Banaszek, Member of the Supervisory Board of PGNiG S.A. from February 15th to December 31st 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Ms Agnieszka Chmielarz, Member of the Supervisory Board of PGNiG S.A., in respect of her duties in the financial year 2008.

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 S.A. hereby grants discharge to Ms Agnieszka Chmielarz, Member of the Supervisory Board of PGNiG S.A. from April 30th to December 31st 2008, in respect of her duties in the financial year 2008.

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

concerning: granting discharge to Mr Maciej Kaliski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Maciej Kaliski, Member of the Supervisory Board of PGNiG S.A. from November 18th to December 31st 2008, in respect of his duties in the financial year 2008.

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

concerning: granting discharge to Mr Marek Karabuła, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Marek Karabuła, Member of the Supervisory Board of PGNiG S.A. from November 18th to December 31st, in respect of his duties in the financial year 2008.

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

concerning: granting discharge to Mr Mieczysław Puławski, Member of the Supervisory Board of PGNiG S.A., in respect of his duties in the financial year 2008.

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 S.A. hereby grants discharge to Mr Mieczysław Puławski, Member of the Supervisory Board of PGNiG S.A. from January 1st to December 31st 2008, in respect of his duties in the financial year 2008.

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**

concerning: granting discharge to Ms Jolanta Siergiej, Member of the Supervisory Board of PGNiG S.A., in respect of her duties in the financial year 2008.

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 S.A. hereby grants discharge to Ms Jolanta Siergiej, Member of the Supervisory Board of PGNiG S.A. from April 30th to December 31st 2008, in respect of her duties in the financial year 2008.

Par. 2

This Resolution shall take effect as of its adoption date.

Grounds for the resolutions

At the meeting held on May 26th 2009, the Management Board of PGNiG S.A. adopted Resolutions No. 293–302/2009 concerning a motion to the General Shareholders Meeting of PGNiG S.A. for granting discharge to the members of the Management Board of PGNiG S.A. in respect of their duties in the financial year 2008.

At the meeting held on June 8th 2009, having examined the Management Board's motion, the Supervisory Board adopted Resolutions No. 47 – 56/V/2009, in which it gave a favourable opinion on the Management Board's motion concerning granting discharge to individual members of the Management Board of PGNiG S.A.

Also at the meeting held on May 26th 2009, the Management Board of PGNiG S.A. adopted Resolutions No. 303–319/2009 concerning a motion to the General Shareholders Meeting of PGNiG S.A. for granting discharge to the members of the Supervisory Board of PGNiG S.A. in respect of their duties in the financial year ended December 31st 2008.

On June 8th 2009, the Supervisory Board of PGNiG S.A. adopted Resolution No. 43/V/09 concerning the Supervisory Board's report on the assessment of PGNiG S.A.'s financial statements for 2008 and Directors' Report on the Company's operations in 2008, and Resolution No. 44/V/09 concerning the Supervisory Board's report on the assessment of the PGNiG Group's consolidated financial statements for 2008 and Directors' Report on the Group's operations in 2008.

On June 8th 2009, the Supervisory Board of PGNiG S.A. adopted Resolution No. 57/V/2009 concerning the approval of the report of the Supervisory Board of PGNiG S.A. on its operations as the Company's governing body in 2008 and Resolution No. 58/V/2009 concerning the approval of the assessment of PGNiG S.A.'s position in 2008.

The reports provide the basis for assessing the operations of the Supervisory Board of PGNiG S.A. and the actions taken by its members, and thus enable the General Shareholders Meeting of PGNiG S.A. to take a decision concerning granting discharge to individual members of the Supervisory Board of PGNiG S.A. in respect of their duties in the financial year 2008.

