



Polskie Górnictwo Naftowe i Gazownictwo SA  
Centrala Spółki

Warsaw, April 16th 2015

**Resolutions adopted by the Annual General Meeting of PGNiG SA convened for  
April 16th 2015**

Current Report No. .../2015

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG" or the "Company") is publishing resolutions adopted by the Annual General Meeting of PGNiG convened for April 16th 2015.

**RESOLUTION No. 1/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

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 adopt resolutions,
4. Preparation of the attendance list,
5. Approval of the agenda,
6. Review and approval of the financial statements of PGNiG SA for 2014 and the Directors' Report on the Company's operations in 2014,
7. Review and approval of the PGNiG Group's consolidated financial statements for 2014 and the Directors' Report on the Group's operations in 2014,
8. Adoption of resolutions to grant discharge to members of the Management Board of PGNiG SA with respect to the performance of their duties in 2014,
9. Adoption of resolutions to grant discharge to members of the Supervisory Board of PGNiG SA with respect to the performance of their duties in 2014,
10. Adoption of a resolution on allocation of the Company's net profit for 2014 and setting the dividend record date and the dividend payment date,
11. Adoption of resolutions on changes in the Company's Articles of Association - at the request of a shareholder, the State Treasury, submitted under Art. 401 of the Commercial Companies Code,
12. Adoption of resolutions on changes in the composition of the PGNiG Supervisory Board - at the request of a shareholder, the State Treasury, submitted under Art. 401 of the Commercial Companies Code,
13. 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 602 285 314
against	-
abstentions	-

**RESOLUTION No. 2/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: review and approval of the financial statements of PGNiG SA for 2014 and the Directors' Report on the Company's operations in 2014.

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 2014, including:
  - a) statement of profit or loss for the period from January 1st to December 31st 2014, showing net profit of PLN 1,895m,
  - b) statement of comprehensive income for the period from January 1st to December 31st 2014, showing net comprehensive income of PLN 1,696m,
  - c) statement of financial position as at December 31st 2014, showing total assets of PLN 35,356m,
  - d) statement of cash flows for the period from January 1st to December 31st 2014, showing a net increase in cash of PLN 12m,
  - e) statement of changes in equity for the period from January 1st to December 31st 2014, showing an increase in equity of PLN 811m,
  - f) notes to the financial statements.
2. Directors' Report on the Company's operations in 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:	
in favour	4 598 814 491
against	10
abstentions	3 470 813

**RESOLUTION No. 3/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: review and approval of the PGNiG Group's consolidated financial statements for 2014 and the Directors' Report on the Group's operations in 2014.

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 2014, including:
  - a) consolidated statement of profit or loss for the period from January 1st to December 31st 2014, showing net profit of PLN 2,822m,
  - b) consolidated statement of comprehensive income for the period from January 1st to December 31st 2014, showing net comprehensive income of PLN 2,601m,
  - c) consolidated statement of financial position as at December 31st 2014, showing total assets of PLN 48,926m,
  - d) consolidated statement of cash flows for the period from January 1st to December 31st 2014, showing a net increase in cash of PLN 130m,
  - e) consolidated statement of changes in equity for the period from January 1st to December 31st 2014, showing an increase in equity of PLN 1,716m,
  - f) notes to the financial statements.
2. Directors' Report on the operations of the PGNiG Group in 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 598 806 4981
against	10
abstentions	3 478 813

**RESOLUTION No. 9/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Mariusz Zawisza, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

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 Mariusz Zawisza, President of PGNiG SA Management Board from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:	
in favour	4 598 147 209
against	511 010
abstentions	3 627 095

**RESOLUTION No. 4/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Jarosław Bauc, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

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 Jarosław Bauc, Vice-President of the PGNiG Management Board for Finance from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 598 147 209
against	511 010
abstentions	3 627 095

**RESOLUTION No. 7/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Zbigniew Skrzypkiewicz, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

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 Zbigniew Skrzypkiewicz, Vice-President of the PGNiG Management Board for Exploration and Production from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 598 147 209
against	511 010
abstentions	3 627 095

**RESOLUTION No. 8/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Waldemar Wójcik, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

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 Waldemar Wójcik, Vice-President of the PGNiG Management Board from April 3rd to December 31st 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 598 147 209
against	503 010
abstentions	3 635 095



**RESOLUTION No. 5/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Jerzy Kurella, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

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 Jerzy Kurella, Vice-President of the PGNiG Management Board for Trade from January 1st to December 29th 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 598 147 209
against	511 010
abstentions	3 627 095

**RESOLUTION No. 6/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Andrzej Parafianowicz, Member of the PGNiG Management Board, with respect to the performance of his duties in the financial year 2014.

