

Polskie Górnictwo Naftowe i Gazownictwo SA
Centrala Spółki

Warsaw, December 21st 2018

**Draft resolutions for the Extraordinary General Meeting of PGNiG SA convened for
January 23rd 2019**

Current Report No. 65/2018

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo SA (“PGNiG” or the “Company”) publishes draft resolutions to be submitted to the Extraordinary General Meeting of PGNiG convened for January 23rd 2019.

Legal basis:

Par. 19.1.2 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. of 2018, item 757).

Resolution No. / 2019
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo S.A.
of Warsaw
of January 23rd 2019

concerning: adoption of the agenda for the Extraordinary General Meeting of PGNiG S.A.

Section 1

The Extraordinary General Meeting of PGNiG S.A. resolves to adopt the following agenda:

1. Opening of the Meeting.
2. Appointment of Chairman of the Meeting.
3. Confirmation that the Meeting has been duly convened and has the capacity to pass resolutions.
4. Preparation of the attendance list.
5. Adoption of the agenda.
6. Voting on a resolution to approve the sale to Polska Spółka Gazownictwa Sp. z o.o. of fixed assets comprising a high-pressure gas pipeline connecting the Kościan gas production site to KGHM Polkowice/Żukowice, along with ancillary transmission infrastructure.
7. Voting on a resolution to amend the Company's Articles of Association.
8. Voting on a resolution to adopt the amended Rules of Procedure for the General Meeting.
9. Closing of the Meeting.

Section 2

This Resolution shall come into force as of its date.

Resolution No. / 2019
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo S.A.
of Warsaw
of January 23rd 2019

concerning: approval of the sale to Polska Spółka Gazownictwa Sp. z o.o. of fixed assets comprising a high-pressure gas pipeline connecting the Kościan gas production site to KGHM Polkowice/Żukowice, along with ancillary transmission infrastructure

Acting pursuant to Art. 56.3.3 of the Company's Articles of Association, and taking into consideration the favourable opinion of the PGNiG Supervisory Board contained in Resolution No. 98/VIII/2018 of December 20th, the General Meeting resolves as follows:

Section 1

To approve of the sale to Polska Spółka Gazownictwa Sp. z o.o. of fixed assets comprising a high-pressure gas pipeline connecting the Kościan gas production site to KGHM Polkowice/Żukowice, along with ancillary transmission infrastructure, for a total price not lower than **PLN 144,070,320.00 (exclusive of VAT)**.

The list of fixed assets comprising the high-pressure gas pipeline from the Kościan gas production site to KGHM Polkowice/Żukowice (along with ancillary transmission infrastructure) is attached as Appendix 1 to this Resolution.

Section 2

This Resolution shall come into force as of its date.

Statement of reasons

The sale of gas infrastructure by Polskie Górnictwo Naftowe i Gazownictwo S.A. is connected with the reorganisation of its assets following separation of the gas distribution system operator holding a licence for gas transmission and distribution activities.

Given that the target owner of gas distribution infrastructure in Poland is Polska Spółka Gazownictwa Sp. z o.o. as the National Gas Distribution System Operator, it is reasonable that Polskie Górnictwo Naftowe i Gazownictwo S.A. should sell its fixed assets comprising a high-pressure gas pipeline connecting the Kościan gas production site to KGHM Polkowice/Żukowice, along with ancillary transmission infrastructure, to that company.

**Resolution No. / 2019
of the Extraordinary General Meeting of
Polskie Górnictwo Naftowe i Gazownictwo S.A.
of Warsaw
of January 23rd 2019**

concerning: amendment to the Company's Articles of Association

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

Section 1

The Extraordinary General Meeting of PGNiG S.A. amends the Company's Articles of Association as follows:

1. In Art. 6.106, the full stop shall be replaced by a comma and Art. 6.107 shall be added, reading as follows:

“107) Other passenger land transport services, n.e.c.”

2. Art. 33.2.3 shall be amended to read as follows:

“3) assume other liabilities whose value exceeds 20% of the Company's share capital, except where the liability has been provided for in the plans referred to in Art. 33.1.6, approved by the Supervisory Board, or in agreements for the provision of gas fuel transmission or distribution services or agreements for sale by the Company of gas fuel, gas, crude oil or condensate,”.

