

Polish Oil and Gas Company (PGNiG SA)  
Head Office

Warsaw, June 18th 2019

**Draft resolution proposed by a shareholder for the Annual General Meeting of  
PGNiG S.A. to be held on June 27th 2019**

Current Report No. 26/2019

The Management Board of Polskie Górnictwo Naftowe i Gazownictwo S.A. ("PGNiG") hereby publishes a draft resolution pertaining to item 10 of the agenda of the PGNiG Annual General Meeting convened for June 27th 2019 on the allocation of the 2018 net profit and on setting the dividend record date and the dividend payment date, as per a proposal submitted by the State Treasury as the Company's shareholder pursuant to Art. 401.4 of the Commercial Companies Code.

The draft resolutions were published in Current Report No. 23/2019 of May 28th 2019.

Legal basis:

Article 17 (1) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16th 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, and

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. of 2018, item 757).

*Draft*

**Resolution No. / 2019**  
**of the Annual General Meeting**  
**of**  
**Polskie Górnictwo Naftowe i Gazownictwo Spółka Akcyjna**  
**dated June 27th 2019**

concerning: allocation of the Company's net profit for 2018 and setting the dividend record date and the dividend payment date

**Section 1**

Acting pursuant to Art. 395.2.2 and Art. 348.4 of the Commercial Companies Code and Art. 56.1.3 and Art. 56.1.4 of the Company's Articles of Association, the Annual General Meeting of PGNiG S.A. resolves as follows:

1. The net profit of PGNiG S.A. for 2018 of PLN 3 289 305 045.15 shall be allocated as follows:
  - a) PLN 1 040 096 674.26 shall be distributed to the Company's shareholders as dividend (PLN 0.18 per share);
  - b) PLN 1 000 000 000.00 shall be allocated to capital reserves to finance the extension and upgrade of the national gas distribution network; and
  - c) PLN 1 249 208 370.89 shall be transferred to the Company's statutory reserve funds.
2. The dividend record date shall be July 26th 2019.
3. The payment date for the dividend net of interim dividend already paid shall be August 7th 2019.

**Section 2**

This Resolution shall become effective as of its date.