

**RESOLUTION No. 1  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the election of Chairman of the Extraordinary General Meeting*

Acting pursuant to article 409 § 1 of the Code of Commercial Partnerships and Companies as well as § 5 of the Rules of Procedure of General Meeting, the Extraordinary General Meeting of the company NG2 Spółka Akcyjna based in Polkowice („**Company**”) passes the following resolution:

**§ 1**

As the Chairman of the Extraordinary General Meeting is hereby appointed Mr/Ms.....  
.....

**§ 2**

The resolution shall become effective on the date of its adoption.

**GROUND OF THE RESOLUTION:**

According to article 409 § 1 of the Code of Commercial Partnerships and Companies, a Chairman is to be elected out of the persons entitled to participate in the Extraordinary General Meeting.

According to § 5 of the Rules of Procedure of General Meeting, the person opening the General Meeting immediately orders voting, by secret ballot, on the election of a Chairman of the General Meeting. The Chairman of the General Meeting is to be elected out of participants having the right to vote.

In view of the above, it is necessary to put this proposed resolution on the agenda of the Extraordinary General Meeting.

Adopted in Polkowice on 19 May 2011.

**RESOLUTION No. 2**  
**OF THE ORDINARY GENERAL MEETING**  
**OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE**  
**of 16 June 2011**

*on the 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 on the website of the NG2 S.A. and in the current report No RB 27/2011 dated 19 May 2011.

**§ 2**

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

**GROUNDS OF THE RESOLUTION:**

According to article 409 § 2 of the Code of Commercial Partnerships and Companies and § 6(3) of the Rules of Procedure of General Meeting, the Chairman manages the General Meeting according to agenda adopted. He cannot remove or change the order of matters put on the agenda without the permission of the General Meeting.

In view of the above, it is necessary put this proposed resolution on the agenda of the Ordinary General Meeting

Adopted in Polkowice on 19 May 2011.

**RESOLUTION No. 3  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the approval of the annual financial statements and of the Report on the  
activity of the Company NG2 in the accounting year 2010*

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 Report on the activity of NG2 S.A. and the financial statements of the Company covering the period from January 1, 2010 to December 31, 2010, and having also examined the report of the Supervisory Board on review of the financial statements of the Company for the year 2010, the Ordinary General Meeting of Shareholders hereby approves the Report on the activity and the financial statements for 2010, including:

- the statement on the financial standing (the balance) sheet prepared as at December 31, 2010, showing total assets and liabilities of **PLN 639 381 134, 86;**
- the global income statement (the profit and loss account for the period) from January 1, 2010 until December 31, 2010, showing the net profit of **PLN 85 892 315,72;**
- the statement of changes in shareholders' equity, showing an increase of shareholders' equity by **PLN 50 849 751,72;**
- the cash flow statement for the period from January 1, 2010 to December 31, 2010 showing a net cash increase of **PLN 18 219 112,89;**
- notes to the financial statements and explanatory notes.

**§ 2**

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

**RESOLUTION No. 4  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the approval of the consolidated financial statements and Report  
on the activity of the NG2 Capital Group in the accounting year 2010.*

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 consolidated financial statements and Report on the activity of the NG2 Capital Group and having also examined the report of the Supervisory Board on review of the financial statements of the Capital Group for 2010, the Ordinary General Meeting of Shareholders hereby approves the Report on activity of the NG2 Capital Group and the consolidated financial statements for 2010, which include:

- the consolidated statement on the financial standing (the consolidated balance) sheet prepared as at December 31, 2010, showing the balance sheet total assets and liabilities of **PLN 678 222 165,05**;
- the consolidated the global income statement (the consolidated profit and loss account) for the period from January 1, 2010 until December 31, 2010, showing the net profit of **PLN 117 855 639,68**;
- the statement of changes in the consolidated shareholders' equity, showing an increase of the shareholders' equity by **PLN 82 638 519,23**;
- the consolidated cash flow statement for the period from January 1, 2010 to December 31, 2010 showing a net cash increase of **PLN 22 170 540,81**;
- notes to the financial statements and explanatory notes.

