

**Supplement to the draft resolution of the Extraordinary General Meeting of Shareholders
of PGNiG S.A. to be held on 9 September 2009**

Current report No. 86/2009, dated August 28th 2009

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") announces the content of a supplement to the draft resolution which it intends to put before the Extraordinary General Meeting of Shareholders of PGNiG to be held on 9 September 2009:

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

concerning: approving the detailed list of components of a non-pecuniary dividend for 2008

Par. 1

Acting on the basis of Article 56 par. 3 pt. 3 and Article 63 par. 7 of the Statute of the Company and Resolution of the Ordinary General Meeting of Shareholders of PGNiG S.A. No. 31/VI/2009 of 23 June 2009, the Extraordinary General Meeting of Shareholders of PGNiG S.A. hereby resolves:

1. to approve the detailed list of components of a non-pecuniary dividend due to the State Treasury in the amount of PLN 382,498,756.17 (say: three hundred and eighty-two million, four hundred and ninety-eight thousand, seven hundred fifty-six zloty and seventeen groszy), determined in accordance with Schedule No. 2 to Resolution of the Ordinary General Meeting of Shareholders of PGNiG S.A. No. 31/VI/2009 of 23 June 2009, consisting of:
 - a) 19 (say: nineteen) subsystems of a transmission system, together with their component parts and appurtenances required for the use of said subsystems, described in detail in Schedule No. 1 to this Resolution;
 - b) rights to outlays incurred by PGNiG S.A. on fixed assets in construction connected with the subsystems of the transmission system, listed in the accounting records of PGNiG and described in detail in Schedule No. 2 to this Resolution;
- and the Ordinary General Meeting of Shareholders of PGNiG S.A. therefore consents to the disposal of the fixed assets, including real property and a right of perpetual usufruct, whose value exceeds the equivalent of EUR 1,000,000 in zlotys, transferred as part of the non-pecuniary dividend and specified in Schedules No. 1 and 2 to this Resolution.
2. to determine that the difference between the total dividend amount established on the day of the dividend due to the State Treasury under Resolution of the Ordinary General Meeting of Shareholders No. 30/VI/2009 of 23 June 2009 on the distribution of profits for the financial year 2008, amounting to PLN 388,636,014.42 and the value of the non-pecuniary dividend as defined in par. 1 above, that is PLN 6,137,258.25 (say: six million, one hundred thirty-seven thousand, two hundred fifty-eight zloty and twenty-five groszy), will be accepted by that shareholder in pecuniary form.

Par. 2

This resolution will come into force on the day it is adopted.

Justification:

In connection with the adoption on 23 June 2009 by the Ordinary General Meeting of Shareholders of the Company PGNiG S.A. of Resolution No. 31/VI/2009 on establishing the subject of a non-cash dividend and determining the method of its valuation, a list has been prepared of the assets comprising the non-cash dividend for 2008. The list was drawn up after determining the value of the assets in the manner foreseen by the aforementioned resolution of the Ordinary General Meeting of Shareholders of PGNiG S.A., that is, with reference to the formulas and procedures set out in Attachment No. 2 to the aforementioned resolution of the Ordinary General Meeting of Shareholders of PGNiG S.A., and with reference to the "Assessment of the value of the transmission assets portfolio for PGNiG" prepared by an independent expert on 19 June 2009.

Given that the above proposals require the adoption of an appropriate resolution by the Extraordinary General Meeting of Shareholders of PGNiG S.A., the Management Board of PGNiG S.A., on 27 August 2009, adopted Resolution No. 494/2009 on submitting to the Extraordinary General Meeting of Shareholders a motion on adopting a resolution on approving the details of the subject of the non-cash dividend for 2008.

See also Current report no. 85/2009 dated August 11th 2009.