

THE SHAREHOLDER:
Dariusz Mišek

Polkowice, 26th June 2012

Management Board of NG2 S.A.
ul. Strefowa 6
59-101 Polkowice

**The motion to amend the draft resolution no. 18 of the Annual General Meeting
convened on 29th June 2012**

Acting as a shareholder holding more than 5% of the share capital of the Company, pursuant to Art. 401 § 4 of the Code of Commercial Companies and § 2.7 of the Regulations of the General Meeting Session, hereby I am submitting a draft resolution no. 18 of the General Meeting of Shareholders convened on 29th June 2012

In the draft resolution no.18/ZWZA/2012 presented by the Management Board I propose to introduce the following changes:

- after point 3 of the draft resolution no. 18/ZWZA/2012 to add points 4 and 5 as follows:

4) in § 5.1 of the Statute of the Company after point 39, point 40 is added as follows:

"40) generation of electricity - PKD - 35.11.Z."

Justification: The change is related to the license given to the Company by the President of the Energy Regulatory Authority to conduct a business activity in the area of generating electricity.

5) in § 7 of the Statute of the Company the existing text of the paragraph 13 that reads:

"13. It is not required to follow the obligations under the paragraph 1 to 12 to sell off inscribed preferred shares to the ascendants, descendants, spouses or other shareholders holding inscribed preferred shares."

- it is replaced by the words:

"13. It is not required to follow the obligations under the paragraph 1 to 12 to sell off inscribed preferred shares to the ascendants, descendants, spouses or affiliates within the meaning of art. 4 point 15 of the Act of 29th July 2005 on public offerings and the conditions of introducing financial instruments to the organized trading and on public companies (Journal of Laws of 2005 No. 184, pos.1539) in relation to the shareholder's inscribed shares as well as other shareholders holding inscribed preferred shares. "

Justification: The change is related to the reorganization of the ownership structure.

I submit the attached draft resolution containing the above changes.

Yours Sincerely

Attachments:

1. Draft Resolution No. 18/ZWZA/2012
2. The Decision of the President of the Energy Regulatory Authority of 1st June 2012

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. "*

4) in § 5.1 of the Statute of the Company after point 39, point 40 is added as follows:

"40) generation of electricity - PKD - 35.11.Z."

5) in § 7 of the Statute of the Company the existing text of the paragraph 13 that reads:

"13. It is not required to follow the obligations under the paragraph 1 to 12 to sell off inscribed preferred shares to the ascendants, descendants, spouses or other shareholders holding inscribed preferred shares."

- it is replaced by the words:

"13. It is not required to follow the obligations under the paragraph 1 to 12 to sell off inscribed preferred shares to the ascendants, descendants, spouses or affiliates within the meaning of art. 4 point 15 of the Act of 29th July 2005 on public offerings and the conditions of introducing financial instruments to the organized trading and on public companies (Journal of Laws of 2005 No. 184, pos.1539) in relation to the shareholder's inscribed shares as well as other shareholders holding inscribed preferred shares. "

§ 2

Other provisions of the Statute remain unchanged.

§ 3

The Supervisory Board is authorized to 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.