3. Art. 33.3.16 shall be amended to read as follows:

“16) providing opinions on the Management Board's proposals to incur liabilities exceeding the PLN equivalent of EUR 100,000,000, subject to Art. 33.2, with the proviso that such opinions are not required in the case of liabilities provided for in the plans referred to in Art. 33.1.6, approved by the Supervisory Board, or in agreements for the provision of gas fuel transmission or distribution services or agreements for sale by the Company of gas fuel, gas, crude oil or condensate,”.

4. Art. 65.9 shall be amended to read as follows:

“9. Whenever a reference is made in these Articles of Association to a foreign entity, the provisions of the Act of March 6th 2018 concerning the rules of participation of foreign business entities and other foreign persons in commercial transactions in the Republic of Poland shall apply.”

Section 2

This Resolution shall become effective as of its date.

Statement of reasons

I. Grounds for amendment to Art. 6 of the Company's Articles of Association.

The proposed amendment will enable the implementation of a support programme for the needy and disabled, initiated by the PGNiG Ignacy Łukasiewicz Foundation, aimed primarily at helping employees in difficult personal circumstances, their families and retired employees of the PGNiG Group by enabling them to rent a car for the disabled.

II. Grounds for amendment to Art. 33.2.3 and Art. 33.3.16 of the Company's Articles of Association

The proposed amendments aim to facilitate and simplify the process of contracting sale of gas fuel, gas, crude oil or condensate by the Company.

III. Grounds for amendment to Art. 65.9 of the Company's Articles of Association.

The amendment is proposed to bring the provision into compliance with applicable laws.

**Resolution No. / 2019
of the Extraordinary General Meeting of
of Polskie Górnictwo Naftowe i Gazownictwo S.A.
of Warsaw
of January 23rd 2019**

concerning: adoption of the amended Rules of Procedure for the General Meeting of PGNiG S.A.

The General Meeting resolves as follows:

Section 1

The Rules of Procedure for the General Meeting adopted by Resolution No. 4 of the Extraordinary General Meeting of Polskie Górnictwo Naftowe i Gazownictwo S.A. of February 13th 2006 concerning adoption of the Rules of Procedure for the General Meeting of PGNiG S.A. are hereby repealed.

Section 2

The Extraordinary General Meeting hereby adopts the Rules of Procedure for the General Meeting of PGNiG S.A. reading as follows:

**“RULES OF PROCEDURE OF THE GENERAL MEETING
OF POLSKIE GÓRNICHTWO NAFTOWE I GAZOWNICTWO S.A. OF WARSAW**

I. General Provisions

Section 1

1. The General Meeting, as the governing body of Polskie Górnictwo Naftowe i Gazownictwo S.A. (“the **Company**”), shall act pursuant to the provisions of the Polish Commercial Companies Code, the Company’s Articles of Association and these Rules of Procedure.
2. These Rules of Procedure set forth the principles of conducting the meetings and adopting resolutions by the General Meeting.
3. Participants of the General Meeting shall abide by these Rules.
4. A shareholder – within the meaning of these Rules – shall mean also a representative of a shareholder which is a legal person or a proxy representing a shareholder at the General Meeting, unless the context implies otherwise.

Section 2

Except for the cases provided for by the Polish Commercial Companies Code, other acts or the Company's Articles of Association, a General Meeting shall be valid and shall be authorised to pass resolutions irrespective of the number of shareholders in attendance and of the number of shares represented thereon.

II. Participants of the General Meeting

Section 3

1. The General Meeting may only be attended by persons who are Company shareholders sixteen days prior to the date of the General Meeting (the record date for participation in the General Meeting). Such persons are obliged to request the entity keeping their securities accounts, no earlier than after the date of the notice of the General Meeting and no later than on the first weekday following the record date for participation in the General Meeting, to issue personal certificates confirming their right to participate in the General Meeting. The list of shareholders entitled to participate in the General Meeting shall be determined by the Company on the basis of records prepared by the entity operating the securities depository in accordance with the applicable laws on trading in financial instruments.
2. The General Meeting may also be attended by persons referred to in par. 1 sentence 1 above who provide other documents which, in accordance with the applicable laws on trading in financial instruments, are deemed equivalent to the personal certificate evidencing the right to participate in the General Meeting, provided that the entity issuing such documents has been notified to the entity operating the securities depository for the Company.
3. The General Meeting may be attended by representatives or proxies of a shareholder. Powers of proxy to act on behalf of a shareholder should be granted in writing under pain of nullity or in electronic form. A power of proxy in electronic form shall not require a qualified electronic signature. The rules for granting powers of proxy are set out in Section 4.5 below.
4. In addition, the following persons shall have the right to participate in the General Meeting:
 - 4.1. With the right to speak:
 - (a) Members of the Management Board and Supervisory Board, as well as candidates to the Supervisory Board (if the General Meeting is to deal with the appointment of a member or members of the Supervisory Board); in the case of candidates to the Supervisory Board, the General Meeting may limit their right to speak to matters related directly to the candidacy for a post on the Supervisory Board;
 - (b) Former members of the Management Board and the Supervisory Board, referred to in Art. 395.3 of the Polish Commercial Companies Code, in the cases and to the extent specified therein;
 - (c) Removed members of the Management Board referred to in Art. 370.3 of the Polish Commercial Companies Code, in the cases and to the extent specified therein;
 - (d) Guests invited by the body convening the General Meeting and experts, including chartered auditors and members of the Company's legal staff,

