Draft – re point 2 of the agenda

<u>Secret ballot</u>

### RESOLUTION No. 1/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: appointment of the Chair of the General Meeting.

Pursuant to Art. 409 § 1 of the Code of Commercial Companies and § 5 of the Rules of Procedure of the General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice, it is hereby resolved as follows:

§ 1

Mr./Ms. ..... is hereby appointed Chair of the General Meeting.

§2

### RESOLUTION No. 2/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: 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 in the official gazette Monitor Sądowy i Gospodarczy of ......, 2009, No. ........

§ 2

Draft – re point 5 of the agenda

**Open ballot** 

#### **RESOLUTION No. 3/ZWZA/2008**

### of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2008

pertaining to: appointment of the Returning Committee.

Pursuant to the provision of Art. 414 of the Code of Commercial Companies and § 7 point 1 of the Rules of Procedure of the General Meeting, it is hereby resolved as follows:

#### § 1

The General Meeting hereby appoints the following persons members of the Returning Committee:

1.	
2.	
3.	

§ 2

# RESOLUTION No. 4/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice

#### of June 29, 2009

pertaining to: approval of the annual financial statements and of the Management Report on activity of the Management Board of the Company NG2.

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 Management Report on the activity of NG2 S.A. and the financial statements of the Company covering the period from January 1, 2008 to December 31, 2008, and having also examined the report of the Supervisory Board on review of the financial statements of the Company for the year 2008, the Ordinary General Meeting of Shareholders hereby approves the Management Report and the financial statements for 2008, including:

- the introduction to financial statements;

- the balance sheet prepared as at December 31, 2008, showing total assets and liabilities of PLN **472,921,731.03**;

- the profit and loss account for the period from January 1, 2008 until December 31, 2008, showing the net profit of PLN **88,071**, **926.29**;

- the statement of changes in shareholders' equity, showing an increase of shareholders' equity by PLN **88,071,926.29**;

- the cash flow statement for the period from January 1, 2008 to December 31, 2008 showing a net cash increase of PLN **4,591,383.30**;

- notes to the financial statements.

§ 2

<u>Open ballot</u>

#### **RESOLUTION No. 5/ZWZA/2009**

### of the Ordinary General Meeting of Shareholders of NG2 S.A.

#### with registered office in Polkowice

#### of June 29, 2009

pertaining to: approval of the financial statements and Management Report on the activity of the NG2 Capital Group in the accounting year 2008.

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 written financial statements of the Capital Group, including the balance sheet, profit and loss account, statement of changes in shareholders' equity, cash flow statement and notes to the financial statements, and having also examined the report of the Supervisory Board on review of the financial statements of the Capital Group for 2008, the Ordinary General Meeting of Shareholders hereby approves the Management Report on activity of the NG2 Capital Group and the consolidated financial statements for 2008, which include:

- the introduction to the consolidated financial statements;

- the consolidated balance sheet prepared as at December 31, 2008, showing the balance sheet total assets and liabilities of PLN **492,030,492.11**;

- the consolidated profit and loss account for the period from January 1, 2008 until December 31, 2008, showing the net profit of PLN **103,495,965.44**;

- the statement of changes in the consolidated shareholders' equity, showing an increase of the shareholders' equity by PLN **103,361,958.21**;

- the consolidated cash flow statement for the period from January 1, 2008 to December 31, 2008 showing a net cash increase of PLN **4,470,522.96**;

- notes to the financial statements.

§2

<u>Open ballot</u>

## RESOLUTION No. 6/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: covering of the loss from previous years and transfer of the revaluation capital to the spare capital.

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 covering of the loss from previous years and transfer of the revaluation capital to the spare capital, the General Meeting resolves to:

- cover the loss resulting from adjustment of errors of previous years in the amount of

PLN **5. 813. 472.74** through decrease of the spare capital of the Company;

- to increase the spare capital of the Company by the amount of **PLN 275,602.42** resulting from the revaluation capital established in relation of the first application by the Company of the International Accounting Standards.

§ 2

### RESOLUTION No. 7/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: distribution of the profit of the Company for the accounting year 2008.

