

Polish Oil and Gas Company (PGNiG SA)
Head Office

Warsaw, June 26th 2018

**Shareholder submits draft resolution for Annual General Meeting convened for June
29th 2018**

Current Report No. 33/2018

At the request of the shareholder State Treasury submitted under Art. 401 of the Commercial Companies Code, the Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA ("PGNiG", the "Company") publishes the draft resolution relating to item 11 of the agenda of the PGNiG Annual General Meeting convened for June 29th 2018 concerning "Adoption of a resolution to amend the Company's Articles of Association".

The proposed draft resolution is in addition to the draft resolutions presented May 29th 2018 in Current Report No. 32/2018.

Legal basis:

Par. 19.1.4 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 March 29th 2018 (Dz.U. 2018, item 757).

Draft

RESOLUTION No./2018
of the Annual General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo S.A. of Warsaw
dated June 29th 2018

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

Section 1

The Annual General Meeting of PGNiG S.A. resolves to amend the Company's Articles of Association as follows:

1. Art. 37.1 shall be amended to read as follows:

"If the Supervisory Board consists of up to six members, two members shall be appointed from among persons elected by the Company's employees and employees of all of its subsidiaries. If the Supervisory Board consists of seven to nine members, three members shall be appointed from among persons elected by the Company's employees and employees of all of its subsidiaries.

2. Art. 37.2 shall be amended to read as follows:

"The candidates for the position of the Supervisory Board members elected by the Company's employees and employees of all of its subsidiaries shall be persons who have received no less than 50% plus 1 vote validly cast in the election. The result of the voting shall be binding on the General Meeting, provided that at least 50% of all employees of the Company and its subsidiaries take part in the voting."

3. Art. 37.3 shall be amended to read as follows:

"The voting shall be held by secret ballot and shall have the form of a general and direct election managed by Election Committees appointed by the Supervisory Board from among the Company's employees and employees of all of its subsidiaries. A candidate for the election may not be a member of an Election Committee.

4. Art. 37.4 shall be amended to read as follows:

"Candidates for the Supervisory Board shall be elected by employees of the Company and of all its subsidiaries in the electoral districts defined in the Election Rules approved by the Company's Supervisory Board by way of a resolution."

5. Art. 37.5 shall be amended to read as follows:

"Election of candidates to the Supervisory Board shall be called by the Supervisory Board. The provisions of Article 26 and Article 27 shall apply accordingly in this respect.

6. Art. 37.6 shall be added, reading as follows:

When calling an election, the Supervisory Board shall adopt the Election Rules, setting forth the detailed procedure for the election and removal of the Supervisory Board members appointed from among persons elected by the employees of the Company and all of its subsidiaries. The Election Rules shall specify the subsidiaries comprising individual electoral districts.”

7. Art. 38 shall be amended to read as follows:

Upon a written request by at least 15% of all employees of the Company and its subsidiaries, the Supervisory Board shall call a vote on removal of an employees’ representative from the Supervisory Board. The result of the vote shall be binding on the General Meeting, provided that at least 50% of all employees of the Company and its subsidiaries take part in the voting and that the same majority of votes is obtained as is required for election.”

8. Art. 39 shall be amended to read as follows:

“In the event of removal, resignation or death of a Supervisory Board member appointed from among the persons elected by employees of the Company and all of its subsidiaries, the person who has obtained the next largest number of votes in the most recent election shall be appointed to the Supervisory Board in a given electoral district. If this is impracticable, a by-election shall be held, in which case the provisions of Article 27.3 and 27.4 and Article 37.5 shall apply accordingly.”

9. After Art. 65.12, the following Art. 65.13 shall be added:

“Whenever these Articles of Association refer to employees of a subsidiary, it shall mean employees of a subsidiary within the meaning of Art. 3.1.39 of the Accounting Act of September 29th 1994.”

Section 2

This Resolution shall become effective as of its date.