



Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, May 19th 2011

**Resolutions passed by the Extraordinary General Shareholders Meeting  
of PGNiG SA on May 19th 2011**

Current report no. 70/2011

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG") hereby releases resolutions passed by the Extraordinary General Shareholders Meeting of PGNiG on May 19h 2011.

**Resolution No. 1/V/2011  
of the Extraordinary General Shareholders Meeting of  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw  
dated May 19th 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 approval of the disposal of 606 shares in Polskie Elektrownie Gazowe Sp. z o.o. of Warsaw by PGNiG SA, without a public tender being announced, to PGE Polska Grupa Energetyczna SA, for a price equal to the value of Polskie Elektrownie Gazowe Sp. z o.o.'s equity as at April 4th 2011, i.e. PLN 128,375.54;
7. Adoption of a resolution concerning approval of the purchase of 400 shares, with a par value of PLN 50 per share, in PGNiG SPV 1 Sp. z o.o. of Warsaw;

8. Adoption of a resolution concerning approval of acquisition of new shares in NYSAGAZ Sp. z o.o. in exchange for a non-cash contribution;
9. 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	4,490,984,572
% of share capital represented by the shares on which valid votes were cast	76.12 %
Total number of valid votes	4,490,984,572
including votes: for	4,490,984,572
against	0
abstaining	0

**Resolution No. 2/V/2011**  
**of the Extraordinary General Shareholders Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw**  
**dated May 19th 2011**

**concerning:** approval of the disposal of 606 shares in Polskie Elektrownie Gazowe Sp. z o.o. of Warsaw by PGNiG SA, without a public tender being announced, to PGE Polska Grupa Energetyczna SA, for a price equal to the value of Polskie Elektrownie Gazowe Sp. z o.o.'s equity as at April 4th 2011, i.e. PLN 128,375.54

Acting pursuant to Par. 56.6 of the Articles of Association of PGNiG SA, and having considered the positive opinion issued by the Supervisory Board in Resolution No. 49/V/2011 of April 18th 2011 on the Management Board's proposal contained in Resolution No. 147/2011 of April 5th 2011, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

The Annual General Shareholders Meeting hereby approves the disposal of 606 shares in Polskie Elektrownie Gazowe Sp. z o.o. of Warsaw by PGNiG SA, without a public tender being announced, to PGE Polska Grupa Energetyczna SA, for a price equal to the value of PEG Sp. z o.o.'s equity as at April 4th 2011, i.e. PLN 128,375.54.

Par. 2

This Resolution shall come into effect as of its adoption date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4,490,984,572
% of share capital represented by the shares on which valid votes were cast	76.12 %
Total number of valid votes	4,490,984,572
including votes: for	4,490,974,572
against	0
abstaining	10,000

**Resolution No. 3/V/2011  
of the Extraordinary General Shareholders Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw  
dated May 19th 2011**

**concerning:** approval of the purchase of 400 shares, with a par value of PLN 50 per share, in PGNiG SPV 1 Sp. z o.o. of Warsaw

Acting pursuant to Par. 56.6 of the Articles of Association of PGNiG SA, and taking into account the positive opinion issued by the Supervisory Board in Resolution No. 50/V/2011 of April 18th 2011 concerning the Management Board's proposal contained in Resolution No. 163/2011 of April 14th 2011, the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

The General Shareholders Meeting hereby approves the purchase by PGNiG SA of 400 shares, with a par value PLN 50 per share, representing 100% of the share capital of PGNiG SPV 1 Sp. z o.o. of Warsaw, registered in the National Court Register under entry No. KRS 372665.

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	4,490,984,572
% of share capital represented by the shares on which valid votes were cast	76.12 %
Total number of valid votes	4,490,984,572
including votes: for	4,490,984,572
against	0
abstaining	0

**Resolution No. 4/V/2011  
of the Extraordinary General Shareholders Meeting  
of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna of Warsaw  
dated May 19th 2011**

**concerning:** approval of acquisition of new shares in NYSAGAZ Sp. z o.o. in exchange for a non-cash contribution

Acting pursuant to Par. 56.6 of the Articles of Association of PGNiG SA, and taking into account the positive opinion issued by the Supervisory Board in Resolution No. 8/VI/2011 of May 5th 2011 concerning the Management Board's proposal contained in Resolution No. 176/2011 of April 19th 2011, the Extraordinary General Shareholders Meeting of PGNiG SA hereby resolves as follows:

**Par. 1**

The General Shareholders Meeting hereby approves the acquisition by PGNiG SA of 30,810 (thirty thousand, eight hundred and ten) new shares in the increased share capital of NYSAGAZ Sp. z o.o., with a par value of PLN 100.00 (one hundred złoty) per share, and the aggregate value of PLN 3,081,000.00 (three million, eighty-one thousand złoty) in exchange for a non-cash contribution.

**Par. 2**

This resolution shall come into effect as of its adoption date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4,490,984,572
% of share capital represented by the shares on which valid votes were cast	76.12 %
Total number of valid votes	4,490,984,572
including votes: for	4,490,974,572
against	0
abstaining	10,000