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Draft resolutions for the Extraordinary General Meeting of Shareholders of NG2 S.A.

Legal basis:

Article 56 Section 1 Item 2 of the Public Offering Act – current and periodic information

Acting pursuant to Article 38 Section 1 Item 3 of the Ordinance of the Minister of Finance of 19 February 2010 on current and periodic information to be submitted by issuers of securities and the conditions for recognition as equivalent of the information whose disclosure is required under the laws of state which is not an EU member state (Dz.U. [Journal of Laws] No. 33 Item 259), the Management Board of NG2 S.A. hereby publishes the attached content of draft resolutions of the Extraordinary General Meeting of Shareholders convened on 19 December 2012.

Pursuant to Art. 402 § 2 of the Code of Commercial Partnerships and Companies and to Article 38 Section 1 Item 2 of the Ordinance of the Minister of Finance of the 19th February 2010 on current and periodic information to be submitted by issuers of securities and the conditions for recognition as equivalent of the information whose disclosure is required under the laws of state which is not an EU member state (Dz.U. [Journal of Laws] No. 33 Item 259), due to the intended amendments to the Articles of Association, the Management Board of NG2 S.A. provides the contents of the planned amendments:

1. § 2 of the Articles of Association of the following wording:

„§ 2. The Company acts under the name of NG2 Spółka Akcyjna (NG2 Joint-Stock Company). The Company may use its distinguishing logo.” Shall be changed

- and it is proposed to give it the following new wording:

„§ 2. The Company acts under the name of CCC Spółka Akcyjna (CCC Joint-Stock Company). The Company may use its distinguishing logo.”

2. § 5 (1) of the Articles of Association of the following wording:

„1. According to the Polish Classification of Activities (PKD), the objects of the Company include:

- 1) Warehousing and storage of other goods PKD-52.10.B;*
- 2) Development of building projects PKD-41.10.Z;*
- 3) Building and selling of own real estate PKD-68.10.Z;*
- 4) Renting and operating of own or leased real estate PKD-68.20.Z;*
- 5) Management of real estate on a fee or contract basis PKD-68.32.Z;*
- 6) Combined facilities support activities PKD-81.10.Z;*
- 7) Public relations and communication activities PKD-70.21.Z;*
- 8) Business and other management consultancy activities PKD-70.22.Z;*
- 9) Advertising agencies PKD-73.11.Z;*
- 10) Market research and public opinion polling PKD-73.20.Z;*
- 11) Packaging services PKD-82.92.Z;*
- 12) Tanning and dressing of leather; dressing and dyeing of fur PKD-15.11.Z;*
- 13) Manufacture of luggage, handbags and the like, saddlery and harness PKD-15.12.Z;*
- 14) Manufacture of footwear PKD-15.20.Z;*
- 15) Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials PKD-16.29.Z;*
- 16) Manufacture of other rubber products PKD-22.19.Z;*

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- 17) Manufacture of other plastic products PKD-22.29.Z;
- 18) Manufacture of paper and paperboard PKD-17.12.Z;
- 19) Manufacture of other articles of paper and paperboard PKD-17.29.Z;
- 20) Other printing PKD-18.12.Z;
- 21) Manufacture of plastic packing goods PKD-22.22.Z;
- 22) Construction of residential and non-residential buildings PKD-41.20.Z;
- 23) Electrical installation PKD-43.21.Z;
- 24) Plumbing, heat and air conditioning installation PKD-43.22.Z;
- 25) Other construction installation PKD-43.29.Z;
- 26) Other building completion and finishing PKD-43.39.Z;
- 27) Other specialised construction activities n.e.c. PKD-43.99.Z;
- 28) Wholesale of textiles PKD-46.41.Z;
- 29) Wholesale of clothing and footwear PKD-46.42.Z;
- 30) Retail sale of clothing in specialised stores PKD-47.71.Z;
- 31) Retail sale of footwear and leather goods in specialised stores PKD-47.72.Z;
- 32) Other monetary intermediation PKD-64.19.Z;
- 33) Financial leasing PKD-64.91.Z;
- 34) Activities of holding companies PKD-64.20.Z;
- 35) Other financial service activities not elsewhere classified, except insurance and pension funding n.e.c. PKD-64.99.Z;
- 36) Security and commodity contracts brokerage PKD-66.12.Z;
- 37) Other activities auxiliary to financial services, except insurance and pension funding PKD-66.19.Z;
- 38) Other passenger land transport n.e.c. PKD-49.39.Z;
- 39) repair of footwear and leather goods PKD-95.23.Z;
- 40) Production of electricity PKD – 35.11.Z.” shall be changed

- and it is proposed to give it the following new wording:

„1. According to the Polish Classification of Activities (PKD), the objects of the Company include:

