

**RESOLUTION No. 1
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012**

on the election of Chairman of the Ordinary 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 Ordinary General Meeting of the company NG2 Spółka Akcyjna based in Polkowice („**Company**”) passes the following resolution:

§ 1

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

§ 2

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

RESOLUTION No. 2
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

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 26/2012 dated 29 May 2012.

§ 2

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

RESOLUTION No. 3
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

on the approval of the annual financial statements and of the Report on the activity of the Company NG2 in the accounting year 2011

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, 2011 to December 31, 2011, and having also examined the report of the Supervisory Board on review of the financial statements of the Company for the year 2011, the Ordinary General Meeting of Shareholders hereby approves the Report on the activity and the financial statements for 2011, including:

- the statement on the financial standing sheet prepared as at December 31, 2011, showing total assets and liabilities of **PLN 923 529 495,51**;
- the global income statement from January 1, 2011 until December 31, 2011, showing the net profit of **PLN 87 627 994,88**;
- the statement of changes in shareholders' equity, showing an increase of shareholders' equity by **PLN 36 166 887,88**;
- the cash flow statement for the period from January 1, 2011 to December 31, 2011 showing a net cash increase of **PLN 42 102 902,70**;
- 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 29 June 2012

*on the approval of the consolidated financial statements and Report
on the activity of the NG2 Capital Group in the accounting year 2011*

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 2011, the Ordinary General Meeting of Shareholders hereby approves the Report on activity of the NG2 Capital Group and the consolidated financial statements for 2011, which include:

- the consolidated statement on the financial standing sheet prepared as at December 31, 2011, showing the balance sheet total assets and liabilities of **PLN 965 612 600,99**;
- the consolidated the global income statement for the period from January 1, 2011 until December 31, 2011, showing the net profit of **PLN 122 776 348,34**;
- the statement of changes in the consolidated shareholders' equity, showing an increase of the shareholders' equity by **PLN 72 237 527,19**;
- the consolidated cash flow statement for the period from January 1, 2011 to December 31, 2011 showing a net cash increase of **PLN 48 139 502,95**;
- 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 the transfer of capital profit 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 the transfer of profit from previous years the General Assembly decides that the income transfers resulting from the correction of errors from previous years in the amount of **155 345,00 PLN (one hundred and fifty-five thousand three hundred forty-five PLN)** by increasing the reserve capital.

§ 2

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

RESOLUTION No. 6
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

on the distribution of the profit of the Company for the accounting year 2011

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 2011, the General Meeting of Shareholders hereby resolves to assign a part of the individual net profit of NG2 S.A. for the accounting year 2011, in the amount of **PLN 61 440 000,00 (sixty one million four hundred and forty thousand, 00/100 PLN)** to the payment of dividend to the shareholders. **The value of the dividend shall be PLN 1,60 per share.** The remaining net profit in the amount of **PLN 26 187 994,88 (twenty six million one hundred eighty seven thousands nine hundred and ninety-four, 88/100 PLN)** is hereby assigned to increase of the spare capital of the Company.

§ 2

The day of payment of the dividend shall be 27 September 2012.

§ 3

The dividend shall be paid on 16 October 2012.

§ 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 29 June 2012

*on the acknowledgment of the fulfillment of duties in 2011 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, 2011 to December 31, 2011 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 29 June 2012

*on the acknowledgment of the fulfillment of duties in 2011 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, 2011 to December 31, 2011 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 29 June 2012

*on the acknowledgment of the fulfillment of duties in 2011 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, 2011 to December 31, 2011 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 29 June 2012

*on the acknowledgment of the fulfillment of duties in 2011 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, 2011 to December 31, 2011 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. 11
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

*on the acknowledgment of the fulfillment of duties in 2011 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, 2011 to December 31, 2011 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. 12
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

*on the acknowledgment of the fulfillment of duties in 2011 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, 2011 to December 31, 2011 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. 13
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

*on the acknowledgment of the fulfillment of duties in 2011 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, 2011 to December 31, 2011 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. 14
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

*on the acknowledgment of the fulfillment of duties in 2011 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, 2011 to June 16, 2011 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. 15
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

*on the acknowledgment of the fulfillment of duties in 2011 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 16, 2011 to December 31, 2011 by the Member of the Supervisory Board Mr. Piotr Nadolski.

§ 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 29 June 2012

in the matter of approving the Regulations of the Supervisory Board

Pursuant to § 18 point 2 and § 15 item 1 of the Statute, it is resolved as follows:

§ 1

The General Meeting approves the Regulations of the Supervisory Board of NG2 S.A., adopted by the Resolution of the Supervisory Board No.04/04/2012/RN of 24th April 2012.

§ 2

The Regulations of the Supervisory Board, adopted by the Resolution No. 1/7/04/RN of 6th July 2004, and approved by the General Meeting on 26th August 2004 (Rep. A No. 4996/2004) loses its legal force.

§ 3

The resolution becomes effective upon its adoption.