invited to present their opinions or clarifications concerning matters included on the agenda – with the proviso that their right to speak may be limited by the General Meeting only to those items on the agenda in connection with which they have been invited;

(e) Notaries public drawing up the minutes of the General Meeting;

4.2. Without the right to speak:

(a) Interpreters and translators;

(b) Journalists;

(c) Staff responsible for technical and organisational support of the General Meeting;

with the proviso that in the case of an objection to the attendance of any of the persons referred to in Section 3.4.2(b) raised by any of the shareholders for reasons justified by the Company's interest, the Chairman shall request such a person to leave the meeting room.

Section 4

1. Shareholders arriving to a General Meeting shall confirm their attendance with their own signature affixed on the attendance list displayed in the meeting room, in the presence of a person charged with the registration of arriving shareholders, and shall collect their voting cards or facilities prepared in advance by the Management Board or by an entity entrusted by the Management Board with technical support of the General Meeting.
2. In order for a shareholder's representatives or proxies to participate in a General Meeting, their right to act on behalf of the shareholder should be duly documented by submitting relevant documents confirming their authorisation to represent this shareholder at the General Meeting. It shall be presumed that a written document confirming the authorisation to represent a shareholder at a General Meeting is in conformity with the law and does not require any additional confirmations, unless its authenticity or validity prima facie raises doubts of the Company's Management Board (upon drawing up the attendance list) or of the Chairman of the General Meeting.
3. Representatives of shareholders entitled to participate in the General Meeting shall submit, to the person charged with registering the shareholders, documents confirming their authorisation to represent the shareholder in the form provided for in generally applicable laws.
4. Representatives of legal persons are obliged to submit valid excerpts from registers setting forth persons authorised to represent such entities. In the case of foreign legal persons with registered office in a country where no such registers are maintained, it is necessary to submit a document confirming their existence and the authorisation of their representatives to act on their behalf.
5. If a power of proxy to participate in and exercise voting rights at the General Meeting is granted in electronic form, the following must also be sent along with a notification on granting the power of proxy to the email address specified in the notice of the General Meeting:
 - scanned copy of the power of proxy;

- scanned copy of a document enabling identification of the shareholder as the principal and enabling identification of the appointed proxy;
- scanned copy of the relevant entry in the register in which the principal or the proxy is registered – where a legal person or an organisation referred to in Art. 33¹ of the Polish Civil Code is the principal or the proxy;
- email address through which the Company will be able to communicate with the shareholder or the proxy.

Where the documents referred to above are prepared in a foreign language, Section 6.2 of these Rules shall apply. The Company may take steps to establish the identity of the shareholder and the proxy in order to verify the validity of a power of proxy granted in electronic form. Such steps should be commensurate with their purpose. The provisions of this paragraph shall not release the proxy from the obligation to present the documents based on which his/her identity can be established, at the time of drawing up the list of shareholders entitled to participate in the General Meeting, as specified in this paragraph.

6. If proxies are members of the Management Board, members of the Supervisory Board, employees of the Company, or members of the governing bodies or employees of a subsidiary of the Company, the relevant powers of proxy may apply to one General Meeting only. Granting further powers of proxy is not permitted, and the proxy shall vote as instructed by the shareholder. In such a case, the proxy is also obliged to disclose to the shareholder any circumstances leading to an actual or potential conflict of interest.
7. The provisions of this paragraph shall apply accordingly to the revocation of a power of proxy.
8. Upon request of a person charged with registering the shareholders, a shareholder or a person representing a shareholder shall be obliged to present a document confirming his/her identity.

