

**The resolutions passed by the Extraordinary Shareholders' Meeting of PGNiG on 12 December 2005**

Current Report No. 137/2005 dated 13 December 2005

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby announces the resolutions passed by the Extraordinary Shareholders' Meeting of PGNiG on 12 December 2005:

**Resolution No. 1  
of the Extraordinary Shareholders' Meeting of:  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
held on 12 December 2005**

**concerning: changes in the composition of the Supervisory Board of the Company**

Acting pursuant to art. 385 paragraph 1 of the Partnerships and Companies Code and paragraph 35 sections 1, 3 and 4 of the Company's Statute, the Extraordinary General Meeting hereby resolves as follows:

§ 1

Mr. Andrzej Arendarski shall be dismissed from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

§ 2

Mr. Piotr Szwarc shall be appointed to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

§ 3

The resolution shall enter into force upon being adopted.

**Resolution No. 2  
of the Extraordinary Shareholders' Meeting of:  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
held on 12 December 2005**

**concerning: changes in the composition of the Supervisory Board of the Company**

Acting pursuant to art. 385 paragraph 1 of the Partnerships and Companies Code and paragraph 35 sections 1, 3 and 4 of the Company's Statute, the Extraordinary General Meeting hereby resolves as follows:

§ 1

Mr. Zbigniew Kamieński shall be dismissed from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

§ 2

Mr. Krzysztof Głogowski shall be appointed to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

§ 3

The resolution shall enter into force upon being adopted.

**Resolution No. 3  
of the Extraordinary Shareholders' Meeting of:**

**Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
held on 12 December 2005**

**concerning: changes in the composition of the Supervisory Board of the Company**

Acting pursuant to art. 385 paragraph 1 of the Partnerships and Companies Code and paragraph 35 sections 1, 3 and 4 of the Company's Statute, the Extraordinary General Meeting hereby resolves as follows:

§ 1

Mr. Tadeusz Soroka shall be dismissed from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

§ 2

Mr. Wojciech Arkuszewski shall be appointed to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna as of 1 January 2006.

§ 3

The resolution shall enter into force upon being adopted.

**Resolution No. 4  
of the Extraordinary Shareholders' Meeting of:  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
held on 12 December 2005**

**concerning: changes in the composition of the Supervisory Board of the Company**

Acting pursuant to art. 385 paragraph 1 of the Partnerships and Companies Code and paragraph 35 sections 1, 3 and 4 of the Company's Statute, the Extraordinary General Meeting hereby resolves as follows:

§ 1

Mr. Dawid Sukacz shall be dismissed from the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna

§ 2

Mr. Andrzej Rościszewski shall be appointed to the Supervisory Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna.

§ 3

The resolution shall enter into force upon being adopted.

**Resolution No. 5  
of the Extraordinary Shareholders' Meeting of:  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
held on 12 December 2005**

**concerning: changes in the composition of the Company's Management Board**

Acting pursuant to art. 368 paragraph 4 of the Partnerships and Companies Code, the Extraordinary General Meeting hereby resolves as follows:

§ 1

Mr. Marek Foltynowicz shall be dismissed from the Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna as of 1 January 2006.

§ 2

The resolution shall enter into force upon being adopted.

**Resolution No. 6  
of the Extraordinary Shareholders' Meeting of:  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
held on 12 December 2005**

**concerning: changes in the composition of the Company's Management Board**

Acting pursuant to art. 368 paragraph 4 of the Partnerships and Companies Code, the Extraordinary General Meeting hereby resolves as follows:

§ 1

Mr. Mieczysław Jakiel shall be dismissed from the Management Board of Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna as of 1 January 2006.

§ 2

The resolution shall enter into force upon being adopted.

**Resolution No. 7  
of the Extraordinary Shareholders' Meeting of:  
Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna  
held on 12 December 2005**

**on: the use of funds from the reserve capital – the Central Restructuring Fund created for the years 2005 – 2007.**

Acting pursuant to clause 56 section 3 subsection 9 of the Company's Statute, and in light of the favourable opinion of the Supervisory Board of PGNiG S.A. expressed in Resolution No. 72/IV/05 dated 29 November 2005 the following is hereby resolved:

§ 1

The Extraordinary General Meeting of PGNiG S.A. hereby resolves to use the funds from the reserve capital – the Central Restructuring Fund created for the years 2005 – 2007, of PLN 10,300,000, for:

- one-off payments (remedial payments) for 131 former employees of BN Naftomontaż Sp. z o.o. in Krosno (of PLN 5,580,000.00); and
- one-off payments (remedial payments) for 89 former employees of NAFT - TRANS Sp. z o.o. in Krosno (of PLN 4,720,000.00).

§2

The resolution shall become effective upon being adopted.

**The Management Board of PGNiG S.A.**