

Polskie Górnictwo Naftowe i Gazownictwo SA
Centrala Spółki

Warsaw, June 2nd 2017

Draft resolutions for Annual General Meeting of PGNiG SA convened for June 28th 2017

Current Report No. 45/2017

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing draft resolutions to be submitted to the vote of the Annual General Meeting of PGNiG convened for June 28th 2017.

Draft resolutions to amend the Company's Articles of Association and to amend Resolution No. 9/XI/2016 of the Company's Extraordinary General Meeting dated November 24th 2016 on the rules of remuneration for members of the Management Board of PGNiG SA will be submitted by the proposing shareholder – State Treasury – without undue delay, after prior clarification of their wording.

Resolution No. / 2017
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated June 28th 2017

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

Section 1

The Annual 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. Confirmation that the Meeting has been duly convened and has the capacity to pass resolutions.
4. Preparation of the attendance list.
5. Adoption of the agenda.
6. Review and approval of the financial statements of PGNiG SA for 2016.
7. Review and approval of the consolidated financial statements of the PGNiG Group for 2016 and the Directors' Report on the Operations of PGNiG SA and the PGNiG Group in 2016.
8. Resolutions to grant discharge to members of the Management Board of PGNiG SA in respect of performance of their duties in 2016.
9. Resolutions to grant discharge to members of the Supervisory Board of PGNiG SA in respect of performance of their duties in 2016.
10. Resolution on allocation of the Company's net profit for 2016 and setting the dividend record date and the dividend payment date.
11. Resolution on changes in the composition of the Supervisory Board of PGNiG SA.
12. Resolution on acquisition of a real property of Geofizyka Kraków SA (in liquidation) located in Kraków, at ul. Łukasiewicza 3.
13. Resolution to amend the Company's Articles of Association.
14. Resolution to amend Resolution No. 9/XI/2016 of the Company's Extraordinary General Meeting dated November 24th 2016 on the rules of remuneration for members of the Management Board of PGNiG SA.
15. Closing of the Meeting.

Section 2

This Resolution shall come into force as of its date.

**Resolution No. / 2017
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated June 28th 2017**

concerning: review and approval of the financial statements of PGNiG SA for 2016.

Section 1

Acting pursuant to Art. 56.1.1 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA resolves to approve:

1. Financial statements of PGNiG SA prepared in accordance with the International Financial Reporting Standards for the financial year from January 1st to December 31st 2016, including:
 - a) statement of profit or loss for the period from January 1st to December 31st 2016, showing net profit of PLN 2,576m,
 - b) statement of comprehensive income for the period from January 1st to December 31st 2016, showing net comprehensive income of PLN 3,197m,
 - c) statement of financial position as at December 31st 2016, showing total assets of PLN 35,769m,
 - d) statement of cash flows for the period from January 1st to December 31st 2016, showing a net increase in cash of PLN 301m,
 - e) statement of changes in equity for the period from January 1st to December 31st 2016, showing an increase in equity of PLN 1,490m,
 - f) supplementary information, comprising an introduction and notes to the financial statements.

Section 2

This Resolution shall come into force as of its date.

Grounds

Pursuant to Article 52.2. of the Accountancy Act of September 29th 1994 (Dz. U. of 2016, No. 1047, consolidated text, as amended), financial statements are signed by the manager of an entity, and where an entity is managed by a body composed of a number of members – by all members thereof (PGNiG SA's Management Board). Pursuant to Article 49.1. of the said Act, attached to an entity's financial statements is the directors' report on its operations. The Directors' Report on the Operations of PGNiG SA and of the PGNIG Group in 2016 has been prepared as a single document (under Article 55.2a of the Act) and is submitted for approval together with the consolidated financial statements of the PGNiG Group. After the adoption of

separate financial statements, the Management Board submits them to the Supervisory Board for evaluation, and then requests the General Meeting to approve them.

**Resolution No. / 2017
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated June 28th 2017**

concerning: review and approval of the consolidated financial statements of the PGNiG Group for 2016 and the Directors' Report on the Operations of PGNiG SA and the PGNiG Group in 2016.

Section 1

Acting pursuant to Art. 56.2.2 of the Company's Articles of Association, the General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA resolves to approve:

1. Consolidated financial statements of the PGNiG Group prepared in accordance with the International Financial Reporting Standards for the financial year from January 1st to December 31st 2016, including:
 - g) consolidated statement of profit or loss for the period from January 1st to December 31st 2016, showing net profit of PLN 2,349m,
 - h) consolidated statement of comprehensive income for the period from January 1st to December 31st 2016, showing net comprehensive income of PLN 2,982m,
 - i) consolidated statement of financial position as at December 31st 2016, showing total assets of PLN 49,672m,
 - j) consolidated statement of cash flows for the period from January 1st to December 31st 2016, showing a net decrease in cash of PLN 189m,
 - k) consolidated statement of changes in equity for the period from January 1st to December 31st 2016, showing an increase in equity of PLN 1,275m,
 - l) supplementary information, comprising an introduction and notes to the consolidated financial statements.
2. Directors' Report on the Operations of PGNiG SA and the PGNiG Group in 2016.