Resolution No. ...
of the Annual General Shareholders Meeting of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
of Warsaw, Poland
date

concerning: distribution of profit for the financial year 2008, 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 S.A. hereby resolves to:

1. distribute the net profit of PLN 546,235,958.83 for the financial year 2008 in the following manner:
 - a. PLN 246,286,854.71 will be allocated to the Company's statutory reserve funds;
 - b. PLN 236,000,000.00 will to be allocated to dividend (PLN 0.04 per share), including:
 - PLN 169,999,999.96 as non-cash dividend to the State Treasury; the assets to be distributed 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 169,999,999.96;
 - c. PLN 8,800,000.00 will increase the Company's social benefits fund;
 - d. PLN 50,149,104.12 will be allocated to employee awards;
 - e. PLN 5,000,000.00 will be allocated to increase capital reserves designated as "Central Restructuring Fund".
2. allocate retained earnings of PLN 42,324,392.36 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 S.A. hereby resolves to:

1. set the dividend record date as August 26th 2009,
2. set the dividend payment date as October 2nd 2009.

Par. 3

The resolution shall take effect as of its adoption date.

Grounds:

It is proposed to use the balance-sheet profit of PLN 546,235,958.83 to:

1. increase the Company's statutory reserve funds by PLN 246,286,854.71 (45.09%),
2. pay dividend of PLN 236,000,000.00 (43.20%) – 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.
3. increase the Company's Social Benefits Fund by PLN 8,800,000.00 (1.61%),
4. grant employee awards in the amount of PLN 50,149,104.12 (9.18%), including:
 - PLN 39,769,313.34 (8.5% of the base amount) for payment of awards
 - PLN 10,379,790.78 for obligatory charges on the amount of the awards
5. increase capital reserves designated as "Central Restructuring Fund" by PLN 5,000,000.00 (0.92%).

The above dividend distribution proposal is made on the following grounds:

Re 1)

The proposal to use the profit to increase the statutory reserve funds stems from the need to finance the projects launched under the approved investment plan for 2009. In 2009, PGNiG S.A. intends to allocate approx. PLN 3.0bn for investments, which constitutes a considerable increase relative to previous years. The investment projects already launched include:

- Projects related to increasing the production capacity of crude oil and natural gas in Poland. In 2009, the Company intends to allocate over PLN 614m for this purpose, which will allow it to finance the development of hydrocarbons deposits and construction of new natural gas and crude oil production facilities. These financial resources will be also used to erect a nitrogen removal plant in Grodzisk Wielkopolski, enabling better use of the Polish gas production potential.
- Projects related to diversification of natural gas supplies to Poland. In 2009, PGNiG S.A. earmarked over PLN 705m for this purpose. The funds will be allocated for the THOR project consisting in exploring the North Sea deposits (almost PLN 653m) as well as preliminary work on other diversification projects (SCANLED – Scandinavian gas pipeline);
- Investment into underground gas storage facilities. In 2009, PGNiG S.A. will allocate over PLN 788m to modernise and expand the existing gas storage facilities, as well as to build new ones. The expansion of storage capacity will result in improved security of gas supplies for the Company's customers. The investment is also necessary under the Act on Stocks of Crude Oil, Petroleum Products and Natural Gas, passed by the Sejm (Lower Chamber of the Polish Parliament) on February 16th 2007 and signed by the President of the Republic of Poland on March 8th 2007 (Dz.U. of 2007, No. 52, item 343).
- Upstream activities abroad. PGNiG S.A. is carrying out various activities in exploration licence areas in Pakistan, Libya, Denmark and Egypt as well as activities aimed at acquiring new prospecting areas in Algeria, Tunisia, Morocco, Iran and other countries. The Company plans to spend approximately PLN 225m for this purpose in 2009.

Considering the abovementioned investment projects aimed at ensuring the Company's growth and outlined in the approved investment plan for 2009, and considering the trade unions' demands, the Management Board – having received a positive assessment by the Supervisory Board – leaves the final decision concerning the use of the statutory reserve funds to the General Shareholders Meeting of PGNiG S.A., in accordance with applicable Polish laws and the Company's Articles of Association.