**§ 2**

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

**RESOLUTION No. 5**  
**OF THE ORDINARY GENERAL MEETING**  
**OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE**  
**of 16 June 2011**

*on the approval of the proposal of the Board as to cover losses from previous years*

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 on cover losses from previous years the General Assembly decides that bear the loss resulting from the correction of errors in previous years in the amount of **1 032 825,77 PLN (one million thirty-two thousand eight hundred twenty-five seventy-seven PLN)** by reducing reserve capital.

**§ 2**

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

**GROUND OF THE RESOLUTION:**

NG2 SA in the profit and loss statement (P&L) for the year ended 31 December 2008 did not include the cost of turnover rents. These costs, amounting to PLN 1 032 825,77, were included in the next fiscal year. After review of the financial statement for the first half of 2009 to report for the year ended December 31, 2008 sought an adjustment through the establishment of reserves - which decreased net profit in the P&L and increased liabilities in balance sheet in the amount of PLN 1 032 825,77. In order to reverse this reserve in report for 2009 made its releasing through an adjustment that - decreases costs in the P&L and balance sheet component of equities. As described above adjustments have been made only after the split of net profit for the year ended December 31, 2008 in items of company's equities founded the loss for the year 2008.

Accordingly, it is necessary to present a draft of this resolution for discussion of the Annual General Meeting, to adopt the proposal of the Board on cover losses from previous years.

Adopted in Polkowice on 19 May 2011

**RESOLUTION No. 6**  
**OF THE ORDINARY GENERAL MEETING**  
**OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE**  
**of 16 June 2011**

*on the distribution of the profit of the Company for the accounting year 2010.*

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 the profit for the accounting year 2010, the General Meeting of Shareholders hereby resolves to assign a part of the individual net profit of NG2 S.A. for the accounting year 2010, in the amount of **PLN 57 600 000,00 (fifty seven million six hundred thousand PLN)** to the payment of dividend to the shareholders. **The value of the dividend shall be PLN 1,50 per share.** The remaining net profit in the amount of **PLN 28 292 315,72 (twenty eight million two hundred ninety two thousands three hundred fifteen seventy two PLN)** is hereby assigned to increase of the spare capital of the Company.

**§ 2**

The day of payment of the dividend shall be 9 September 2011

**§ 3**

The dividend shall be paid on 27 September 2011.

**§ 4**

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

**RESOLUTION No. 7  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the acknowledgment of the fulfillment of duties in 2010 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, 2010 to December 31, 2010 by the President of the Management Board Mr. Dariusz Miłek.

**§ 2**

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

**RESOLUTION No. 8  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the acknowledgment of the fulfillment of duties in 2010 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, 2010 to December 31, 2010 by the Vice President of the Management Board Mr. Mariusz Gnych.

**§ 2**

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



**RESOLUTION No. 9  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the acknowledgment of the fulfillment of duties in 2010 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, 2010 to December 31, 2010 by the Vice President of the Management Board Mr. Piotr Nowjalis.

**§ 2**

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

**RESOLUTION No. 10**  
**OF THE ORDINARY GENERAL MEETING**  
**OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE**  
**of 16 June 2011**

*on the acknowledgment of the fulfillment of duties in 2010 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, 2010 to February 28, 2010 by the Vice President of the Management Board Mr. Lech Chudy.

**§ 2**

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

**RESOLUTION No. 11  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the acknowledgment of the fulfillment of duties in 2010 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, 2010 to December 31, 2010 by the Chairman of the Supervisory Board Mr. Henryk Chojnacki.

**§ 2**

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

**RESOLUTION No. 12  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the acknowledgment of the fulfillment of duties in 2010 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, 2010 to December 31, 2010 by the Member of the Supervisory Board Ms. Martyna Kupiecka.

**§ 2**

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

**RESOLUTION No. 13  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the acknowledgment of the fulfillment of duties in 2010 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, 2010 to December 31, 2010 by the Member of the Supervisory Board Mr. Rafał Chwast.

**§ 2**

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

**RESOLUTION No. 14  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the acknowledgment of the fulfillment of duties in 2010 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, 2010 to December 31, 2010 by the Member of the Supervisory Board Mr. Paweł Tamborski.