III. Organisation of the General Meeting

Section 5

1. The responsibility for the organisation, technical support and order of a General Meeting shall rest with the Management Board.
2. The Management Board may entrust the technical support of a meeting to an entity specialising in services related to organisation of general meetings, in particular with respect to registration of shareholders and counting of votes.
3. The Management Board shall designate – or shall cause an entity specialising in organisation of general meetings – to designate one or more persons authorised to register shareholders arriving to a General Meeting. Persons designated to register shareholders should be easily identifiable by shareholders arriving to the General Meeting.

Section 6

1. The General Meeting shall be conducted in the Polish language. Persons with voting rights, participating in the General Meeting, who do not speak Polish, should secure the assistance of a certified interpreter.

2. Documents confirming the authorisation of a shareholder's representative or proxy to represent the shareholder, as well as any written representations submitted to the Chairman or notary public drawing up the minutes of the General Meeting, prepared in a foreign language, should be submitted together with their certified translations into the Polish language.

IV. Proceedings of the General Meeting

Section 7

1. A General Meeting shall be opened by the Chairman or Deputy Chairman of the Supervisory Board.
2. In the absence of the persons referred to in Section 7.1, the General Meeting shall be opened by the President of the Management Board, or a person appointed by the Management Board.
3. The person opening the General Meeting should procure that the Chairman of the General Meeting is promptly elected or designated in accordance with Art. 399.3 or Art. 400.3 of the Polish Commercial Companies Code, and should refrain from any other substantive or procedural decisions.
4. The Chairman shall be elected from among persons entitled to participate in the General Meeting.
5. The person opening the General Meeting shall open the procedure of proposing candidates for the position of Chairman of the General Meeting and shall enter those persons who have consented to stand for the election in the list of candidates. The list of candidates may be closed by the person opening the General Meeting on his/her own initiative or at a participant's request.
6. The Chairman shall be elected in a secret ballot by voting on each candidate separately, in the order in which the candidates were put forward. The person who first receives an absolute majority of votes shall be elected Chairman.

Section 8

1. The Chairman shall ensure that the meeting proceeds smoothly and that the rights and interests of all the shareholders are respected. The Chairman should not resign from his/her function without a sound reason, and may not unreasonably delay the signing of the minutes of the General Meeting.
2. The Chairman's rights and obligations shall include in particular:
 - 2.1. Ensuring that the General Meeting sticks to its business;
 - 2.2. Giving or taking away the floor for participants in the General Meeting;
 - 2.3. Informing the shareholders of the rules and procedure for adopting resolutions;
 - 2.4. Ordering votes, ensuring their proper conduct, announcing voting results, and declaring that resolutions have or have not been passed;
 - 2.5. Managing the work of committees, if appointed, and of auxiliary personnel;

- 2.6. Delivery of procedural instructions in the meeting room, and ensuring that the exercise of shareholders' rights and the manner of exercising their rights do not impede proper operation of the Company's governing bodies;
 - 2.7. Ordering short breaks (procedural recesses) in the General Meeting in accordance with par. 5 below;
 - 2.8. Setting the maximum speaking time, provided that this may not be intended to restrict the freedom of expression of shareholders and only to ensure smooth proceedings of the Meeting.
3. A participant of the General Meeting may only speak on matters placed on the agenda, currently under discussion. The Chairman of the General Meeting shall give the floor to speakers in the order in which they requested to speak.
 4. The Chairman may deprive a participant in the General Meeting of the right to speak, if a given speech:
 - 4.1. Concerns matters which are not related to an item on the agenda under discussion;
 - 4.2. Infringes upon the law or decency;
 - 4.3. Prevents proper conduct of the Meeting;
 - 4.4. Exceeds the maximum speaking time set by the Chairman.
 5. The Chairman of the General Meeting may call short breaks in the proceedings (procedural recesses) as long as they do not constitute adjournments of the Meeting within the meaning of Art. 408.2 of the Commercial Companies Code, however, with the proviso that the recess may not have the objective of impeding shareholders in the exercise of their rights.
 6. Participants voicing objections to a given resolution should have an opportunity to concisely justify their objection.
 7. The Chairman may decide to remove from the meeting room a General Meeting participant who persistently breaks the order in a manner which prevents the conduct of the Meeting.

