

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 Ms Mariola Franus Brankiewicz.

§ 2

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

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 766
b) The number of votes against	0
c) The number of votes abstentions	7
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	20 904 773
Percentage of shares of valid votes polled of capital share	54,44%
The Total number of valid votes, including:	22 754 773
a) The number of votes in favour	22 754 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 604 773
Percentage of shares of valid votes polled of capital share	66,68%
The Total number of valid votes, including:	32 154 773
a) The number of votes in favour	32 154 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 434 773
Percentage of shares of valid votes polled of capital share	66,24%
The Total number of valid votes, including:	31 984 773
a) The number of votes in favour	31 984 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 254 773
b) The number of votes against	0
c) The number of votes abstentions	0
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	256 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 240 421
b) The number of votes against	0
c) The number of votes abstentions	14 352
No objection appealed	

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.

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	32 240 421
b) The number of votes against	0
c) The number of votes abstentions	14 352
No objection appealed	

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. Henryk Chojnacki,
2. Martyna Kupiecka,
3. Wojciech Fenrich,
4. Paweł Tamborski,
5. Piotr Nadolski.

§2

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

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	29 370 485
b) The number of votes against	384 288
c) The number of votes abstentions	2 500 000
No objection appealed	

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. Henryk Chojnacki for the position of Chairman of the Supervisory Board.

§2

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

Run of vote on the resolution	
The number of shares of valid votes pollen	25 654 773
Percentage of shares of valid votes polled of capital share	66,81%
The Total number of valid votes, including:	32 254 773
a) The number of votes in favour	29 754 773
b) The number of votes against	0
c) The number of votes abstentions	2 500 000
No objection appealed	

