

*Draft – re point 2 of the agenda*

**RESOLUTION No. 1/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: appointment of the Chair of the General Meeting.

Pursuant to Art. 409 § 1 of the Code of Commercial Companies and § 5 of the Rules of Procedure of the General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice, it is hereby resolved as follows:

§ 1

Mr./Ms. .... is hereby appointed Chair of the General Meeting.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 4 of the agenda*

**RESOLUTION No. 2/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: adoption of the agenda of the Ordinary General Meeting.

The Ordinary General Meeting of NG2 S.A. hereby resolves as follows:

§ 1

The agenda is hereby adopted that has been agreed and announced by the Management Board of NG2 S.A. in its announcement calling the Ordinary General Meeting, published in the official gazette Monitor Sądowy i Gospodarczy of 8 May 2008, No. 90 (2939) item 5825 .

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 5 of the agenda*

**RESOLUTION No. 3/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: appointment of the Returning Committee.

Pursuant to the provision of Art. 414 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

The General Meeting hereby appoints the following persons members of the Returning Committee:

1. ....
2. ....
3. ....

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 8 of the agenda*

**RESOLUTION No. 4/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: approval of the annual financial statements and of the Management Report on activity of the Management Board of the Company NG2.

Pursuant to Art. 393 point 1 and Art. 395 § 2 point 1 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

Having examined the Management Report on the activity of NG2 S.A. and the financial statements of the Company covering the period from January 1, 2007 to December 31, 2007, and having also examined the report of the Supervisory Board on review of the financial statements of the Company for the year 2007, the Ordinary General Meeting of Shareholders hereby approves the Management Report and the financial statements for 2007, including:

- the introduction to financial statements;
- the balance sheet prepared as at December 31, 2007, showing total assets and liabilities of PLN **300,057,266.14**;
- the profit and loss account for the period from January 1, 2007 until December 31, 2007, showing the net profit of PLN **42,855,722.57**;
- the statement of changes in shareholders' equity, showing an increase of shareholders' equity by PLN **4,455,722.57**;
- the cash flow statement for the period from January 1, 2007 to December 31, 2007 showing a net cash increase of PLN **3,127,575.37**;
- notes to the financial statements.

§ 2

This Resolution shall become effective as of the day of its adoption.

**RESOLUTION No. 5/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: approval of the financial statements and Management Report  
on the activity of the NG2 Capital Group in the accounting year 2007.

Pursuant to Art. 393 point 1 and Art. 395 § 2 point 1 of the Code of Commercial Companies, it is hereby resolved as follows:

§ 1

Having examined the written financial statements of the Capital Group, including the balance sheet, profit and loss account, statement of changes in shareholders' equity, cash flow statement and notes to the financial statements, and having also examined the report of the Supervisory Board on review of the financial statements of the Capital Group for 2007, the Ordinary General Meeting of Shareholders hereby approves the Management Report on activity of the NG2 Capital Group and the consolidated financial statements for 2007, which include:

- the introduction to the consolidated financial statements;
- the consolidated balance sheet prepared as at December 31, 2007, showing the balance sheet total assets and liabilities of **PLN 331,821,722.27**;
- the consolidated profit and loss account for the period from January 1, 2007 until December 31, 2007, showing the net profit of **PLN 53,466,918.42**;
- the statement of changes in the consolidated shareholders' equity, showing an increase of the shareholders' equity by **PLN 15,200,514.30**;
- the consolidated cash flow statement for the period from January 1, 2007 to December 31, 2007 showing a net cash increase of **PLN 2,013,352.77**;
- notes to the financial statements.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 10 of the agenda*

**RESOLUTION No. 6/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: distribution of NG2 S.A.'s profit for the year of 2007.

Pursuant to Art. 395 point 2 of the Code of Commercial Companies and pursuant to § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

Having examined the motion of the Management Board pertaining to distribution of NG2 S.A.'s profit for the year of 2007, the General Meeting resolves to exclude from the distribution of net profit for the financial year of 2007 in the amount of PLN 42,855,722.57 (in words: forty two million eight hundred fifty five thousand seven hundred twenty two PLN and fifty seven) and transfer it in NG2's other capital.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 11 of the agenda*

**RESOLUTION No. 7/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the President of the Management Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2007 to December 31, 2007 by the President of the Management Board Mr. Dariusz Miłek.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 11 of the agenda*

**RESOLUTION No. 8/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the Vice President of the Management Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2007 to December 31, 2007 by the Vice President of the Management Board Ms. Teresa Ziola.

§ 2

This Resolution shall become effective as of the day of its adoption.



*Draft – re point 11 of the agenda*

**RESOLUTION No. 9/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the Vice President of the Management Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2007 to December 31, 2007 by the Vice President of the Management Board Mr. Lech Chudy.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 11 of the agenda*

**RESOLUTION No. 10/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the Vice President of the Management Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2007 to December 31, 2007 by the Vice President of the Management Board Mr. Mariusz Gnych.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 12 of the agenda*

**RESOLUTION No. 11/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the Chairman of the Supervisory Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2007 to December 31, 2007 by the Chairman of the Supervisory Board Mr. Henryk Chojnacki.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 12 of the agenda*

**RESOLUTION No. 12/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the Member of the Supervisory Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2007 to December 31, 2007 by the Member of the Supervisory Board Ms. Martyna Kupiecka-Gomułka.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 12 of the agenda*

**RESOLUTION No. 13/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the Member of the Supervisory Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2007 to December 31, 2007 by the Member of the Supervisory Board Mr. Włodzimierz Olszewski.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 12 of the agenda*

**RESOLUTION No. 14/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the Member of the Supervisory Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2007 to December 31, 2007 by the Member of the Supervisory Board Mr. Marek Wiza.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 12 of the agenda*

**RESOLUTION No. 15/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the Member of the Supervisory Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from January 1, 2007 to June 20, 2007 by the Member of the Supervisory Board Mr. Andrzej Zydorowicz.

§ 2

This Resolution shall become effective as of the day of its adoption.

*Draft – re point 12 of the agenda*

**RESOLUTION No. 16/ZWZA/2008**  
**of the Ordinary General Meeting of Shareholders of NG2 S.A.**  
**with registered office in Polkowice**  
**of June 3, 2008**

pertaining to: acknowledgment of the fulfillment of duties in 2007 by the Member of the Supervisory Board of the Company.

Pursuant to Art. 395 § 2 point 3 of the Code of Commercial Companies and § 18 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby acknowledges the fulfillment of duties in the period from June 20, 2007 to December 31, 2007 by the Member of the Supervisory Board Mr. Paweł Tamborski.

§ 2

This Resolution shall become effective as of the day of its adoption.