



Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, September 24th 2014

**Resolutions adopted by the Extraordinary General Meeting of PGNiG SA
convened for September 24th 2014**

Current report no. 104 /2014

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing the resolutions adopted by the Extraordinary General Meeting of PGNiG convened for September 24th 2014.

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA further announces that at its request the Extraordinary General Meeting of PGNiG SA resolved not to consider item 8 of the agenda.

RESOLUTION No. 1/IX/2014
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of September 24th 2014

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 a resolution to approve a reduction in the sale price of a land property located in Boleszkowice (Boleszkowice commune)
7. Adoption of a resolution to approve a reduction in the sale price of rights to a real property located at ul. F. Chopina in Zielona Góra
8. Adoption of a resolution to approve a reduction in the asking prices of real properties located in the towns of Sanok, Ustrzyki Dolne and Gorlice
9. Adoption of a resolution to terminate the 'Programme for Workforce Streamlining and Redundancy Payments to the Employees of the PGNiG Group for 2009–2011 (Stage 3)'
10. Closing of the Meeting

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4.560.300.089
Percentage of share capital represented by the shares on which valid votes were cast	77,29 %
Total number of valid votes	4.560.300.089
including votes:	
in favour	4.560.300.089
against	0
abstentions	0

RESOLUTION No. 2/IX/2014
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of September 24th 2014

concerning: approval of a reduction in the sale price of a land property located in Boleszkowice (Boleszkowice commune)

Section 1

Acting pursuant to Art. 19.3 in conjunction with Art. 19.2 of the Act on Commercialisation and Privatisation of August 30th 1996 (Dz.U. of 2013 No. 216, as amended), the Extraordinary General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA resolves to approve the sale of a land property located in Boleszkowice (Boleszkowice commune), comprising a land plot assigned No. 1158/11 in the cadastral records, with an area of 5,362 m², improved with buildings, structures and equipment, entered in the land and mortgage register maintained by the District Court in Myślibórz under KW No. SZ1M/00026136/7, for a price equal to or higher than two-thirds of the asking price quoted at the most recent auction, i.e. equal to or higher than PLN 589,841.86 (VAT-exclusive).

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4.560.300.089
Percentage of share capital represented by the shares on which valid votes were cast	77,29 %
Total number of valid votes	4.560.300.089
including votes: in favour	4.560.300.089
against	0
abstentions	0

RESOLUTION No. 3/IX/2014
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of September 24th 2014

concerning: approval of a reduction in the sale price of rights to a real property located at ul. F. Chopina in Zielona Góra.

Section 1

Acting pursuant to Art. 19.3 in conjunction with Art. 19.2 of the Act on Commercialisation and Privatisation of August 30th 1996 (Dz.U. of 2013 No. 216, as amended), the Extraordinary General Meeting of Polskie Górnictwo Naftowe i Gazownictwo SA of Warsaw resolves to approve the sale of perpetual usufruct right to a land property located at ul. F. Chopina 11/13 in Zielona Góra, comprising land plots assigned No. 109/11 and No. 324 in the cadastral records, with a total area of 1,163 m², together with the ownership title to buildings and equipment located within its boundaries, entered in the Land and Mortgage Register maintained by the District Court in Zielona Góra under KW No. ZG1E/00052082/3, and an undeveloped land property located at ul. F. Chopina in Zielona Góra, comprising land plots assigned No. 39/5 and No. 110/1 in the cadastral records, with a total area of 137 m², entered in the Land and Mortgage Register maintained by the District Court in Zielona Góra under KW No. ZG1E/00104242/3, for a price equal to or higher than two-thirds of the asking price quoted at the most recent auction, i.e. equal to or higher than PLN 5,286,900.00 (VAT-exclusive).

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4.560.300.089
Percentage of share capital represented by the shares on which valid votes were cast	77,29 %
Total number of valid votes	4.560.300.089
including votes:	
in favour	4.560.300.089
against	0
abstentions	0

Resolution No. 4/IX/2014
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of September 24th 2014

concerning: decision not to consider item 8 of the agenda of the Extraordinary General Meeting of PGNiG SA convened for September 24th 2014.

Section 1

Acting pursuant to Art. 49.5 of the Articles of Association of PGNiG SA, the Extraordinary General Meeting of PGNiG SA of Warsaw resolves not to consider item 8 of the agenda: "Adoption of a resolution to approve a reduction in the asking prices of real properties located in the towns of Sanok, Ustrzyki Dolne and Gorlice," submitted by the Management Board of PGNiG SA and included in the agenda of the Extraordinary General Meeting of PGNiG SA convened for September 24th 2014.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4,560,300,089
Percentage of share capital represented by the shares on which valid votes were cast	77.29 %
Total number of valid votes	4,560,300,089
including votes: in favour	4,249,999,999
against	0
abstentions	310,300,090

RESOLUTION No. 5/IX/2014
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo SA
of September 24th 2014

concerning: termination of the 'Programme for Workforce Streamlining and Redundancy Payments to the Employees of the PGNiG Group for 2009–2011 (Stage 3)'

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. 30/VII/2014 of August 29th 2014, the General Meeting hereby resolves as follows:

Section 1

The General Meeting of PGNiG SA resolves to approve the termination by the PGNiG Management Board of the 'Programme for Workforce Streamlining and Redundancy Payments to the Employees of the PGNiG Group for 2009–2011 (Stage 3)', with a notice period of three months and with effect from December 31st 2014.

Section 2

This Resolution shall come into force as of its date.

Additional information concerning the Resolution:

Number of shares on which valid votes were cast	4.560.300.089
Percentage of share capital represented by the shares on which valid votes were cast	77,29 %
Total number of valid votes	4.560.300.089
including votes:	
in favour	4.560.300.089
against	0
abstentions	0

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).