RESOLUTION No. 17
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

in the matter of adopting the amendments to the Regulations of the General Meeting Session

Pursuant to § 18 point 2 of the Statute of NG2 S.A. it is resolved as follows:

§ 1

The General Meeting resolves the amendments to the Regulations of the General Meeting Session adopted by the Resolution No. 25/ZWZA/2009 of 29th June 2009:

1) The existing provision in the paragraph. 1 § 1 of the following content:

„1. General Meetings of NG2 S.A. are held pursuant to the provisions of the Commercial Companies Code, the Articles of Association of the Company and the provisions of these Rules and with due consideration of the Good Practice of Public Companies.”

- it is replaced by the following reading:

"1. The General Meetings of NG2 S.A. are carried out under the provisions of the Commercial Companies Code, the Statute and the provisions of these Regulations with regard to Best Practices for WSE Listed Companies. "

2) item 4 § 2 is deleted.;

3) the current entry of letter “e” item 2 § 3 of the content:

„e) delivery of a relevant voting card to the Shareholder or his or her proxy.”

- it is replaced by the following terms:

"e) to issue to the shareholder or his/her representative the appropriate device that enables voting."

4) after letter “d” item 1 § 1, the letter 'd' of the following reading is added:

"d)' shareholders included in the list drawn up by the operator of the deposit of securities, on the request of the dematerialized bearer shares of the Company appointed no earlier than after the announcement of the General Meeting and no later than on the first business day after registering the participation in the General Meeting. If the shareholder is not on the list made available to the Company, as a basis for participation and voting rights it is approved to produce the certificate defined in point 1 letter d); "

5) the current record of point 5 § 4 of the content:

„5. The General Meeting should be attended by members of the Management and Supervisory Boards. A statutory auditor should be present if the meeting is to discuss financials of the Company. Absence of any member of the Management or Supervisory Board at the General Meeting must be explained. That explanation must be provided to the General Meeting.”

- it is replaced by the following terms:

"5. The members of the Management Board and the Supervisory Board can participate in The General Meeting. The auditor should be present if the agenda is the financial affairs of the Company. "

§ 2

Other provisions of the Regulations remain unchanged.

§ 3

The resolution becomes effective upon its adoption.

RESOLUTION No. 18
OF THE ORDINARY GENERAL MEETING
OF NG2 SPÓŁKA AKCYJNA BASED IN POLKOWICE
of 29 June 2012

in the matter of adopting the amendments to the Statute of NG2 S.A.

Pursuant to Art. 430 § 1 of the Code of Commercial Companies and § 18 point 2 of the Statute of the NG2 S.A. it is resolved as follows:

§ 1

The General Meeting resolves the following amendments to the Statute of the Company:

1) in § 13 of the Statute paragraphs 4-8 are deleted and in this place new paragraphs 4-6 are introduced of the following content:

„§ 13.(...)

4. The Supervisory Board should include at least two members that meet the independence criteria set out in the Best Practices of WSE Listed Companies.

5. At least one member of the Supervisory Board meeting the independence criteria being referred to a paragraph 4, moreover, should meet the independence criteria indicated in the Act of 7th May 2009 on auditors and their self-government, entities authorized to audit financial statements and public supervision (Journal of Laws No. 77, item 649),

6. Members of the Supervisory Board may recognize that a member of the Supervisory Board has the status of an independent despite not meeting any of the criteria being referred to in a paragraph 4, as well as despite meeting them, other circumstances indicate that such status is not entitled to him or her. "

2) in § 16 point 2 of the Statute, paragraphs 1-8 are deleted in this place new paragraphs 1-11 are introduced of the following content:

„§ 16. 2 (...)

1) to appoint and dismiss members of the Management Board;

2) to evaluate the Company's financial statements, financial statements of the Group, reports of the Management Board on the activities of the Company and the Group and its conclusions about the distribution of profits and covering losses, and submit the annual reports of the results of this evaluation to the General Meeting;

3) to present the Annual General Meeting the concise evaluation of the Company's condition including an evaluation of internal control and risk management system necessary for the Company;

4) to present the Annual General Meeting the assessment of their work;

- 5) *a review and evaluation of issues to be covered by the General Meeting;*
- 6) *to select an auditor to review and audit the individual financial statement, consolidated financial statement, statement of the Company's activity and the report of the Capital Group's activities;*
- 7) *to determine the remuneration of members of the Management Board;*
- 8) *representing the Company in agreements and disputes between the Company and members of the Management Board, unless the General Meeting establish a proxy for this purpose;*
- 9) *approvals of the Regulations of the Management Board, approvals of the Company's Organizational Regulations and other normative acts submitted by the Management Board;*
- 10) *adopting the Regulations of the Supervisory Board;*
- 11) *approving a financial plan prepared by the Management Board. "*

3) in § 16 after the point 2 the paragraphs 3-6 are added of the following content:

"§ 16 (...)

3. *The Supervisory Board may establish committees made up of members of the Supervisory Board.*
4. *If the number of the Supervisory Board members are more than five, the Supervisory Board will establish an Audit Committee consisting of at least three members.*
5. *The Audit Committee should include at least one member that is referred to in § 13 point 5.*
6. *If the Supervisory Board consists of not more than five members, the Supervisory Board is authorized to perform the tasks of the Audit Committee. "*

§ 2

Other provisions of the Statute remain unchanged.

§ 3

The Supervisory Board is authorized the establish the uniform text of the Statute with regard to changes arising from the provisions of this resolution.

§ 4

The resolution becomes effective upon adoption, with the effect from the date of the entry into the court registry.