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 Parafianowicz, Vice-President of the PGNiG Management Board for Corporate Affairs from January 1st to August 7th 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 598 147 209
against	511 010
abstentions	3 627 095

**RESOLUTION No. 17/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Wojciech Chmielewski, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

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 Chmielewski, Chairman of the PGNiG Supervisory Board from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 10/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Ms Agnieszka Woś, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

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 Agnieszka Woś, Deputy Chairperson of the PGNiG Supervisory Board from May 15th to December 31st 2014, with respect to the performance of her duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:	
in favour	4 601 232 799
against	511 010
abstentions	541 505

**RESOLUTION No. 11/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Ms Magdalena Zegarska, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

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 May 15th to December 31st 2014, with respect to the performance of her duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 22/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Ryszard Wąsowicz, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

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 May 15th to December 31st 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:	
in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 19/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Janusz Pilitowski, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

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 Janusz Pilitowski, Member of the PGNiG Supervisory Board from January 1st to December 31st 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 14/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Sławomir Borowiec, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

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 May 15th to December 31st 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 601 232 799
against	503 010
abstentions	549 505



**RESOLUTION No. 23/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Andrzej Janiak, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

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 Janiak, Member of the PGNiG Supervisory Board from March 26th to December 31st 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 20/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Bogusław Nadolnik, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

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 Bogusław Nadolnik, Member of the PGNiG Supervisory Board from May 15th to November 6th 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:	
in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 24/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Marcin Moryń, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

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 Marcin Moryń, Deputy Chairperson of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:	
in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 12/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Mieczysław Kawecki, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

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 Mieczysław Kawecki, Secretary of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:	
in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 16/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Mr Józef Głowacki, Member of the PGNiG Supervisory Board, with respect to the performance of his duties in the financial year 2014.

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 Józef Głowacki, Member of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of his duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 13/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Ms Agnieszka Chmielarz, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

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 Agnieszka Chmielarz, Member of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of her duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 21/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Ms Ewa Sibrecht-Ońska, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

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 Ewa Sibrecht-Ońska, Member of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of her duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 18/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Ms Jolanta Siergiej, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

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 Jolanta Siergiej, Member of the PGNiG Supervisory Board from January 1st to May 15th 2014, with respect to the performance of her duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 601 232 799
against	511 010
abstentions	541 505



**RESOLUTION No. 15/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: granting discharge to Ms Agnieszka Trzaskalska, Member of the PGNiG Supervisory Board, with respect to the performance of her duties in the financial year 2014.

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 Agnieszka Trzaskalska, Member of the PGNiG Supervisory Board from May 15th to July 30th 2014, with respect to the performance of her duties in the financial year 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:     in favour	4 601 232 799
against	503 010
abstentions	549 505

**RESOLUTION No. 25/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: allocation of the Company's net profit for 2014 and setting the dividend record date and the dividend payment date.

Section 1

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:

1. To allocate the net profit of PGNiG SA for 2014 of PLN 1,894,893,687.16 as follows:
  - a) PLN 1,180,000,000.00 shall be distributed to the Company's shareholders as dividend (PLN 0.20 per share),
  - b) PLN 714,893,687.16 shall be transferred to the Company's statutory reserve funds.
2. To set the dividend record date for July 15th 2015.
3. To set the dividend payment date for August 4th 2015.

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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:     in favour	4 457 609 128
against	683 833
abstentions	143 992 353

**RESOLUTION No. 26/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: amendments to the Company's Articles of Association

Acting pursuant to Art. 430.1 of the Commercial Companies Code and Article 56.4.6 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. hereby resolves as follows:

**Section 1**

The Annual General Meeting of PGNiG SA introduces the following amendments to the Company's Articles of Association:

1. Article 35.1 read as follows: "The Supervisory Board shall have from five to nine members, appointed by the General Meeting, subject to Article 36.1 below. Notwithstanding the foregoing, as long as the State Treasury remains a shareholder of the Company, the State Treasury, represented by the minister competent for matters pertaining to the State Treasury, acting in consultation with the minister competent for economy, shall have the right to appoint and remove one member of the Supervisory Board."

Article 35.1 shall read as follows: „The Supervisory Board shall have from five to nine members, appointed by the General Meeting, subject to Article 36.1 below. Notwithstanding the foregoing, as long as the State Treasury remains a shareholder of the Company, the State Treasury, represented by the minister competent for matters pertaining to the State Treasury shall have the right to appoint and remove one member of the Supervisory Board.”

**Section 2**

This Resolution shall be effective as of its date.

**Additional information concerning the Resolution:**

Number of shares on which valid votes were cast	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:	
in favour	4 548 799 370
against	51 678 534
abstentions	1 827 400

**RESOLUTION No. 27/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: appointment of PGNiG SA's Supervisory Board member

Acting pursuant to the provisions of Art. 385.1 of the Polish 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**

Mrs Irena Ożóg shall be appointed as member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

**Section 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:     in favour	4 408 066 695
against	192 226 937
abstentions	1 991 682

**RESOLUTION No. 28/IV/2015**  
**of the Annual General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**dated April 16th 2015**

concerning: appointment of PGNiG SA's Supervisory Board member

Acting pursuant to the provisions of Art. 385.1 of the Polish 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 Maciej Mazurkiewicz shall be appointed as member of the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

**Section 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	4 602 285 314
Percentage of share capital represented by the shares on which valid votes were cast	78%
Total number of valid votes	4 602 285 314
including votes:    in favour	4 408 066 695
against	192 234 937
abstentions	1 983 682

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).