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 2008, the General Meeting of Shareholders hereby resolves to assign a part of the individual net profit of NG2 S.A. for the accounting year 2008, in the amount of **PLN 38,400,000.00 (thirty-eight million and four hundred thousand)** to the payment of dividend to the shareholders. **The value of the dividend shall be PLN 1.00 per share.** The remaining net profit in the amount of **PLN 49,671,926.29 (forty-nine million, six hundred and seventy-one thousand, nine hundred and twenty-six 29/100)** is hereby assigned to increase of the spare capital of the Company.

#### §2

The day of payment of the dividend shall be ...... 2009.

§ 3

The dividend shall be paid on/by ...... 2009.

§4

*Draft – re point 12 of the agenda* 

Secret ballot

### RESOLUTION No. 8/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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, 2008 to December 31, 2008 by the President of the Management Board Mr. Dariusz Miłek.

§2

## RESOLUTION No. 9/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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, 2008 to December 31, 2008 by the Vice President of the Management Board Mr. Mariusz Gnych.

#### § 2

## RESOLUTION No. 10/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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, 2008 to December 31, 2008 by the Vice President of the Management Board Mr. Lech Chudy.

§ 2

<u>Secret ballot</u>

### RESOLUTION No. 11/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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, 2008 to April 21, 2008 by the Vice President of the Management Board Ms. Teresa Zioła.

§ 2

Draft – re point 12 of the agenda

<u>Secret ballot</u>

### RESOLUTION No. 12/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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 December 16, 2008 to December 31, 2008 by the Vice President of the Management Board Mr. Piotr Nowjalis.

§2

## RESOLUTION No. 13/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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, 2008 to December 31, 2008 by the Chairman of the Supervisory Board Mr. Henryk Chojnacki.

§2

## RESOLUTION No. 14/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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, 2008 to December 31, 2008 by the Member of the Supervisory Board Ms. Martyna Kupiecka.

§2

## RESOLUTION No. 15/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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, 2008 to December 31, 2008 by the Member of the Supervisory Board Mr. Rafał Chwast.

§2

# RESOLUTION No. 16/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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, 2008 to December 31, 2008 by the Member of the Supervisory Board Mr. Marek Wiza.

§2

## RESOLUTION No. 17/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: acknowledgment of the fulfillment of duties in 2008 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 20, 2008 to December 31, 2008 by the Member of the Supervisory Board Mr. Paweł Tamborski.

§ 2

## RESOLUTION No. 18/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: definition of the number of members of the Supervisory Board for the next term.

Pursuant to Art. 385 § 1 of the Code of Commercial Companies as well as § 13 clause 2 and § 18 point 1 of the Articles of Association of NG2, it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby resolves that the Supervisory Board in the next term shall be composed of .... members.

§2

Draft – re point 15 of the agenda

Secret ballot

### RESOLUTION No. 19/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: appointment of members of the Supervisory Board for the next term.

Pursuant to Art. 385 § 1 of the Code of Commercial Companies as well as § 13 clause 1 and § 18 point 1 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders hereby appoints the following persons members of the Supervisory Board:

2	
3	
l	
5	

§ 2

Draft – re point 16 of the agenda

Secret ballot

### RESOLUTION No. 20/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: appointment of the Chair of the Supervisory Board of the Company

Pursuant to Art. 385 § 1 of the Code of Commercial Companies and §§ 14 and 18 point 1 of the Articles of Association of NG2 S.A., it is hereby resolved as follows:

§ 1

The Ordinary Meeting of Shareholders hereby appoints Mr./Ms. ..... Chair of the Supervisory Board of the Company.

§ 2

### RESOLUTION No. 21/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: approval of changes in the Rules of Procedure of the Supervisory Board

Pursuant to § 18 point 2 of the Articles of Association of the Joint Stock Company, the Ordinary General Meeting of NG2 S.A. hereby resolves to:

§ 1

in § 3 clause 3, letter "1" is added that reads as follows:

"1) performing the tasks of the audit committee if charged with such tasks pursuant to Art. 86 clause 3 of the Act of May 7, 2009 on certified auditors and their self-management, entities authorized to audit financial statements and public supervision and Rule No. III.7 of the Good practices of companies listed at the Warsaw Stock Exchange.

