

THE REGULATIONS OF THE SUPERVISORY
BOARD NG2 S.A
POLKOWICE
UL. STREFOWA 6

(adopted by the Supervisory Board No. 04/04/2012/RN of 24 April 2012)

§ 1

Preliminary provisions

1. The Supervisory Board is the supervisory entity over the Company's activity.
2. The Supervisory Board acts under the provisions of the Act of 15.09.2000 - the Code of Commercial Companies (Journal of Laws No. 94, item 1037, as amended.), other applicable law, the Articles of Association, resolutions of the General Meeting and the Regulations of the Supervisory Board.

§ 2

The composition and organization of the Supervisory Board

1. The Supervisory Board consists of five to seven members appointed by the General Meeting for a joint two-year term.
2. Members of the Supervisory Board are appointed and dismissed by the General Meeting.
3. Chairman of the Supervisory Board is appointed and dismissed by the General Meeting.
4. Mandates of the Supervisory Board members shall expire:
 - a) on the date of holding the General Meeting that approves financial statement for the last full working year of performing the function of a member of the Supervisory Board;
 - b) in case of resignation from membership in the Supervisory Board;
 - c) in the event of being dismissed by the General Meeting - on the date it is passed by an appropriate resolution;
 - d) in the event of death.
5. Member of the Supervisory Board making of resignation should provide a written statement of resignation to the Management Board and notify the Chairman of the Supervisory Board of the resignation.
6. Member of the Supervisory Board should not resign from his/her duties during the term of office if it could hinder the activities of the Supervisory Board, particularly if it could hinder the adoption of an important resolution on time.
7. In the event of the previous expiration of the mandate of the Member of the Supervisory Board, the General Meeting at the next meeting will take additionally the missing people to the composition for a period up to the expiration of the term of the Supervisory Board.

8. Supervisory Board member cannot be: member of the Management Board, a proxy, a liquidator, a manager of the Company and the chief accountant employed in the Company, a solicitor or attorney, or other person being under the direct authority to a member of the Management Board or a liquidator.
9. A candidate for the Supervisory Board member is required to submit to the Company a written statement as to meet the independence criteria set out in the Best Practices of WSE Listed Companies as well as under other legal regulations.
10. The Supervisory Board after each election or by making changes by the General Meeting in its composition, adopts the resolution containing the information on how many of its members meet the independence criteria and the reasons for granting them that status and the explanation in the event when the independent members make up less than half of its composition.

§ 3

Powers of the Supervisory Board

1. The Supervisory Board exercises permanent supervision over the Company's activities.
2. The Supervisory Board may express views on all matters relating to the activities of the Company.
3. The responsibilities of the Supervisory Board are, in particular:
 - a) appointing and dismissing members of the Company's Management Board;
 - b) evaluation of the Company's financial statements, reports of the Management on the activities of the Company and its conclusions about the distribution of profits or covering of losses, and submitting to the General Meeting the annual reports of the evaluation results;
 - c) presenting 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;
 - d) submitting to the Ordinary General Meeting the evaluation of its work;
 - e) submitting the proposals to the General Meeting on granting the exoneration of the management to the members of the Management Board;
 - f) suspending for the important reasons any or all members of the Management Board in their functions;

- g) approving the Regulations of the Management Board, the Company's Organizational Regulations and other normative acts submitted by the Management Board of the Company;
 - h) adopting the Regulations of the Supervisory Board;
 - i) representing the Company in agreements between the Company and a member of the Management Board and in disputes between the Company and a member of the Management Board, unless the General Meeting appoints a representative for this purpose;
 - j) approving the financial plan prepared by the Management Board;
 - k) determining the principles of remuneration of members of the Management Board;
 - l) appointing an auditor to audit the financial statements;
 - m) issuing opinions on matters to be covered by the General Meeting Session;
 - n) performing other tasks delegated by the General Meeting;
 - o) agreeing to make by the Company or a subsidiary relevant agreements with the parties related to the Company, members of the Supervisory Board or the Management Board, as recommended by the Best Practices of WSE Listed Companies;
 - p) making the Audit Committee or performing the Audit Committee's tasks in situations and under the terms of the Statute of the Company.
4. In order to perform the above operations, the Supervisory Board may review each area of the activities of the Company, require from the Management Board and employees of the Company the reports and explanations, check books and documents.
 5. Each member of the Supervisory Board should act, in his or her activities, on behalf of the Company's interest and make independent decisions and judgments, in particular:
 - a) do not take unjustified advantages that might reflect negatively on the assessment of the independence of his or her opinions and judgments;
 - b) raise explicit objections and separate opinions in case of recognizing that the Supervisory Board's decision is against the interests of the Company.
 6. Supervisory Board members shall maintain the confidentiality of any information taken in relation to exercising the rights and duties in the Supervisory Board.
 7. Member of the Supervisory Board should inform the Management Board of the Company about its relationship with a shareholder who holds shares representing not less than 5% of the total vote at the General Meeting. This obligation concerns financial, family and other relationships which may affect the position of member of the Supervisory Board on issues being settled by the Supervisory Board.

