

**ANNOUNCEMENT OF THE EXECUTIVE BOARD OF THE COMPANY NG2
SPÓŁKA AKCYJNA BASED IN POLKOWICE OF CONVENING THE
EXTRAORDINARY GENERAL MEETING**

Pursuant to article 399 § 1 of the Code of Commercial Partnerships and Companies (“**KSH**”) the Executive Board of NG2 Spółka Akcyjna based in Polkowice (“**Company**”) hereby convenes for the 12th of November 2009 an Extraordinary General Meeting (“**General Meeting**”) that will take place at 1 pm at the registered office of the Company at the street ul. Strefowa 6.

Agenda

- 1) Opening of the Extraordinary General Meeting,
- 2) Election of the Chairman of the Extraordinary General Meeting,
- 3) Establishing whether the Extraordinary General Meeting has been convened regularly and has a quorum enabling to pass binding resolutions,
- 4) Appointment of the Ballot Counting Committee,
- 5) Presentation of a written opinion of the Executive Board justifying the reasons for introducing the possibility of exclusion by the Executive Board of the pre-emptive right of Company’s shareholders and determining the method of setting the issue price in case of an increase of the share capital of the Company by the Executive Board within the limits of authorized capital,
- 6) Passing of resolution on the amendment to the Articles of Association within the scope of authorization of the Executive Board to increase the share capital within the limits of authorized capital, with the possibility of withdrawal in whole or in part by the Executive Board, upon approval by the Supervisory Board, of the pre-emptive right of shareholders to shares and subscription warrants entitling to subscription for shares,
- 7) Presentation of a written opinion of the Executive Board justifying the reasons for the exclusion of the pre-emptive right of shareholders to shares issued within the scope of conditional capital and subscription warrants,
- 8) Passing of resolution on conditional increase of share capital of the Company and the issue of subscription warrants with complete exclusion of the pre-emptive right of shareholders to shares issued within the scope of conditional capital and subscription warrants as well as the amendment of the Articles of Association,
- 9) Closing of the meeting.

Planned amendments to the Articles of Association

The Executive Board announces planned amendments to the content of the Articles of Association:

- (A) Proposed wording of the new § 6a of the Articles of Association:

“§ 6a

1. *The Executive Board shall have the right to increase the share capital of the Company by issuing new shares of total nominal value not higher than 384,000 PLN (three hundred eighty-four thousand zlotys) by way of one or several increases of the share capital within the limits defined above (authorized capital). The authorization of the Executive Board to increase the share capital and to issue new shares within the authorized capital shall expire at the end of 3 (three) years from the date of entering into the Register of Business Entities of the amendment to Articles of Association introduced by the resolution No. 3 of the Extraordinary General Meeting of 12 November 2009.*
2. *Subject to par. 3 and 4 below and unless otherwise provided in the Code of Commercial Partnerships and Companies, the Executive Board shall decide about all matters related to the increase of the share capital within the limits of authorized capital. In particular, the Executive Board shall have the right to:*
 - 1) *set the issue price of the shares, upon approval by the Supervisory Board of the Company; however, the issue price of each share issue carried out within the limits of authorized capital defined above in case of exclusion of the pre-emptive right of current shareholders of the Company cannot be lower than the arithmetic mean of average, daily weighted prices of the Company's stock trading volume at the Warsaw Stock Exchange from the period of 3 (three) months preceding directly the resolution of the Executive Board concerning this matter,*
 - 2) *issue by offering the shares to current shareholders of the Company within the scope of the pre-emptive right or, upon obtaining approval of the Supervisory Board of the Company, with the withdrawal of the pre-emptive right of current shareholders in whole or in part; if the Executive Board takes a decision on the exclusion of the pre-emptive right in relation to a particular share issue, the Executive Board shall be bound to offer the shares issued in the first place to those shareholders, identified by it on the basis of the list of shareholders entitled to participation in the last General Meeting preceding passing by the Executive Board of the resolution on increase of the share capital, who are qualified investors within the meaning of article 8 par. 1 of the Act of 29 July 2005 on Public Offering, Conditions for Introducing Financial Instruments to an Organised Trading System, and on Public Companies (Polish Journal of Laws No. 184, item 1539, as amended).*
 - 3) *conclude investment or firm commitment underwriting agreements or other agreements securing the success of the issue of shares as well as conclude agreements on the strength of which depository receipts would be issued outside of the territory of the Republic of Poland,*
 - 4) *take action aiming at dematerialisation of pre-emptive rights to shares, rights to shares and shares as well as to conclude agreements with the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.) on the registration of pre-emptive rights to shares, rights to shares and shares,*
 - 5) *take action aiming at the issue of shares by way of public offering or applying for admittance of pre-emptive rights to shares, rights to shares and shares to trading on the regulated market.*