Re 2)

It is proposed to allocate PLN 236,000,000.00 (PLN 0.04 per share) for dividend payment. In the case of the State Treasury, the dividend, in accordance with the provisions of Par. 63 of the Company's Articles of Association, will be paid in the form of non-cash assets, i.e. transmission assets. The transmission assets are currently subject to a lease agreement with OGP GAZ–SYSTEM S.A. Currently the Company is selecting assets with clear legal status in order to make the payment. Moreover, the assets are selected taking into account their localisation so that they constitute related 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)

It is proposed to allocate PLN 8,800,000.00 to the Company's Social Benefits Fund. For the seventh consecutive year PGNiG S.A. has posted a positive financial result. Still, the

Company has limited capacity for increasing the employees' pay due to the obligation to comply with the fixed average monthly pay increase ratio. The situation has aggravated in 2009 with unfavourable occurrence of a number of adverse macroeconomic factors. Another important issue is that individual branches of PGNiG S.A. used to have their own local remuneration strategies. This situation leads to various threats to social dialogue, and it even caused a brief collective dispute concerning remuneration. Furthermore, there are no reliable indicators that the Company's performance over the past months will provide sufficient basis for higher pay growth dynamics, which can ultimately lead to a renewed dispute between the Company and the unions. An important factor and an argument in discussions held as part of social dialogue, which can minimise the risk of deteriorating social climate in the Company, will be social benefits. However, the financing of the benefits will require additional funding. The increase of the social benefits fund will allow the Company to deliver the necessary help to:

- employees,
- employees of PGNiG S.A. retired due to disability or old age,
- former employees who have been made redundant as a result of restructuring programmes and receive pre-retirement benefits,
- employees who, together with their families, face serious financial difficulties,
- employees who had accidents at work,
- families afflicted by natural disasters,
- employees suffering from grave illnesses, disability, etc.

Part of the proposed amount will be used to offer assistance to families with many children who face serious financial difficulties. The children will obtain school kits (books, copy books, clothing, food stamps and lunch vouchers).

Re 4)

It is proposed that PLN 50,149,104.12 of the Company's profit should be distributed as awards to PGNiG S.A.'s employees. Of this amount, PLN 39,769,313.34 represents 8.5% of the base amount for calculation of the award, i.e. the amount of remuneration to be charged to PGNiG S.A.'s 2008 costs, excluding the remuneration for 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). The amount of PLN 10,379,790.78 is to cover Social Security contributions and contributions to the employee pension plan.

Having analysed the *Guidelines for state-stock companies and companies in which the State Treasury has majority interest which prepare the financial statements for 2008*, used as a reference document for the motion to pay the award to PGNiG S.A.'s employees, the Human Resources team of PGNiG S.A. hereby requests that PLN 50,149,104.12 from the Company's profit be allocated to the award for PGNiG S.A.'s employees. The amount represents 8.5% of the remuneration posted in 2008 as costs, calculated using the methodology applied in preparation of reports for the Central Statistics Office (Z-06 report), excluding remuneration for the management team but including overheads. The restructuring process initiated in 2007, involving spin-off of the trading business, significantly increased the scope of duties of the Company's employees and led to greater headcount. The allocation of PLN 50,149,104.12 of the Company's profit to employee awards will enable PGNiG S.A. to grant an award to each eligible employee, using of 8.5% of the remuneration posted in 2008 as cost. This is consistent with the "Other Distributions from Profit" Section of the *Guidelines for state-stock companies and companies in which the State Treasury has majority interest which prepare the financial statements for 2008*.

Re 5)

The capital reserve designated as the Central Restructuring Fund was created by virtue of Resolution No. 1 of the Extraordinary General Shareholders Meeting of PGNiG S.A. held on July 21st 2005. At that time, PLN 12,000,000 was transferred to the Fund. The CRF was created primarily for the purpose of supporting the employment restructuring process at the companies of the PGNiG Group which were included in the Restructuring Programme at the

Group, but could not, for reasons related to weak economic and financial standing, meet the obligations under the Programme towards former employees, who had their employment contracts terminated as a result of execution of the Employment Restructuring Programme.

On June 27th 2006, by virtue of Resolution No. 22 of the Company's Annual General Shareholders Meeting, PLN 8,000,000 was distributed from the Company's profit to the Fund. It was the second and, so far, the last transfer of resources to the Fund. On December 11th 2008, by virtue of Resolution No. 2 of the Extraordinary General Shareholders Meeting of PGNiG S.A., the Company adopted the Programme for Streamlining of Employment and Redundancy Payments to the Employees of the PGNiG Group for 2009–2011 (Stage 3). Concurrently, by virtue of Resolution No. 3, the term of the Central Restructuring Fund was extended until December 31st 2011.