§ 2

<u>Open ballot</u>

## RESOLUTION No. 22/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: adoption of the Rules of Procedure of the General Meeting of NG2 S.A.

Acting pursuant to § 18 of the Articles of Association of the Company NG2 S.A. with the purpose of adjusting the Rules of Procedure of the General Meeting of the Company NG2 S.A. to changes in the Code of Commercial Companies made by the Act of December 5, 2008 (Journal of Laws No. 13, item 69), which are due to become effective on August 3, 2009, the Ordinary General Meeting hereby resolves as follows:

#### § 1

The General Meeting adopts the Rules of Procedure of the General Meeting of Shareholders of the Company NG2 S.A. in the wording contained in the appendix to this Resolution.

§2

The Rules of Procedure of the General Meeting, adopted by Resolution No. 22/ZWZA/2005 of May 9, 2005, is hereby rendered ineffective.

#### § 3

This Resolution shall enter into force on the day of its adoption and shall be effective as of the next General Meeting.

## RESOLUTION No. 23/ZWZA/2009 of the Ordinary General Meeting of Shareholders of NG2 S.A. with registered office in Polkowice of June 29, 2009

pertaining to: adoption of changes in the Articles of Association of the Company NG2 S.A.

Acting pursuant to Art. 430 § 1 of the Code of Commercial Companies with the purpose of adjusting the Articles of Association of the Company NG2 S.A. to changes made in the Code of Commercial Companies and – with respect to the area of activity – to provisions of the Regulation of the Council of Ministers of December 24, 2007 pertaining to the Polish Classification of Business Activities (Polska Klasyfikacja Działalności, PKD) – without changing materially the activity referred to in Art. 416 § 1 of the Code of Commercial Companies – the Ordinary Meeting of Shareholders hereby adopts a resolution reading as follows:

§ 1

The following changes are made in the Articles of Association of NG2 S.A.:

1. In § 5 section 1 of the Articles of Association:

The present contents:

- 1. According to the Polish Classification of Activity (PKD), the Company's activities are as follows:
  - 1) storage and warehousing services of goods in other storage places PKD-62.13.C;
  - 2) development and sale of real estates with own property PKD-70.11.Z;
  - 3) purchase and sale of real estates with own property PKD-70.12.Z;
  - 4) letting services of own property PKD-70.20.Z;
  - 5) management services of non-residential property PKD-70.32.B;
  - 6) business and management consultancy services PKD-74.14.A;
  - 7) advertising services PKD-74.40.Z;
  - 8) packaging services PKD-74.82.Z;
  - 9) production of leather PKD-19.10.Z;
  - 10) production of leathercraft products; saddlery and harness PKD-19.20.Z;
  - 11) production of footwear other than sports footwear PKD-19.30.A;
  - 12) production of sports footwear PKD-19.30.B;
  - 13) production of paper and cardboard PKD-21.12.Z;
  - 14) production of other articles of paper and cardboard, not elsewhere classified PKD-21.25.Z;
  - 15) production of plastic packaging products PKD-25.22.Z;
  - 16) production of other plastic products PKD-25.24.Z;
  - 17) general construction work for buildings PKD-45.21.A;

- 18) installation work of electrical wiring in buildings and structures PKD-45.31.A;
- 19) central heating and ventilation installation work PKD-45.33.A;
- 20) water plumbing and drain laying work PKD-45.33.B;
- 21) gas fitting installation work PKD-45.33.C;
- 22) other building installation work PKD-45.34.Z;
- 23) other building completion work PKD-45.45.Z;
- 24) wholesale trade services of textiles PKD-51.41.Z;
- 25) wholesale trade services of clothing and footwear PKD-51.42.Z;
- 26) retail trade services of clothing PKD-52.42.Z;
- 27) retail trade services of footwear and leather goods PKD-52.43.Z.
- 28) other monetary intermediation services, not elsewhere classified PKD-65.12.B
- 29) financial leasing services PKD-65.21
- 30) other financial intermediation services, not elsewhere classified PKD-65.23.Z
- 31) other services auxiliary to financial intermediation, not elsewhere classified PKD-67.13.Z
- 32) other land passenger transportation services PKD-60.23.Z

shall be substituted as follows:

- 1) storage and warehousing services of other goods PKD-52.10.B;
- 2) development of building projects related with constructing buildings PKD-41.10.Z;
- 3) purchase and sale of real estate services with own property PKD-68.10.Z;
- 4) letting and management services of own property or leased property PKD-68.20.Z;
- 5) property management services on a fee or contract basis PKD-68.32.Z;
- 6) auxiliary activities related with maintaining and cleaning buildings PKD-81.10.Z;
- 7) public relations and communication activities PKD-70.21.Z;
- 8) business and other 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-89.92.Z;
- 12) leather processing, tanning, fur tanning and processing PKD-15.11.Z;
- 13) production of suit-cases, handbags and the like; saddlery and harness PKD-15.12.Z;
- 14) production of footwear PKD-15.20.Z;
- 15) production of other wooden products; production of cork, straw products and materials used for weaving PKD-16.29.Z;
- 16) production of other rubber products PKD-22.19.Z;
- 17) production of other plastic products PKD-22.29.Z;
- 18) production of paper and cardboard PKD-17.12.Z;
- 19) production of other articles of paper and cardboard PKD-17.29.Z;
- 20) other printing services PKD-18.12.Z;
- 21) production of plastic packaging products PKD-22.22.Z;
- 22) construction of residential and non-residential buildings PKD-41.20.Z;
- 23) installation work of electrical wiring PKD-43.21.Z;
- 24) water plumbing and drain laying, central heating, gas and air conditioning installation work PKD-43.22.Z;
- 25) other building installation work PKD-43.29.Z;
- 26) other building completion work PKD-43.39.Z;
- 27) other specialised construction activities, not elsewhere classified PKD-43.99.Z;
- 28) wholesale trade services of textiles PKD-46.41.Z;
- 29) wholesale trade services of clothing and footwear PKD-46.42.Z;
- 30) retail trade services of clothing in specialised stores PKD-47.71.Z;

- 31) retail trade services of footwear and leather goods in specialised stores PKD-47.72.Z;
- 32) other monetary intermediation PKD-64.19.Z;
- 33) financial leasing services PKD-64.91.Z;
- 34) activities of financial holding companies PKD-64.20.Z;
- 35) other financial services not elsewhere classified, except for insurance and pension funds PKD-64.99.Z;
- 36) security and commodity contracts brokerage PKD-66.12.Z;
- 37) other auxiliary financial services, except for insurance and pension funds PKD-66.19.Z;
- 38) other land passenger transportation services not elsewhere classified PKD-49.39.Z;
- 39) repair of shoes and leather products PKD-95.23.Z.

2. Following § 17 of the Articles of Association, § 17  $^{1}$  is added which shall read as follows: ,§ 17 $^{1}$ 

The General Meeting of Shareholders may be attended through electronic communication means."

#### § 2

This Resolution shall enter into force on the day of its adoption and shall become effective on the day of entry in the court register.

#### SUBSTANTIATION

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 29, 2009.

Pursuant to the Good Practices of Companies Listed on the Warsaw Stock Exchange (Annex to Resolution No. 12/1170/2007 of the Board of Giełda Papierów Wartościowych w Warszawie S.A. (the Warsaw Stock Exchange) of July 4, 2007), 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 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.

The drafted changes in the Articles of Association of the Company result first and foremost from the need to adjust:

- the clauses of the Articles of Association to changes of the Code of Commercial Companies,

- the area of activity of the Company to the provisions of the Regulation of the Council of Ministers of December 24, 2007 pertaining to the Polish Classification of Business Activities (Polska Klasyfikacja Działalności, PKD) (Journal of Laws No. 251 item 1885 as amended).

Legal grounds: 38 clause 1 point 3 of the Regulation of the Minister of Finance of February 19, 2009 pertaining to current and periodical information to be provided by the issuers of securities, and to the conditions for the treatment as equivalent of information required by the law of a state other than a Member State (Journal of Laws of 2009, No. 33 item 259).