**§ 2**

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

**RESOLUTION No. 15  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on the acknowledgment of the fulfillment of duties in 2010 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, 2010 to December 31, 2010 by the Member of the Supervisory Board Mr. Wojciech Fenrich.

**§ 2**

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

**RESOLUTION No. 16  
OF THE ORDINARY GENERAL MEETING  
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE  
of 16 June 2011**

*on determining the number of members of the Supervisory Board next term of office 2011-2013*

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 13 ust. 2, § 18 point 1 Articles of Association of NG2 SA the Ordinary General Meeting of Shareholders hereby resolves to:

**§1**

The Ordinary General Meeting of Shareholders determines that the Supervisory Board the next term 2011-2013 consists of 5 members.

**§2**

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

**GROUNDS OF THE RESOLUTION:**

In accordance with Article. 385 § 1 of the Code of Commercial Companies and § 13 par. 2 Articles of Association of NG2 SA By choosing the members of the Supervisory Board determines the number of Supervisory Board members of the legislature.

Accordingly, it is necessary to present a draft of this resolution for discussion of the Annual General Meeting, in order to determine the number of members of the next term of office of the Board.

Adopted in Polkowice on 19 May 2011



**RESOLUTION No. 17**  
**OF THE ORDINARY GENERAL MEETING**  
**OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE**  
**of 16 June 2011**

*the appointment of members of the Supervisory Board for another term 2011-2013*

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 13 ust. 2, § 18 point 1 Articles of Association of NG2 SA the Ordinary General Meeting of Shareholders hereby resolves to:

**§1**

The Ordinary General Meeting of Shareholders appoints as part the Supervisory Board of the Company follows persons:

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....

**§2**

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

**GROUND OF THE RESOLUTION:**

According with article. 385 § 1 of the Code of Commercial Companies and § 13 par. 2 Articles of Association of NG2 SA and § 9. 1 of the General Meeting elect members of the Supervisory Board for another term makes the General Assembly.

Accordingly, it is necessary to present a draft of this resolution for discussion of the Annual General Meeting, to appoint members of the Supervisory Board for another term.

Adopted in Polkowice on 19 May 2011

**RESOLUTION No. 18**  
**OF THE ORDINARY GENERAL MEETING**  
**OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE**  
**of 16 June 2011**  
*on the appointment of the Chairman of the Supervisory Board*

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and § 14, § 18 point 1 Articles of Association of NG2 SA the Ordinary General Meeting of Shareholders hereby resolves to:

**§1**

The Ordinary General Meeting of Shareholders appoints Mr. / Ms. ....  
... for the position of Chairman of the Supervisory Board.

**§2**

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

**GROUND OF THE RESOLUTION:**

According to § 14 of the Articles of Association of NG2 SA and § 9. 5 of the General Meeting elect a chairman of the Supervisory Board for another term makes the General Assembly.

Accordingly, it is necessary to present a draft of this resolution for discussion of the Annual General Meeting, the Chairman of the Supervisory Board to the next term.

Adopted in Polkowice on 19 May 2011

Within implementation of the principles of the Good Practices of Companies Listed at the Warsaw Stock Exchange, the Management Board of NG2 S.A. submits this substantiation for the draft substantive resolutions proposed for adoption by the Ordinary General Meeting of Shareholders on June 16, 2011.

Pursuant to the Good Practices of Companies Listed on the Warsaw Stock Exchange (Annex to Resolution No. 17/1249/2010 of the Board of Giełda Papierów Wartościowych w Warszawie S.A. (the Warsaw Stock Exchange) of May 19, 2010), in the case of the Ordinary Meeting of Shareholders called by the Management Board of the Company, substantiation is required for draft resolutions other than the standard resolutions adopted by the ordinary meeting, i.e. resolutions pertaining to approval of the financial statements of the Company, resolutions pertaining to approval of the Management Report on activity of the Company, resolutions pertaining to distribution of the profit/loss of the Company, and resolutions pertaining to acknowledgment of the fulfillment of duties by members of the authorities of the Company.

Adopted in Polkowice on 19 May 2011.