During the functioning of the CRF, that is since 2005, its resources have been used as aid for the former employees of BN Naftomontaż Sp. z o.o., Naftomet Sp. z o.o., Naft-Trans Sp. z o.o. and Geovita Sp. z o.o. Requests for assistance, concerning former employees of PNiG Kraków and Naftomet Sp. z o.o., have been submitted or are expected to be submitted (continuation of previously filed requests) for consideration by the Central Restructuring Fund Committee. If the requests are also approved by the Company's governing bodies, the balance of funds at the CFR will be reduced to approx. PLN 3,500,000.

So far, on average over PLN 4,000,000 was spent from the Fund each year of the Fund's functioning. Assuming that the CRF will operate for another 2.5 years, it is hereby requested that PLN 5,000,000 is distributed from the Company's profit to the capital reserve designated as the Central Restructuring Fund.

On June 8th 2009, the Supervisory Board adopted Resolution No. 45/V/09, whereby it favourably assessed the motion submitted by the Management Board regarding distribution of profit for the financial year 2008, allocation of retained earnings, and setting the dividend record date and the dividend payment date.

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

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 S.A. hereby resolves as follows:

1. The dividend, in an amount of up to PLN 169,999,999.96, attributable to the State Treasury may be collected by the shareholder in the following non-cash form:
 - a) Sub-elements of the transmission system disclosed as assets in the accounting books of PGNiG S.A. and included in Appendix No. 1 to this Resolution;
 - b) Rights to capital expenditure made by PGNiG S.A. concerning assets under construction connected with the sub-elements of the transmission system referred to above and disclosed as assets in the accounting books of PGNiG S.A.

- with the proviso that if the value of the tangible assets and rights referred to in Section 1a) and 1b) above is lower than the total dividend payable to the Shareholder, the State Treasury, the balance shall be paid out in cash.

2. The detailed determination of the components of non-cash dividend, as such components are selected from among those included in Appendix No.1 and indicated in Section 1b) above, will be performed after they have been valued in the following manner:
 - a) The value of sub-elements of the transmission system, as such sub-elements are referred to in Section 1a) and included in Appendix No. 1 hereto, will be computed according to the formula provided for in Appendix No. 3 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A. This formula is presented in Appendix No. 2 to this Resolution.
 - b) The value of rights to capital expenditure made by PGNiG S.A. concerning assets under construction connected with the sub-elements of the transmission system, as such rights are referred to in Section. 1b), will be computed according to the formula provided for in Section 1.4 of Appendix No. 4 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A. This formula is presented in Appendix No. 2 to this Resolution.
3. The detailed specification of the assets comprising the non-cash dividend determined in line with Section 2 above will be made after the calculation of total dividend payable to the State Treasury as at the dividend record date. Then the specification will be subject to approval by way of a resolution of the Extraordinary General Shareholders Meeting convened immediately upon the completion of the process of excluding relevant assets from leased assets and measuring their value, as referred to in Section 2 above.

Par. 2

This Resolution shall take effect as of its adoption date.

Appendix No. 1 to Resolution No. ... of the Annual General Shareholders Meeting, dated is included in a separate file.

Appendix No. 2 to Resolution No. ... of the Annual General Shareholders Meeting, dated

concerning: formula for the determination of the value of sub-elements of the transmission system and the value of assets under construction connected with these sub-elements, for the purposes of distribution of non-cash dividend to the State Treasury.

1. The value of sub-elements of the transmission system will be measured as at the non-cash dividend distribution date, that is October 2nd 2009, according to the formula provided for in Appendix No. 3 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A.

The formula and procedure for the determination of value of each sub-element, for the purposes of the distribution of non-cash dividend, will be as follows: the value of a given sub-element will be equal to the aggregate principal amount of lease instalments which have not been paid by October 2nd 2009 plus the acquisition price, as such instalments are determined under the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A. and according to the definition of parameter V_m , as such is specified in Appendix No. 3 to the Operating Lease Agreement with respect to the components of a given sub-element of the transmission system.

