



Polskie Górnictwo Naftowe i Gazownictwo SA
Centrala Spółki

Warsaw, June 6th 2014

**Draft resolutions for the
Extraordinary General Meeting of PGNiG SA convened for July 3rd 2014**

Current Report No. 78 /2014

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 July 3rd 2014.

Resolution No. ____
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
dated July 3rd 2014

concerning: adoption 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 a resolution concerning the use of the capital reserve designated as 'Central Restructuring Fund' for one-off redundancy payments to former employees of BUD-GAZ Przedsiębiorstwo Produkcyjno-Usługowo-Handlowe Sp. z o.o. w likwidacji (in liquidation) of Warsaw,
7. Closing of the Meeting.

Section 2

This Resolution shall be effective as of its date.

Resolution No. ____
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
dated July 3rd 2014

concerning: the use of the capital reserve designated as 'Central Restructuring Fund' for one-off redundancy payments to former employees of BUD-GAZ Przedsiębiorstwo Produkcyjno-Usługowo-Handlowe Sp. z o.o. w likwidacji (in liquidation) of Warsaw.

Acting pursuant to Article 56.3.9 of the Company's Articles of Association and taking into account the favourable opinion of the PGNiG Supervisory Board contained in Resolution No. of, the General Meeting hereby resolves as follows:

Section 1

The General Meeting of PGNiG SA resolves to allocate PLN 1,025,346.78 from the capital reserve designated as 'Central Restructuring Fund' to one-off redundancy payments to 15 former employees of BUD-GAZ Przedsiębiorstwo Produkcyjno-Usługowo-Handlowe Sp. z o.o. w likwidacji (in liquidation) of Warsaw.

Section 2

This Resolution has been passed by approving votes and shall take effect as of the adoption date.

FOUNDATIONS

The Liquidator of BUD-GAZ Przedsiębiorstwo Produkcyjno-Usługowo-Handlowe Sp. z o.o. w likwidacji (in liquidation) of Warsaw submitted a Request to the Central Restructuring Fund Committee appointed by Resolution No. 336/2012 of the PGNiG Management Board, dated June 11th 2012, to allocate PLN 1,025,346.78 from the capital reserve designated as 'Central Restructuring Fund' to one-off redundancy payments to 15 former employees of the company

Pursuant to Par. 8.3.a of the Programme for Employment Streamlining and Redundancy Payments to Employees of the PGNiG Group for 2009–2011 (Stage 3),

the purposes for which the funds from the capital reserve designated as "Central Restructuring Fund" may be used include supporting the streamlining and restructuring initiatives by providing redundancy payments (social benefits) to former employees of the companies covered by the Programme where such companies are declared bankrupt or are to be liquidated, as confirmed by the Head Office's ownership supervision bodies in a relevant opinion.

The PGNiG Group is undergoing restructuring processes designed to keep within the Group only those companies whose operations are related to the core business of PGNiG SA. Since BUD-GAZ Sp. z o.o. does not meet this condition, the company's Extraordinary General Meeting resolved, on January 2nd 2013, to dissolve and liquidate the company, causing employment contracts with the employees of the liquidated company to be terminated.

The current balance of the capital reserve designated as 'Central Restructuring Fund' is PLN 3,219,067.61.

After the requested payments are made, the balance of the Central Restructuring Fund will be PLN 2,193,720.78.

Legal basis: Par. 38.1.3 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, item 259).