- 1) Warehousing and storage of other goods PKD-52.10.B;
- 2) Development of building projects PKD-41.10.Z;
- 3) Buying and selling of own real estate PKD-68.10.Z;
- 4) Renting and operating of own or leased real estate PKD-68.20.Z;
- 5) Management of real estate on a fee or contract basis PKD-68.32.Z;
- 6) Combined facilities support activities PKD-81.10.Z;
- 7) Public relations and communication activities PKD-70.21.Z;
- 8) Business and other management consultancy activities PKD-70.22.Z;
- 9) Advertising agencies PKD-73.11.Z;
- 10) Market research and public opinion polling PKD-73.20.Z;
- 11) Packaging activities PKD-82.92.Z;
- 12) Tanning and dressing of leather; dressing and dyeing of fur PKD-15.11.Z;
- 13) Manufacture of luggage, handbags and the like, saddlery and harness PKD-15.12.Z;
- 14) Manufacture of footwear PKD-15.20.Z;
- 15) Manufacture of other products of wood; manufacture of articles of cork, straw and plaiting materials PKD-16.29.Z;
- 16) Manufacture of other rubber products PKD-22.19.Z;
- 17) Manufacture of other plastic products PKD-22.29.Z;
- 18) Manufacture of paper and paperboard PKD-17.12.Z;
- 19) Manufacture of other articles of paper and paperboard PKD-17.29.Z;
- 20) Other printing PKD-18.12.Z;
- 21) Manufacture of plastic packing goods PKD-22.22.Z;
- 22) Construction of residential and non-residential buildings PKD-41.20.Z;
- 23) Electrical installation PKD-43.21.Z;
- 24) Plumbing, heat and air conditioning installation PKD-43.22.Z;
- 25) Other construction installation PKD-43.29.Z;
- 26) Other building completion and finishing PKD-43.39.Z;

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- 27) *Other specialised construction n.e.c. PKD-43.99.Z;*
- 28) *Wholesale of textiles PKD-46.41.Z;*
- 29) *Wholesale of clothing and footwear PKD-46.42.Z;*
- 30) *Retail sale of clothing in specialised stores PKD-47.71.Z;*
- 31) *Retail sale of footwear and leather goods in specialised stores PKD-47.72.Z;*
- 32) *Other monetary intermediation PKD-64.19.Z;*
- 33) *Financial leasing PKD-64.91.Z;*
- 34) *Activities of holding companies PKD-64.20.Z;*
- 35) *Other financial service activities, except insurance and pension funding PKD-64.99.Z;*
- 36) *Security and commodity contracts brokerage PKD-66.12.Z;*
- 37) *Other activities auxiliary to financial services, except insurance and pension funding PKD-66.19.Z;*
- 38) *Other passenger land transport n.e.c. PKD-49.39.Z;*
- 39) *Repair of footwear and leather goods PKD-95.23.Z;*
- 40) *Production of electricity PKD-35.11.Z;*
- 41) *Other retail sale in non-specialised stores PKD-47.19.Z."*

3. § 6b of the Articles of Association shall be amended as follows:

„§ 6b

1. *The share capital has been conditionally increased by not more than PLN 76,800 (seventy-six thousand eight hundred zlotys) and is divided into no more than 768,000 (seven hundred sixty-eight thousand) ordinary bearer series E shares with nominal value of PLN 0.10 (ten groszy) each.*
2. *The purpose of the conditional share capital increase referred to in section 1, above, is to grant 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 12th November 2009.*
3. *Persons eligible to take up series E shares will be the holders of the subscription warrants issued by the Company pursuant to the Resolution No. 4 of the Extraordinary General Meeting of 12th November 2009.*
4. *The holders of the subscription warrants referred to in section 3 above shall be entitled to exercise the right to take up series E shares by 30th June 2016.*
5. *Series E Shares will be paid in cash."*

- and it is hereby proposed to give the new wording with the following content:

„§ 6b

1. *The conditional share capital of the Company amounts to no more than PLN 76,800 (seventy-six thousand eight hundred zloty) and is divided into no more than 768,000 (seven hundred sixty-eight thousand) ordinary bearer series E shares with nominal value of PLN 0.10 (ten groszy) each.*
2. *The purpose of the conditional share capital increase referred to in section 1, above, is to grant rights to take up series E shares to the holders of subscription warrants issued pursuant to the Resolution No. 6 of the Extraordinary General Meeting of 19th November 2012.*
3. *Persons eligible to take up series E shares will be the holders of the subscription warrants issued by the Company pursuant to the Resolution No. 6 of the Extraordinary General Meeting of 19th November 2012.*
4. *The holders of the subscription warrants referred to in section 3 above shall be entitled to exercise the right to take up series E shares by 30th June 2018, subject to § 3 section 7 of the Resolution No. 6 of the Extraordinary General Meeting of 19th December 2012.*
5. *Series E Shares will be paid in cash."*



Signatures:

1/ Mariusz Gnych – Vice-President

2/ Piotr Nowjalis – Vice-President