

**Announcement of the Management Board of the company NG2
Spółka Akcyjna, seated in Polkowice, of convening
the Extraordinary General Meeting of Shareholders
on 19 December 2012, at 1.00 p.m.**

1. The General Meeting's date, time, venue and the agenda.

Pursuant to article 399 § 1 of the Code of Commercial Partnerships and Companies ("KSH"), the Management Board of NG2 Spółka Akcyjna based in Polkowice, at ul. Strefowa 6, entered into the Register of Entrepreneurs kept by the District Court for Wrocław-Fabryczna in Wrocław, 9th Commercial Division of the National Court Register under KRS number 0000211692 ("the Company"), hereby convenes an Extraordinary General Meeting of Shareholders on **19 December 2012** ("the General Meeting") that will be held at **1.00 p.m.** at the registered office of the Company at ul. Strefowa 6.

Agenda of the General Meeting:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Confirming that the Extraordinary General Meeting has been duly convened and is capable of adopting valid resolutions.
4. Acceptance of the agenda.
5. Change of principles of remunerating the Members of NG2 S.A. Supervisory Board.
6. Adoption of resolution on appointment of member of the Supervisory Board of NG2 S.A.
7. Adoption of amendments to the Articles of Association of the Company.
8. Presentation of the written opinion of the Management Board justifying the reasons for the exclusion of pre-emptive rights of shareholders with respect to shares issued as part of the conditional share capital and subscription warrants.
9. Adoption of a resolution on the conditional increase of share capital of the Company and issue of subscription warrants with the exclusion of shareholders' pre-emptive rights in respect of shares issued under the conditional share capital and subscription warrants and the amendment to the Articles of Association.
10. Closing the General Meeting.

Proposed amendments to the Articles of Association:

According to Article 402 § 2 of the Code of Commercial Partnerships and Companies ("KSH"), the following shall be proposed amendments to the Articles of Association of the Company NG2 S.A. seated in Polkowice

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;*
- 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:

„2. 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;
- 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

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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."*

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

The day of registration of the participation in the General Meeting is **3 December 2012** ("Registration Day").

3. Shareholder's right to participate in the General Meeting.

Persons having the right to participate in the Extraordinary General Meeting are persons being shareholders of NG2 S.A. on the Registration Day, i.e. the persons who:

- a) hold shares of NG2 S.A. on their securities account sixteen days before the date of the General Meeting (i.e. **on 3 December 2012**), and

- b) within the period from the date of announcement of convening the General Meeting (i.e. **from the 22 November 2012**) to the first weekday after the Registration Day (i.e. **to 4 December 2012**) (including this day) submit a request to the entity maintaining their securities account for issuing a personal certificate confirming the right to participate in the General Meeting.

4. The list of shareholders.

The Company shall prepare the list of shareholders entitled to participate in the General Meeting based on a list obtained from the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych).

The abovementioned list shall be prepared in accordance with the information provided by entities managing the securities accounts of shareholders, based on personal certificates confirming the right to participate in the General Meeting.

The list of shareholders entitled to participate in the General Meeting will be provided for review at Company's registered office (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. **on the 18, 17 and 14 December 2012**.

A shareholder of the Company may demand the list of shareholders to be sent to them free of charge 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 (5%) of the Company's share capital has/have the right to:

- a) demand that specific matters are included in the agenda of the General Meeting; such demand should be submitted to the Management Board not later than twenty-one days before the date of the General Meeting, i.e. by 28 November 2012; 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 in writing or by email 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 introduced to the agenda. Furthermore, each shareholder has the right to submit proposals of changes and supplements to the resolutions covered by the agenda – until closing the discussion on that particular point of agenda concerning the draft of the resolution being the subject matter of the proposal. Such proposals, including brief justification, shareholder's name and surname or company name, should be submitted in writing – separately for each draft resolution – to the Chairperson of the General Meeting.

6. Exercising voting right by proxy.

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A shareholder may participate in the General Meeting and exercise the voting right in person or by proxies.

A power of attorney granting the right to vote shall be made in writing or granted in electronic form. The power of attorney granted in electronic form need not be provided with a safe electronic signature verifiable by means of a valid qualified certificate.