2. The value of assets under construction connected with the transmission system and disclosed in the accounting books of PGNiG S.A. will be determined as at the dividend distribution date, that is October 2nd 2009, according to the formula provided for in Section 1.4 of Appendix No. 4 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych GAZ-SYSTEM S.A., that is on the same rules on which such assets were included in the Operating Lease Agreement upon the completion of the construction of those assets.

The formula for the computation of value of each asset under construction, adapted for the purposes of measurement of assets under construction and payment of non-cash dividend will be as follows:

$$V_i = I + R$$

Where:

V_i stands for the value of a given asset under construction;

I stands for the value of PGNiG S.A.'s expenditure being the aggregate of all documented expenditure incurred by PGNiG S.A. on the production or purchase of a given asset under construction (by the dividend record date, that is August 26th 2009), net of financial expenditure incurred by PGNiG S.A.;

R stands for the interest on capital employed by PGNiG S.A. with respect to the investment project providing for the construction of the given asset under construction, over the entire period of project execution, since the date of the first expenditure incurred by PGNiG S.A. and documented by an external document until the date on which such asset is distributed as non-cash dividend, that is October 2nd 2009; the interest will be computed according to the following formula:

$$R = (I_1 * (\sqrt[360]{1+r_1} - 1) + (I_2 * (\sqrt[360]{1+r_2} - 1) + \\ + (I_3 * (\sqrt[360]{1+r_{31}} - 1) + \dots + (I_n * (\sqrt[360]{1+r_n} - 1)$$

where:

$I_{1,2,3,\dots,n}$ stands for accumulated expenditure incurred by PGNiG S.A. on the given asset under construction since the date of the first expenditure incurred by PGNiG S.A. and documented by external invoices or bills until the day 2,3,..., n, respectively, n being the date on which such asset is distributed as non-cash dividend, that is October 2nd 2009;

$r_{1,2,3,\dots,n}$ stands for the interest rate applicable to capital employed by PGNiG S.A., determined as the average weekly WIBOR 3M rate for the last week of the month directly preceding the month for which the interest accrues, plus a margin of 2.5% (two and a half per cent), and for the period from August 1st 2009 until the date on which such asset is distributed as non-cash dividend, that is October 2nd 2009, determined as the average weekly WIBOR 3M rate for the last week of June 2009.

Grounds for the Resolution:

On May 26th 2009, the Management Board of PGNiG S.A. adopted Resolution No. 290/2009 concerning a motion to the General Shareholders Meeting of PGNiG S.A. for adopting a resolution concerning the determination of assets to be distributed as non-cash dividend and manner of measuring the value of those assets.

On June 8th 2009, the Supervisory Board of PGNiG S.A. adopted Resolution No. 46/V/09 concerning an opinion on the aforementioned motion by the Management Board of PGNiG S.A. to the general Shareholders Meeting of PGNiG S.A.

The Management Board of PGNiG S.A. motions to the Annual General Shareholders Meeting of PGNiG S.A. for adopting the above resolution, acting in line with the provisions of the Policy for the Natural Gas Industry adopted by the Polish Council of Ministers by entry into Protocol of Findings No. 12/2007 on March 20th 2007, as such policy was updated on June 11th 2008 in its Chapter IV *Objectives of the Government's Policy with respect to Individual Companies Active in the Sector of Part 3 Programme of Activities Designed to Improve the Energy Security*. The *Objectives* provide for the dividend due to the State Treasury from the distribution of PGNiG S.A.'s 2007 and 2008 profit to be distributed as non-cash dividend in the form of transmission assets covered by the Operating Lease Agreement with Operator Gazociągów Przesyłowych Gaz-System S.A., and for the State Treasury to increase the share capital of Gaz-System S.A. through a non-cash contribution in the form of the transmission assets received as non-cash dividend.

The proposed manner of the valuation is based on the formula provided for in Appendix No. 3 to the Operating Lease Agreement concluded on July 6th 2005 between PGNiG S.A. and Operator Gazociągów Przesyłowych Gaz-System S.A. 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 by the distribution of non-cash dividend for 2007. In the confirmation of the above, an independent expert has performed a valuation which confirmed the computed market value of assets to be distributed as non-cash dividend.

Given that the above matters require a resolution of the Annual General Shareholders Meeting of PGNiG S.A., 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.