3. *Shares issued within the limits of authorized capital may be taken up in exchange for contributions in cash or in kind. Resolutions of the Executive Board concerning the issue of shares in exchange for contributions in kind shall require an approval by the Supervisory Board.*
4. *Within the scope of the authorization to increase the share capital within the limits of authorized capital, the Executive Board shall be authorized to issue subscription warrants mentioned in article 453 § 2 of the Code of Commercial Partnerships and Companies with the subscription date expiring not later than the period for which the authorization has been given. Upon approval by the Supervisory Board, the Executive Board may withdraw in whole or in part the pre-emptive right of shareholders to subscription warrants entitling to subscription for shares.”*

(A) Proposed wording of the new § 6b of the Articles of Association:

§ 6b

1. *The share capital has been increased conditionally by not more than 76,800 PLN (seventy-six thousand eight hundred zlotys) and is divided into not more than 768,000 (seven hundred sixty-eight thousand) common series E bearer shares with the nominal value of 0.10 PLN (one tenth of a zloty) each.*
2. *The aim of the conditional increase of share capital mentioned in par. 1 above is to grant the rights to take up series E shares to the holders of subscription warrants issued pursuant to the Resolution No. 4 of the Extraordinary General Meeting of 12 November 2009.*
3. *Persons entitled to take up series E shares shall be the holders of subscription warrants issued by the Company pursuant to the Resolution No. 4 of the Extraordinary General Meeting of 12 November 2009.*
4. *The holders of subscription warrants mentioned in par. 3 above shall be entitled to exercise the right to take up series E shares by 30 June 2016.*
5. *Series E shares shall be paid up by contributions in cash.”*

Information for shareholders

Right to participate in the General Meeting

The Executive Board informs that, according to article 406, article 406¹ and article 406² of the KSH, the right to participate in the General Meeting have:

- i. persons being shareholders of the Company sixteen days before the date of the General Meeting, i.e. on 27 October 2009 (registration date of participation in the General Meeting, hereinafter referred to as “**Registration Day**”) provided that they put in a request to the entity maintaining their securities account for a personal certificate confirming the right to participate in the General Meeting within the period from the date of announcement about convening of the General Meeting, i.e. from 16 October 2009, to the first weekday after the Registration Day, i.e. to 28 October 2009, to be issued,

- ii. persons having rights from registered shares and scrip certificates as well as pledgees and users, provided that they are entered in the Share Register on the Registration Day,
- iii. persons holding bearer shares in form of documents, provided that the documents of the shares are lodged with the Company not later than on the Registration Day and are not collected before the end of that day. Instead of shares may be lodged a certificate issued as a proof that the shares have been lodged with a notary, at a bank or an investment company based or having a branch on the territory of the European Union or of a state being a party to the Agreement on European Economic Area, mentioned in the announcement of convening of the General Meeting. The certificate shall include the numbers of documents of shares and state that the documents of shares will not be released before the end of the Registration Day,
- iv. persons holding personal certificates confirming the right to participate in the General Meeting issued by the entity maintaining the securities account on request of the person having rights from dematerialised bearer shares of the Company registered not earlier than after the announcement of the General Meeting and not later than on the first weekday after the Registration Day and
- v. proxies of shareholders mentioned in item (i) above who have duly documented their power to act on behalf of a shareholder.

The list of shareholders entitled to participate in the General Meeting will be prepared by the Executive Board and exposed at Company's registered office at the address ul. Strefowa 6, 59-101 Polkowice, from 8 a.m. to 4 p.m., for 3 weekdays before the day of the General Meeting, i.e. from 6th to 10th November 2009. A shareholder of the Company may demand the list of shareholders to be sent to them by e-mail specifying the address to which the list is to be sent. A shareholder may make the abovementioned demand by e-mail to the address wza@ng2.pl

Selected rights of shareholders concerning the General Meeting

A shareholder or shareholders representing at least one twentieth of Company's share capital has/have the right to:

- i. demand specific matters to be put on the agenda of the General Meeting; such demand should be submitted to the Executive Board not later than twenty-one days before the date of the General Meeting, i.e. by 22 October 2009; the demand should include grounds or a draft resolution concerning the proposed item of the agenda; the demand may be submitted by e-mail to the address wza@ng2.pl;
- ii. submit to the Company before the date of the General Meeting in writing or by e-mail to the address wza@ng2.pl proposed resolutions concerning matters put on the agenda of the General Meeting or matters that are to be put on the agenda.

