



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, December 1st 2015

**Draft resolutions for the Extraordinary General Meeting of PGNiG SA convened
for December 29th 2015**

Current Report No. 87/2015

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing draft resolutions to be submitted to the Extraordinary General Meeting of PGNiG convened for December 29th 2015.

RESOLUTION No. ____
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated December 29th 2015

concerning: approval of the agenda for the Extraordinary General Meeting of PGNiG SA

Section 1

The Extraordinary General Meeting of PGNiG SA resolves to adopt the following agenda:

1. Opening of the Meeting
2. Appointment of the Chairperson of the Meeting
3. Preparation of the attendance list
4. Confirmation that the Meeting has been duly convened and has the capacity to adopt resolutions
5. Approval of the agenda
6. Adoption of resolutions on changes in the composition of the PGNiG Supervisory Board at the request of the shareholder State Treasury under Art. 400.1 of the Commercial Companies Code
7. Closing of the Meeting

Section 2

This Resolution shall come into force as of its date.

RESOLUTION No. ____
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated December 29th 2015

concerning: removal of a PGNiG SA Supervisory Board member

Acting pursuant to the provisions of Art. 385.1 of the Polish Commercial Companies Code and Article 56.2.1) of the Company's Articles of Association, the Extraordinary General Meeting of PGNiG SA hereby resolves as follows:

Section 1

Mr/Ms is hereby removed from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Section 2

This Resolution shall be effective as of its date.

FOUNDATIONS

The inclusion in the General Meeting's agenda of the item concerning changes in the composition of the Supervisory Board follows from the need to strengthen supervision over the operations of the Company.

RESOLUTION No. ____
of the Extraordinary General Meeting
of Polskie Górnictwo Naftowe i Gazownictwo SA
dated December 29th 2015

concerning: appointment of PGNiG SA's Supervisory Board member

Acting pursuant to the provisions of Art. 385.1 of the Polish Commercial Companies Code and Article 56.2.1) of the Company's Articles of Association, the Extraordinary General Meeting of PGNiG SA hereby resolves as follows:

Section 1

Mr/Ms is hereby appointed to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

Section 2

This Resolution shall be effective as of its date.

GROUNDS

The inclusion in the General Meeting's agenda of the item concerning changes in the composition of the Supervisory Board follows from the need to strengthen supervision over the operations of the Company.