



Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, February 24th 2011

**Resolutions passed by the Extraordinary General Shareholders Meeting  
of PGNiG SA on February 24th 2011**

Current report no. 23/2011

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG") hereby releases resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on February 24th 2011.

**Resolution No. 1/II/2011**  
**of the Extraordinary General Shareholders Meeting of**  
**Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw**  
**dated February 24th 2011**

**concerning:** Adoption of the agenda of the Extraordinary General Shareholders Meeting.

Par. 1

Extraordinary General Shareholders Meeting of PGNiG decides to adopt the following agenda of the Meeting:

1. Opening of the Meeting,
2. Election of the Chairperson for 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. Adoption of the agenda of the Meeting,
6. Adoption of a resolution concerning terms and manner of disposal of shares in AUTOSAN SA,
7. Adoption of a resolution concerning allocation of capital reserve designated as "Central Restructuring Fund",
8. Closing of the Meeting.

Par. 2

This Resolution shall take effect as of its date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,492,118,674	76.14%

Total number of valid votes	4,492,118,674
including votes: for	4,492,055,874
against	0
abstaining	62,800

**Resolution No. 2/II/2011  
of the Extraordinary General Shareholders Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw  
dated February 24th 2011**

**concerning:** terms and manner of disposal of shares in AUTOSAN SA

Par. 1

Acting pursuant to Par. 27.1 of the Regulation of the Council of Ministers on the Manner and Procedure for the Organisation of a Tender for Sale of Non-Current Assets by a Company Established as a Result of Commercialisation, dated February 13th 2007 (Dz. U. of 2007, No. 27, item 177, as amended), and having considered the proposal of the Management Board submitted pursuant to Resolution No. 683/2010 dated December 21st 2010, and the favourable opinion of the Supervisory Board contained in Resolution No. 1/V/2011 dated January 12th 2011, the Extraordinary General Shareholders Meeting hereby approves the disposal of 3,314 shares in AUTOSAN SA in accordance with the procedure and on the terms defined below:

- a) procedure – the shares may be disposed of without a public tender process, by way of acceptance of the bid for the AUTOSAN shares held by PGNiG SA submitted by Sobiesław Zasada SA, the majority shareholder of AUTOSAN SA holding 83.66% of its share capital,
- b) terms – the shares will be sold for PLN 2.69 per share, i.e. for the total price of PLN 8,914.66 for all the shares held by PGNiG SA.

Par. 2

This Resolution shall take effect as of its adoption date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,492,118,674	76.14%

Total number of valid votes	4,492,118,674
including votes: for	4,432,175,874
against	0
abstaining	59,942,800

**Resolution No. 3/II/2011**  
**of the Extraordinary General Shareholders Meeting of**  
**Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw**  
**dated February 24th 2011**

**concerning:** allocation of capital reserve designated as "Central Restructuring Fund" to one-off payments (employee termination benefits) for 35 former employees of ZUN Naftomet Sp. z o.o. of Krosno.

Acting pursuant to Par. 56.3.9 of the Company's Articles of Association and taking into account the favourable opinion of the Supervisory Board contained in Resolution No. 12/V/2011 of February 17th 2011, the General Shareholders Meeting hereby resolves as follows:

Par. 1

The General Shareholders Meeting of PGNiG SA resolves to allocate PLN 1,774,098.56 from capital reserve designated as "Central Restructuring Fund" to one-off payments (employee termination benefits) for 35 former employees of ZUN Naftomet Sp. z o.o. of Krosno covered by the 2010 Employment Restructuring Plan.

Par. 2

This Resolution shall take effect as of its adoption date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	% of PGNiG SA's share capital represented by the shares on which valid votes were cast
4,492,118,674	76.14%

Total number of valid votes	4,492,118,674
including votes: for	4,492,055,874
against	0
abstaining	62,800