Section 9

Alterations shall be made to the attendance list upon each change of the composition of the General Meeting, in such a manner that a shareholder entering or leaving the meeting room during the Meeting shall sign the attendance list, and the person appointed to register the shareholders shall note down the time of entering or leaving next to the signature. If an electronic system for counting votes is used, a shareholder who enters or leaves the meeting room should also register or deregister the votes held by that shareholder in the electronic system for counting votes. The Chairman of the General Meeting shall notify the participants of each change to the attendance list.

Section 10

1. Upon election of the Chairman and signing the attendance list, the Chairman:

- 1.1. shall confirm that the General Meeting has been duly convened and has the capacity to pass resolutions on matters included on the agenda, based on the evidence of convening the General Meeting, the attendance list and documents confirming the authorisation of the shareholders' representatives;
 - 1.2. shall present the agenda;
 - 1.3. shall order the appointment of a ballot counting committee, if such motion is received.
2. Duties of the ballot counting committee, if appointed, shall include oversight over the propriety of a ballot, verification and counting of the vote results, providing the Chairman with such results and performing other actions related to the conduct of voting. Members of the ballot counting committee shall have oversight over the propriety of ballots, also if an electronic system for counting votes is used in the voting.
3. The ballot counting committee shall consist of three persons appointed by the General Meeting. Each participant of the General Meeting has the right to propose one candidate. Candidates may be put forward until the list of candidates to the ballot counting committee is closed. Persons proposed as candidates shall be entered in the list of candidates, provided that they have consented to stand for the election. Votes shall be cast in a secret ballot separately on each candidate, in the order in which they were put forward. The persons who first receive an absolute majority of votes, in the number equal to the determined number of the ballot counting committee members (three persons), shall be deemed elected to the ballot counting committee.
4. Members of the committees appointed by the General Meeting shall be elected from among the shareholders.

Section 11

1. The General Meeting may only adopt resolutions on matters included on the agenda, providing, however, that a motion for convening an Extraordinary General Meeting and motions related to procedural matters may be adopted despite their non-inclusion on the agenda.
2. A change in the order of dealing with items on the agenda shall be subject to a procedural resolution adopted by the General Meeting. A decision not to consider an item placed on the agenda or remove an item from the agenda shall require a resolution of the General Meeting passed with a majority of three-quarters of the votes, and may only be passed for a good and valid reason. A proposal not to consider an item placed on the agenda or remove an item from the agenda must be submitted along with a detailed statement of reasons.
3. The Chairman of the General Meeting may order that several agenda items be dealt with jointly in order to facilitate the conduct of the Meeting. If any of the participants of the General Meeting raises an objection, the decision to consider specific agenda items jointly shall be resolved by way of a procedural resolution of the General Meeting.
4. Unless the Articles of Association, the Polish Commercial Companies Code or other act provide otherwise, resolutions of the General Meeting shall be adopted with an absolute majority of the votes cast.

Section 12

1. If more than one motion, providing for different proposals, have been put forward with reference to a given matter, the Chairman shall firstly order the voting on the most extensive motions. If this criterion cannot be applied, the motions shall be voted in the order in which they were put forward.
2. In the case of elections, candidacies shall, on principle, be voted on in the order in which they were put forward.
3. A candidate shall be entered in the list of candidates to the Supervisory Board after the person proposing the candidate provides:
 - 3.1. justification for appointment of the candidate to the Company's Supervisory Board;
 - 3.2. the candidate's written consent to stand for the election to the Supervisory Board;
 - 3.3. the candidate's written representation to the effect that he or she meets the conditions necessary to serve as a Supervisory Board member, in particular as specified in Art. 18 of the Commercial Companies Code and any other regulations applicable to the Company;
 - 3.4. information on the candidate's qualifications to serve as a member of the Company's Supervisory Board, particularly the candidate's biographical note;
 - 3.5. the candidate's written statement to the effect that the candidate agrees to the processing and publication of his/her personal data by the Company to the extent required in connection with his/her running as candidate to the Company's governing body and serving on the Supervisory Board.
4. Election of Supervisory Board members shall be held by a secret ballot, by voting separately on each candidate in the order in which they were put forward. The candidates who first receive an absolute majority of votes in favour of their appointment, in the number corresponding to the number of vacancies to be filled on the Supervisory Board, shall be deemed elected.