8. The Supervisory Board executes its tasks at the sessions and by the supervisory, inspection and advisory activities.
9. Making the employment contract with a member of the Management Board requires a written contract. The agreement of the Company is signed by the Chairman of the Supervisory Board.

§ 4

The organization of the Supervisory Board

1. The work of the Supervisory Board is managed by its Chairman. The Chairman also represents the Supervisory Board towards other bodies of the Company and other persons.
2. During the absence of the Chairman of the Supervisory Board, its powers regarding the work organization of the Supervisory Board is performed by one of the members of the Supervisory Board elected by other members.
3. Supervisory Board members exercise their rights and responsibilities personally.

§ 5

Meetings of the Board

1. Supervisory Board meetings are convened by its Chairman on his own initiative, at the request of the other members of the Supervisory Board or the Management Board.
2. Meetings are convened at least one week in advance by a fax, a registered letter or an email.
3. The notice of the meeting of the Supervisory Board should specify the date and time of the meeting, the agenda, draft resolutions and include all accompanied documents necessary to get familiar with the issues contained in the agenda.
4. The Supervisory Board meet as needed, not less than three times a working year.
5. In case of applying to the Chairman of the Supervisory Board the application referred to in paragraph 1, the Supervisory Board's meeting should be held within two weeks from the date of filing the application.
6. Without convening in a formal way the meeting of the Supervisory Board the resolution may be passed if all members of the Supervisory Board shall agree to approve it.

7. Each member of the Supervisory Board may pass the motion on including a particular matter in the agenda of the next meeting of the Supervisory Board, provided that the date is no later than three days before the date of meeting of the Supervisory Board.
8. Supervisory Board's meetings are held at the headquarters of the Company. Exceptionally and only for important reasons, The Chairman of the Supervisory Board may designate another place of the meeting.
9. The object of the Supervisory Board's meetings are matters that are within the powers of the Supervisory Board.
10. In addition to the members of the Supervisory Board, the members of the Management Board may participate in the meetings of the Supervisory Board as well as other persons invited by the Chairman of the Supervisory Board. It does not apply to the matters relating directly to the Management Board or its members, in particular, dismissals, responsibility and remuneration.
11. Each member of the Supervisory Board has one vote in the Supervisory Board.
12. The Supervisory Board may adopt a resolution only in case when at least half the Supervisory Board's members are present at the meeting and all its members were invited. The resolution passed against the requirements specified in the regulation is null and void.
13. In the event of the appearance of the conflict of interests or the possibility of its existence the member of the Supervisory Board shall inform the other members of the Supervisory Board and to refrain from taking part in discussions and voting on the resolution of the case, in which a conflict of interest appeared.
14. The Supervisory Board's resolutions are passed by an absolute majority of votes.
15. The Supervisory Board's members may participate in the adoption of resolutions of the Supervisory Board by giving their vote through another member of the Supervisory Board. Voting in writing shall not apply to matters included in the agenda at the meeting of the Supervisory Board.
16. Members of the Supervisory Board may adopt resolutions in writing or by means of a direct remote communication. The resolution is valid if all members of the Supervisory Board were informed about the content of the draft resolution.
17. Resolutions of the Supervisory Board may be taken only on matters included in the agenda. The agenda of the Supervisory Board should not be amended or supplemented during the meeting it is referred to. This requirement is not applied when all members of the Supervisory Board are present and agree for the amendment or supplementation of the agenda as well as when certain actions taken by the Supervisory Board is necessary to protect

the Company against the damage and in the case of a resolution which concerns whether there is a conflict of interest between a member of the Supervisory Board and the Company.

18. All persons participating in the meeting of the Supervisory Board are obliged to keep confidentiality regarding all information obtained in connection with the meeting.

§ 6

Minutes of meetings of the Supervisory Board

1. Supervisory Board meetings are protocolled.
2. Protocol is made by the person designated by the Chairman of the Supervisory Board and during his absence a person appointed by a member of performing the duties of the Chairman of the Board.
3. Protocol should include the sequence number, date and place of the meeting, a list of the present people with their names and surnames, the agenda, the texts of resolutions and voting results. It should be noted in the minutes that the Supervisory Board - due to the presence of the required number of its members - is able to adopt resolutions.
4. Protocol for its validity should be signed by all present at the meeting of the Supervisory Board.
5. Minutes should be collected as a book of minutes and stored in the Company. The supervision over the correctness of the preparation and storage of the book of minutes belongs to the Chairman of the Supervisory Board.
6. Protocols should be accompanied by dissenting opinions and objections of the members of the Supervisory Board, if they were notified in writing.
7. Minutes of the meetings of the Supervisory Board are made in Polish.

§ 7

Remuneration of Supervisory Board members

1. The remuneration of members of the Supervisory Board is determined by the resolution of the General Meeting.
2. The Supervisory Board members are entitled to the reimbursement of the costs associated with participation in the work of the Supervisory Board.

§ 8

Final provisions

1. In matters not regulated by these Regulations, the provisions of the Code of Commercial Companies are to be applied to.
2. This Regulations shall enter into force on the day of its adoption and approval by the General Meeting.