Section 2

This Resolution shall come into force as of its date.

Grounds

Pursuant to Article 63c.3 of the Accountancy Act of September 29th 1994 (Dz. U. of 2016, No. 1047, consolidated text, as amended), consolidated financial statements of a group are signed by the manager of its parent (PGNiG SA's Management Board), and where the parent is managed by a body composed of a number of members – by all members thereof, as well as by other persons responsible for preparation of the consolidated financial statements.

Pursuant to Article 55.2a of the said Act, attached to a group's consolidated financial statements is the directors' report on its operations. After the adoption of consolidated financial statements of the Group together with the Directors' Report on the Operations of PGNiG SA and of the PGNiG Group, the Management Board submits them to the Supervisory Board for evaluation, and then requests the General Meeting to approve them.

Pursuant to Article 63j of the said Act, a consolidated report on payments to governments is signed by the manager of an entity (PGNiG SA's Management Board), and where an entity is managed by a body composed of a number of members – by all members thereof.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Piotr Woźniak, President of the PGNiG Management Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Piotr Woźniak, President of the PGNiG Management Board from February 11th to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Radosław Bartosik, Vice President of the PGNiG Management Board, Chief Operating Officer, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Radosław Bartosik, Vice President of the PGNiG Management Board, Chief Operating Officer, on December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Janusz Kowalski, Vice President of the PGNiG Management Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Janusz Kowalski, Vice President of the PGNiG Management Board, Corporate Affairs, from February 11th to October 16th 2016, and Vice President of the PGNiG Management Board, Chief Operating Officer, from October 17th to December 30th 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Łukasz Kroplewski, Vice President of the PGNiG Management Board, Development, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Łukasz Kroplewski, Vice President of the PGNiG Management Board, Development, from February 11th to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

**Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017**

concerning: granting discharge to Bogusław Marzec, Vice President of the PGNiG Management Board, Finance, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Bogusław Marzec, Vice President of the PGNiG Management Board, Finance, from February 11th to December 30th 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Michał Pietrzyk, Vice President of the PGNiG Management Board, Finance, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Michał Pietrzyk, Vice President of the PGNiG Management Board, Finance, on December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Maciej Woźniak, Vice President of the PGNiG Management Board, Trade, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Maciej Woźniak, Vice President of the PGNiG Management Board, Trade, from February 11th to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Waldemar Wójcik, Vice President of the PGNiG Management Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Waldemar Wójcik, Vice President of the PGNiG Management Board from January 1st to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

**Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017**

concerning: granting discharge to Grzegorz Nakonieczny, Chairman of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Grzegorz Nakonieczny, Chairman of the PGNiG Supervisory Board from January 1st to June 28th 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Bartłomiej Nowak, Chairman of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Bartłomiej Nowak, Member of the PGNiG Supervisory Board from June 28th to December 31st 2016, and Chairman of the PGNiG Supervisory Board from July 27th to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Mr Wojciech Bieńkowski, Deputy Chairman of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Wojciech Bieńkowski, Member of the PGNiG Supervisory Board from January 1st to December 31st 2016, and Deputy Chairman of the PGNiG Supervisory Board from January 7th to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Mr Sławomir Borowiec, Member of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Sławomir Borowiec, Member of the PGNiG Supervisory Board from January 1st to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

**Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017**

concerning: granting discharge to Mr Mateusz Boznański, Member of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Mateusz Boznański, Member of the PGNiG Supervisory Board from January 1st to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Mr Andrzej Gonet, Member of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Andrzej Gonet, Member of the PGNiG Supervisory Board from January 1st to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Mr Krzysztof Rogala, Member of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Krzysztof Rogala, Member of the PGNiG Supervisory Board from January 1st to February 25th 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Mr Piotr Sprzączak, Member of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Piotr Sprzączak, Member of the PGNiG Supervisory Board from June 28th to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Mr Ryszard Wąsowicz, Member of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Ryszard Wąsowicz, Member of the PGNiG Supervisory Board from January 1st to December 31st 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Ms Anna Wellisz, Member of the PGNiG Supervisory Board, in respect of performance of her duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Ms Anna Wellisz, Member of the PGNiG Supervisory Board from April 1st to December 31st 2016, in respect of performance of her duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Mr Piotr Woźniak, Member of the PGNiG Supervisory Board, in respect of performance of his duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Mr Piotr Woźniak, Member of the PGNiG Supervisory Board from January 1st to February 10th 2016, delegated to temporarily perform the duties of a Member of the PGNiG Management Board from January 1st to February 10th 2016, in respect of performance of his duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

Resolution No. / 2017
of the Annual General Meeting
of
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna
dated June 28th 2017

concerning: granting discharge to Ms Magdalena Zegarska, Secretary of the PGNiG Supervisory Board, in respect of performance of her duties in the financial year 2016.

