

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

1. The General's Meeting date and the agenda.

Pursuant to article 399 § 1 of the Code of Partnerships and Companies ("KSH") the Executive Board of NG2 Spółka Akcyjna based in Polkowice ("Company") hereby convenes for the **16th of June 2011** an Ordinary General Meeting ("General Meeting") that will take place at **1 pm** at the registered office of the Company at the street Strefowa 6.

Agenda

- 1) Opening of the Ordinary General Meeting.
- 2) Election of the Chairman of the Ordinary General Meeting.
- 3) Establishing whether the Ordinary General Meeting has been convened regularly and has a quorum enabling to pass binding resolutions.
- 4) Acceptance of the agenda.
- 5) Presentation by the Board's annual financial statements and report on the activities of the Company NG2 and consolidated financial statements and the report of the Group's activities in the accounting year 2010.
- 6) Presentation of the Supervisory Board:
 - a) a written opinion on the Company situation including the opinion on the internal control system and material risk managing system,
 - b) statement of the Executive Board activity.
- 7) Passing the Supervisory Board report on evaluation of the results of: financial statement and statement on business activity of the NG2 S.A., consolidated financial statement and business activity statement of the Capital Group NG2 S.A. in the financial year 2010, application on profit's allocation for the year 2010.
- 8) Passing the financial statement of the NG2 S.A. and the statement on business activity of the NG2 S.A. for the year 2010.
- 9) Passing the financial statement of the Capital Group NG2 S.A. and Statement on business activity of the Capital Group NG2 S.A. for the year 2010.
- 10) Review and approve the proposal of the Board as to cover loss from previous years.
- 11) Passing the management's application on the allocation of profits for the financial year 2010.
- 12) Passing the resolutions on giving the discharge to members of the Executive Board for fulfillment of duties in the financial year 2010.
- 13) Passing the resolutions on giving the discharge to members of the Supervisory Board for fulfillment of duties in the financial year 2010.
- 14) Adoption of a resolution determining the number of Members of the Supervisory Board next term.
- 15) Appointment of the Members of the Supervisory Board for another term and adopting a resolution on the appointment of Supervisory Board Members.
- 16) Election of the Chairman of the Supervisory Board.
- 17) Closing the General Meeting.

2. The date of registration of participation in the General Meeting.

The day of registration of the participation in the General Meeting is the **31 of May 2011**.

3. Rights to participate in the General Meeting.

The right to participate in the Ordinary General Meeting have persons being shareholders of the NG2 S.A. on the Day of Registration, that:

- a) hold shares of the NG2 S.A on their securities account on the sixteen days before the date the General Meeting (i.e. **on the 31 of May 2011**) and
- b) within the period from the date of announcement about convening of the General Meeting (i.e. **from the 19 May 2011**) to the first weekday after the Registration Day (i.e. **to 1 June 2011**) put in a request to the entity maintaining their securities account for a personal certificate confirming the right to participate in the General Meeting.

4. The list of shareholders.

The Company will be preparing the list of shareholders entitled to participate in the General Meeting basing on a directory forwarded by National Depository for Securities (Krajowy Depozyt Papierów Wartościowych).

Abovementioned directory is prepared basing on information on personal certificates confirming the right to participate in the General Meeting placed by entities managing the securities accounts of shareholders.

The list of shareholders entitled to participate in the General Meeting will be 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 13th to 15th June 2011**. 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

5. 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:

- a) 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 26 May 2011; 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
- b) 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. Each shareholder has a right to submit proposals of changes and corrections to the resolutions that are put on the agenda – till closing the discussion on that particular point of agenda concerning the project of resolution being the matter-subject of the proposal. Such proposals including grounds, shareholder's name and surname or company name should be submitted in writing – separately for each point of the resolution- to the Chairman of the General Meeting.

6. 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 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 passing the powers of proxy further to the another attorney, the shareholder is obligated to introduce the continuous proxy authority to the Company.

The abovementioned rules are not releasing the attorney from the introducing the identification documents during the completing the list of General Meeting participants.

Forms allowing 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.

7. Postal voting

The shareholders can exercise voting rights using forms published on the Company's website www.ng2.com.pl or other place designated by the Company.

The postal voting in other form then designated by the Company will be considered as invalid.

The form allowing exercising the voting rights by mail should be delivered to the registered office of the Company at the address – ul. Strefowa 6, 59-101 Polkowice – double-enveloped labeled "WZA – 16.06.2011r.". 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.

The postal voting is considered as invalid in case of approval the regulation in the form other than project of the regulation included in a form received from the shareholder.

Votes cast by postal voting are considered as opened from moment of voting results announcement.

Postal voting can be taken into the consideration in secret voting matters. In this case postal voting effects in releasing the secret clause from the vote cast.

Appealing against by mail is equal to place to record a claim of the shareholder being present on the General Meeting and grants the rights to challenge the resolution of the General Meeting.

The shareholder which cast a vote using mail loses the right to vote on the General Meeting. However postal voting can be canceled by the statement submitted to the Company not later than one hour before General Meeting.

8. Voting by use of electronic means of communications.

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.

9. 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.

10. Order information

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

The Company would like to ask entities representing groups of shareholders to grant the powers of proxy using e-mail and send scanned documents at e-mail address: wza@ng2.pl

Passing to the Company scanned documents of proxy or announcement mentioned in item 6 does not cause any negative law nor corporative consequences to the General Meeting participants nor proxies – in case of further changes.

To improve the registration process we ask for preparing the directory of entities represented by a proxy in alphabetical order including the number of votes they have right to.

11. 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.