During the General Meeting, each shareholder of the Company may submit resolution proposals concerning matters that have been put on the agenda.

Manner of participation in the General Meeting and exercise of voting right

A shareholder being a natural person may participate in the General Meeting and exercise the voting right in person or by proxy. A shareholder other than a natural person may participate

in the General Meeting and exercise the voting right by a person authorized to express declarations of will on their behalf or by proxy. A power of proxy shall be made out in writing or granted in electronic form. The power of proxy granted in electronic form shall not require the use of a safe electronic signature verifiable by means of a valid qualified certificate. The Company shall be notified of granting of the power of proxy in electronic form by e-mail to the address wza@ng2.pl.

For the purposes of identification of the shareholder granting a power of proxy, the notification of granting of the power of proxy in electronic form shall include (enclosed):

- (i) when a shareholder is a natural person – a copy of the ID card, passport or another official identity document of the shareholder; or
- (ii) when a shareholder is not a natural person – a copy of an abstract from the relevant register or another document confirming the power of a natural person (natural persons) to represent the shareholder at the General Meeting (e.g. continuous sequence of powers of proxy).

In case of doubt as regards the authenticity of copies of the abovementioned documents, the Executive Board reserves the right to demand from the proxy to present during the preparation of the attendance list:

- (i) when a shareholder is a natural person – a copy of the ID card, passport or another official identity document of the shareholder certified to be true by a notary or another entity entitled to certify copies to be true; or
- (ii) when a shareholder is not a natural person – an original or a copy of the abstract from the relevant register or another document confirming the power of a natural person (natural persons) to represent the shareholder at the General Meeting (e.g. continuous sequence of powers of proxy) certified to be true by a notary or another entity entitled to certify copies to be true.

For the purposes of identification of the proxy, the Executive Board reserves the right to demand from the proxy to present during the preparation of the attendance list:

- (i) when a proxy is a natural person – an ID card, a passport or another official identity document of the proxy; or
- (ii) when a proxy is not a natural person – an original or a copy of the abstract from the relevant register or another document confirming the power of a natural person (natural persons) to represent the proxy at the General Meeting (e.g. continuous sequence of powers of proxy) certified to be true by a notary or another entity entitled to certify copies to be true.

Forms mentioned in article 402³ § 1 item 5 of the KSH which allow to exercise the voting right by proxy are available on the Company's website www.ng2.com.pl. The Company has not imposed the obligation to grant the proxy on the abovementioned form.

At the same time, the Executive Board informs that in case of granting by a shareholder of the power of proxy with voting instruction, the Company will not verify whether the proxies exercise the voting rights in accordance with instructions received from the shareholders. In view of the above, the Executive Board informs that the voting instruction should be delivered to the proxy only.

The Articles of Association do not provide for the possibility of participation in the General Meeting, speaking during the General Meeting or exercising of the voting right by use of electronic means of communication.

The Rules of Procedure of the General Meeting provide for the possibility of exercising the voting right by mail. Forms enabling to exercise the voting right by mail are available on Company's website www.ng2.com.pl. A vote cast by mail shall be deemed valid if it has been cast on a form available on the website of the Company or sent on request of a shareholder. The form allowing exercising the voting right by mail should be delivered to the registered office of the Company at the address – ul. Strefowa 6, 59-101 Polkowice. A vote cast by mail shall be taken into consideration when counting votes, provided that the Company has received it not later than at the moment when the voting at the General Meeting has been ordered.

Materials concerning the General Meeting

A person entitled to participate in the General Meeting may obtain the full text of the documentation that is to be presented to the General Meeting, including proposed resolutions or, if passing of resolutions is not on schedule, comments of the Executive Board or the Supervisory Board concerning matters put on the agenda of the General Meeting or matters that will be put on the agenda before the date of the General Meeting on Company's website www.ng2.com.pl and at the registered office of the Company at the address ul. Strefowa 6, 59-101 Polkowice between 8 a.m. and 4 p.m.

Registration of the attendance at the General Meeting

Persons entitled to participate in the General Meeting will be asked to register and to collect voting cards directly before the meeting room, half an hour before the commencement of the General Meeting.

Other information

Information concerning the General Meeting will be made available on Company's website www.ng2.com.pl.

At the same time, the Executive Board informs that to matters not covered by this announcement apply provisions of the KSH, the Articles of Association and the Rules of Procedure of the General Meeting and for this reason asks the shareholders of the Company to get acquainted with the abovementioned regulations.

If you have any further queries or doubts connected with the participation in the General Meeting, please do not hesitate to contact the Company on the phone number +48 76 845 84 00 or the e-mail addresses wza@ng2.pl.