Section 1

Acting pursuant to Art. 393.1 of the Commercial Companies Code, Art. 395.2.3 of the Commercial Companies Code, and Art. 56.1.2 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA grants discharge to Ms Magdalena Zegarska, Secretary of the PGNiG Supervisory Board from January 1st to December 31st 2016, in respect of performance of her duties in the financial year 2016.

Section 2

This Resolution has been passed by secret ballot and shall come into force as of its date.

**Resolution No. / 2017
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated June 28th 2017**

concerning: allocation of the Company's net profit for 2016 and setting the dividend record date and the dividend payment date.

Acting pursuant to Art. 395.2.2 and Art. 348.3 of the Commercial Companies Code, and pursuant to Art. 56.1.3 and 56.1.4 of the Company's Articles of Association, the Annual General Meeting of PGNiG SA hereby resolves:

Section 1

- 1) To allocate the net profit of PGNiG SA for 2016 of PLN 2,575,891,341.48 as follows:
 - a) PLN 1,155,662,971.40 shall be distributed to the Company's shareholders as dividend (PLN 0.20 per share),
 - b) PLN 1,420,228,370.08 shall be transferred to the Company's statutory reserve funds.
- 2) The dividend record date shall be set for July 19th 2017.
- 3) The dividend payment date shall be set for August 3rd 2017.

Section 2

This Resolution shall come into force as of its date.

Grounds

The PGNiG Management Board's proposal on the allocation of net profit is consistent with the PGNiG Group Strategy for 2017–2022 (extended until 2026), which provides for distribution of up to 50% of the Group's consolidated net profit as dividend for shareholders.

**Resolution No. / 2017
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated June 28th 2017**

concerning: removal of PGNiG Supervisory Board member

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 56.2.1) of the Company's Articles of Association, the Annual 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 of Warsaw.

Section 2

This Resolution shall come into force as of its date.

Grounds

On May 15th2017, the PGNiG Supervisory Board's term of office expired. In view of the foregoing, the Management Board requests the General Meeting to consider its proposal regarding changes in the composition of the Supervisory Board.

**Resolution No. / 2017
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated June 28th 2017**

concerning: appointment of PGNiG Supervisory Board member

Acting pursuant to Art. 385.1 of the Commercial Companies Code and Art. 56.2.1) of the Company's Articles of Association, the Annual 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 of Warsaw.

Section 2

This Resolution shall come into force as of its date.

Grounds

On May 15th2017, the PGNiG Supervisory Board's term of office expired. In view of the foregoing, the Management Board requests the General Meeting to consider its proposal regarding changes in the composition of the Supervisory Board.

**Resolution No. / 2017
of the General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of Warsaw
dated June 28th 2017**

Section 1

concerning: acquisition of a real property of Geofizyka Kraków SA (in liquidation) located in Kraków, at ul. Łukasiewicza 3.

Acting pursuant to Art. 56.3.2 of the Company's Articles of Association, in view of the favourable opinion of the PGNiG Supervisory Board contained in Resolution No. 29/VII/2017 of May 26th 2017, the General Meeting resolves to approve:

the acquisition from Geofizyka Kraków SA (in liquidation) of perpetual usufruct right to the real property located in Kraków, at ul. Łukasiewicza 3, comprising land plots assigned No. 54/2 and No. 54/3 in the cadastral records, Cadastral District 0006, Cadastral Unit Śródmieście, with a total area of 1.3970 ha, together with the ownership of the buildings, structures and equipment situated on that real property, for which the District Court for Kraków-Podgórze in Kraków maintains Land and Mortgage Register entry No. KR1P/00003260/6, for PLN 29,475,610 (VAT exclusive).

Section 2

This Resolution shall come into force as of its date.

Grounds

Due to the provisions of the Statute of PGNiG S.A. and the value of the property at 3 Łukasiewicz Street in Cracow, the acquisition by PGNiG S.A. requires a positive opinion of the Supervisory Board of PGNiG S.A. and consent of the General Meeting of the Company.

Legal basis:

Par. 38.1.1 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009 (Dz.U. No. 33 of February 28th 2009, item 259).