The Company shall be notified of granting of the power of attorney by a shareholder in electronic form by e-mail sent to the address wza@ng2.pl. The notification of granting of the power of attorney in electronic form shall be enclosed with a scanned document of the power of attorney granted with the use of a form provided by the Company (or drawn up by the Shareholder and containing at least the same data and information), and:

- a) if a shareholder is a natural person – also with a copy of a document confirming the identity of the shareholder; or
- b) if a shareholder is not a natural person – the authorisation to act on behalf of other entity should be confirmed by enclosing a copy of a valid excerpt from the relevant register or another document confirming the authorisation of a natural person (natural persons) to represent the shareholder at the General Meeting (e.g. continuous sequence of powers of attorney).

In case of granting the power of attorney to a further proxy, the continuous sequence of powers of attorney shall be submitted to the Company together with documents proving the authorisation to act on behalf of previous proxies.

The abovementioned rules shall not release the proxy from the obligation to introduce his/her identification documents during the preparation of the list of General Meeting participants.

Forms allowing exercising the voting right by a proxy are available on the Company's website www.ng2.com.pl. The Company shall not impose the obligation to grant the power of attorney on the abovementioned form.

At the same time, the Management Board of the Company informs that in case of granting the power of attorney by a shareholder along with voting instruction, the Company will not verify whether the proxies exercise the voting rights in accordance with the instructions received from the shareholders. In view of the above, the Management Board informs that the voting instruction should be delivered to the proxy only.

7. Postal voting.

The shareholders may vote during the General Meeting using forms published on the Company's website www.ng2.com.pl or in other location designated by the Company.

Votes cast by post in the way other than with the use of forms provided by the Company shall be considered invalid.

Votes cast by post should be sent to the address of the registered office of the Company, double-enveloped, with the second one labelled "WZA – 19.12.2012r."

When counting a quorum and establishing voting results, only those votes cast by post shall be taken into consideration which the Company received not later than at the moment when the voting at the General Meeting was ordered.

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The postal voting is considered invalid in case of adopting the resolution in the form other than draft resolution included in a form sent by the shareholder.

Votes cast by postal voting are considered open from moment of announcing voting results.

Votes cast by postal voting may also concern matters subject to secret ballot. In this case postal voting shall be equivalent to shareholder's consenting to waive the secrecy of that vote.

Raising an objection by post is equal to requesting to record the objection in the minutes by a shareholder being present on the General Meeting and grants the right to appeal against the resolution of the General Meeting.

The shareholder who cast a vote by post shall lose the right to vote on the General Meeting. However, postal vote can be cancelled by the statement submitted to the Company not later than one hour before the General Meeting.

8. Participation and voting at the General Meeting by the use of electronic means of communication.

The Articles of Association of the Company do not provide for the possibility of participation and speaking at the General Meeting by the use of electronic means of communication.

9. Access to documents 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 draft resolutions or, if passing of resolutions is not on schedule, comments of the Management Board or the Supervisory Board concerning matters included in the agenda of the General Meeting or matters that will be included in the agenda before the date of the General Meeting, on the Company's website www.ng2.com.pl and in the registered office of the Company at 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 are requested to register and to collect voting devices directly in front of 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 attorney in electronic form and to send the scanned documents to the following e-mail address: wza@ng2.pl

Sending to the Company the scanned powers of proxy or notification to the Company, mentioned in item 6 of the Announcement, shall not cause any negative legal nor corporate consequences to persons entitled to participate in the General Meeting nor their proxies – in case of further changes of factual circumstances.

To improve the registration process we would also like to ask for the preparation of the alphabetic list of entities represented by a proxy, including the number of votes to which they are entitled.

11. Other information.

Information concerning the General Meeting will be made available on the Company's website www.ng2.com.pl.

At the same time, the Management Board of the Company informs that to matters not covered by this announcement the provisions of the KSH, the Articles of Association and the Rules of Procedure of the General Meeting shall apply, and for this reason the shareholders of the Company are requested 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 at the phone number +48 76 845 84 00 or the e-mail address wza@ng2.pl.