



Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, October 29th, 2015

**Draft resolutions for the Extraordinary General Meeting of PGNiG SA convened  
for November 25th 2015**

Current Report No. 78/2015

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 November 25th 2015.

**RESOLUTION No. \_\_\_\_**  
**of the Extraordinary General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**of November 25th 2015**

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 General Meeting has been duly convened and has the capacity to pass resolutions
5. Approval of the agenda
6. Passing of a resolution to approve the sale by PGNiG SA  
of rights to real property forming part of a complex located in Warsaw, at ul. Kasprzaka 25, 25A and 25C, by way of oral auction
7. Closing of the Meeting

Section 2

This Resolution shall come into force as of its date.

**RESOLUTION No. \_\_\_\_**  
**of the Extraordinary General Meeting**  
**of Polskie Górnictwo Naftowe i Gazownictwo SA**  
**of November 25th 2015**

concerning: approval of the sale by PGNiG SA of rights to real property forming part of a complex located at ul. Kasprzaka 25, 25A and 25C in Warsaw, by way of oral auction

Section 1

Acting pursuant to Art. 56.3.3 of the Company's Articles of Association, the Extraordinary General Meeting of PGNiG SA approves the sale by PGNiG SA, by way of oral auction, of the following rights to real property located at ul. Kasprzaka 25, 25A and 25C in Warsaw:

- 1) perpetual usufruct right to real property located in cadastral district No. 6-04-07, comprising a land plot assigned No. **6/1** in the cadastral records, with an area of **8,903 m<sup>2</sup>** and land plot **No. 6/2**, with an area of **2,256 m<sup>2</sup>**, together with ownership of the buildings and structures situated thereon, which are held under a separate title, for which the District Court for Warszawa-Mokotów in Warsaw, 10th Land and Mortgage Register Division, maintains Land and Mortgage Register entry No. KW WA4M/00153284/6,
- 2) perpetual usufruct right to real property located in cadastral district No. 6-04-07, comprising a land plot assigned No. **64** in the cadastral records, with an area of **8,662 m<sup>2</sup>**, land plot **No. 7/1**, with an area of **10,769 m<sup>2</sup>**, and land plot No. **8/4**, with an area of **9,020 m<sup>2</sup>**, which was created upon geodetic division of land plot No. 8/1 effected pursuant to Decision No. 11 of the Mayor of the City of Warsaw of October 8th 2015 (No. GK-D-D-XVII.6831.10.2015.HWO(12.BBU)), approving the division of a land plot assigned No. 8/1 in the cadastral records, together with ownership of the buildings and structures situated thereon, which are held under a separate title, for which the District Court for Warszawa-Mokotów in Warsaw, 10th Land and Mortgage Register Division, maintains Land and Mortgage Register entry No. KW WA4M/00227834/7,

with the proviso that the asking price may not be lower than the present market value of the property as determined by a property appraiser, increased by any additional costs related to the auction procedure and VAT at the applicable rate.

Section 2

This Resolution shall come into force as of its date.

**Grounds**

PGNiG SA holds the following rights to the properties located at ul. Kasprzaka 25, 25A and 25C in Warsaw:

- 1) perpetual usufruct right to real property located in cadastral district No. 6-04-07, comprising a land plot assigned No. 6/1 in the cadastral records, with an area of 8,903 m<sup>2</sup> and land plot No. 6/2, with an area of 2,256 m<sup>2</sup>, together with ownership of the buildings and structures situated thereon, which are held under a separate title, for which the District Court for Warszawa-Mokotów in Warsaw, 10th Land and Mortgage Register Division, maintains Land and Mortgage Register entry No. KW WA4M/00153284/6,

2) perpetual usufruct right to real property located in cadastral district No. 6-04-07, comprising a land plot assigned No. 64 in the cadastral records, with an area of 8,662 m<sup>2</sup>, land plot No. 7/1, with an area of 10,769 m<sup>2</sup>, and land plot No. 8/4, with an area of 9,020 m<sup>2</sup>, which was created upon geodetic division of land plot No. 8/1 effected pursuant to Decision No. 11 of the Mayor of the City of Warsaw of October 8th 2015 (No. GK-D-D-XVII.6831.10.2015.HWO(12.BBU)), approving the division of a land plot assigned No. 8/1 in the cadastral records, together with ownership of the buildings and structures situated thereon, which are held under a separate title, for which the District Court for Warszawa-Mokotów in Warsaw, 10th Land and Mortgage Register Division, maintains Land and Mortgage Register entry No. KW WA4M/00227834/7.

The Management Board of PGNiG SA requests approval of the sale, by way of oral auction, of the abovementioned real property, with the proviso that the asking price may not be lower than its present market value as determined by a property appraiser, increased by any additional costs related to the auction procedure and VAT at the applicable rate.

The asking price, determined based on the appraisal report, is PLN 99,811,000 (VAT-exclusive). The proposed asking price, increased by estimated costs of preparing the transaction (i.e. the cost of the appraisal and publication of a relevant announcement), is PLN 99,830,000.

At a Management Board meeting held on March 17th 2015, possible scenarios for optimising the use of the complex located at ul. Kasprzaka 25 in Warsaw were presented. The Management Board resolved that further efforts should focus on the scenario providing for the sale of perpetual usufruct rights to land plots No. 64, 6/2, 6/1, 7/1 and a small part of land plot No. 8/1 to OGP Gaz-System, which is interested in their purchase. The Management Board obliged the Head of the Administration and Asset Department to approach OGP Gaz-System with an offer to sell rights to the above-mentioned land plots and land plot No. 8/4 (with a total area of approximately 9,020 m<sup>2</sup>), currently used as car park by employees of the COT (C2) building. After consultations, OGP Gaz-System SA accepted the offer.

OGP Gaz-System SA is a lessee of commercial and storage space in the COT (C2) office building, situated on land plot No. 64, described in Section 1 above. The building was designed and built, among other things, for the needs of the National Gas Dispatching Division (a unit within OGP Gaz-System's organisation), and is therefore furnished with specialist equipment and specially designed infrastructure. Any relocation of the National Gas Dispatching Division Centre (being part of the transmission infrastructure supervision system) would benefit neither Company. OGP GAZ-SYSTEM SA is interested to buy all the land plots described in detail in Section 1, as stated in the Letter of Intent signed by and between OGP Gaz-System and PGNiG SA on April 29th 2015. In performance of the Letter of Intent, Gaz-System conducted economic viability and legal analyses, and confirmed its intention to purchase the real property.

The sale transaction will be by way of auction, held pursuant to the Regulation of the Council of Ministers on the manner of and procedure for holding auctions for sale of non-current assets by a company established as a result of commercialisation (Dz.U. No. 27, item 177, as amended), dated February 13th 2007.

As the value of the real property exceeds the PLN equivalent of EUR 1,000,000, the sale requires approval from the General Meeting of PGNiG SA, as stipulated under Art. 56.3.3 of the Company's Articles of Association.