V. Election of the Supervisory Board by block voting

Section 13

1. Where the agenda for the General Meeting includes election of the Supervisory Board by block voting, the election shall proceed in accordance with the following principles.
2. If the agenda for the General Meeting so provides, the Chairman, based on shareholders' motions, shall first order a vote on a resolution concerning determination of the number of Supervisory Board members to be appointed by way of block voting.
3. After the adoption of a resolution concerning determination of the number of Supervisory Board members to be appointed by way of block voting, the Chairman shall calculate and announce the minimum number of shares required to establish a block. For the purposes of calculating the number of shares required to establish a block, the Chairman may procure the services of a company operating an electronic system for counting votes. The number of shares is determined by dividing the overall number of shares represented at that General Meeting by the number of Supervisory Board members to be appointed.
4. Shareholders comprising a block shall submit to the Chairman a protocol confirming establishing the block. Such protocol should include at least the following information: a

list of the shareholders comprising such block, the number of shares represented by individual shareholders comprising the block, and the overall number of shares represented by the block.

5. The Chairman of the General Meeting shall examine the correctness of the establishment of each block, in particular if none of the shareholders is included in more than one block and if there is a sufficient number of shareholders in each block. If any irregularities are identified, the Chairman of the General Meeting may order a procedural recess to remove them.
6. The Chairman of the General Meeting shall announce that individual blocks have been established. The Chairman shall order that a list of participants be prepared for each block and that voting be conducted within each block.
7. No Supervisory Board members are appointed by way of block voting if no block has been established.
8. A shareholder who is a member of a given block may vote on behalf of the shares that he represents only within the given block, i.e. he is not allowed to divide his block of shares.
9. The number of Supervisory Board members who may be appointed by a given block follows from the quotient of the number of shares represented by that block and the minimum number of shares referred to in Section 13.3 above. The quotient is rounded down without taking into account any decimal places.
10. Supervisory Board mandates not filled by a relevant block (or blocks) of shareholders shall be filled by way of a ballot involving all shareholders who had not cast their votes in appointment of Supervisory Board members in block voting.

VI. Election of the Supervisory Board member referred to in Art. 36 of the Articles of Association

Section 14

1. The Supervisory Board member meeting the requirements specified in Art. 36.1 of the Articles of Association shall be elected by way of a separate vote.
2. The right to propose candidates for the post of a member of the Supervisory Board meeting the requirements set forth in Art. 36.1 of the Articles of Association shall rest with the shareholders present at the General Meeting whose agenda includes election of the Supervisory Board member referred to in Art. 36.1 of the Articles of Association.
3. The proposal shall be submitted in writing to the Chairman of the General Meeting, along with a written representation of a given candidate to the effect that the candidate agrees to stand for the election and meets the requirements specified in Art. 36.1 of the Articles of Association and other documents referred to in Section 12.3 above.
4. If no candidates are submitted by shareholders as provided for in par. 3 above, candidates to the Supervisory Board satisfying the criteria referred to in Art. 36.1 of the Articles of Association shall be proposed by the Supervisory Board. In such case, candidates shall be submitted to the Chairman of the General Meeting on behalf of the Supervisory Board by the Chairman of the Supervisory Board or another person authorised to do so by the Supervisory Board.

VII. Payment of dividend, interim dividend and conditional dividend

Section 15

1. The Annual General Meeting shall determine the dividend record date and the dividend payment date. The dividend record date may be set for a date not earlier than five days and not later than three months from the relevant resolution date. The dividend record and payment dates should be set in such a manner as to ensure that the period between them is not longer than 15 business days. A longer period between these dates requires grounds.
2. A resolution of the General Meeting concerning conditional dividend payment may only contain such conditions that can potentially materialise before the dividend record date.
3. Interim dividend payment shall be governed by the applicable laws and the Company's Articles of Association.

VIII. Miscellaneous

Section 16

1. In addition to the minutes drawn up by a notary, the General Meeting may be recorded by means of audio-visual equipment and broadcast in real time.
2. In addition to the minutes drawn up by a notary, the Chairman may also order that minutes of the General Meeting be taken recording the entire proceedings and contents of each speech made at the Meeting. Such minutes shall be prepared by a person designated by the Chairman. Minutes may also be taken by electronic means. Such minutes should be stored at the Company.

Section 17

Should any provision of these Rules be invalid or ineffective, this shall not affect the validity or effectiveness of any other provision hereof."

Section 3

The amendments to these Rules of Procedure for the General Meeting shall take effect as of the next General Meeting.

Section 4

This Resolution shall become effective as of its date.

Statement of reasons

The need to amend the Rules of Procedure for the General Meeting of PGNiG S.A. follows from the need to ensure compliance with the applicable laws and code of best practice of companies listed on the WSE.