

**(Current report No. 59/2012)**

18.12.2012 /The Issuer/

**The Shareholder's proposal concerning the draft resolution to a point 9 of the agenda of the EGSM convened on 19<sup>th</sup> December 2012**

Legal basis:

Article 56 paragraph 1 point 2 of the Act on Public Offering - current and periodic information

Acting in accordance with § 38 paragraph 1 point 5 of the Decree of the Minister of Finance, dated on 19<sup>th</sup> February 2009 on current and periodic information published by issuers of securities [...] (Journal of Laws No. 33 item 259), the Management Board of NG2 S.A. informs that on 18<sup>th</sup> December 2012 the entitled shareholder of the Company – Luxprofi S.a.r.l. acting in accordance with the provisions of art. 401 § 4 of the Code of Commercial Companies, submitted a proposal to amend the draft resolution to the point 9 of the agenda of the General Meeting of Shareholders. As presented in the draft resolution no. 6/NWZA/2012 by the Management Board, the Shareholder proposes to introduce the following changes:

- In § 3, the current wording of paragraph 5:

*"5. Subscription Warrants may be taken up by current and future members of the Management Board and by current and future members of the Management of the Company of the subsidiaries and the Board of the Company ("**Eligible Persons**")."*

- to be replaced with the following wording:

*"5. Subscription Warrants may be taken up by current and future members of the Management Board subject to paragraph 5.1, and by current and future members of the Management of the Company of the subsidiaries and the Board of the Company ("**Eligible Persons**"), with the exclusion of current and future members of the Management Board, current and future management board members of subsidiaries and the executives of the Company, directly or indirectly holding at least 5% of the shares."*

- In § 3, after section 5, paragraph 5.1. should be added as follows:

*"5.1 The total number of warrants to be acquired by the present and future members of the Management Board shall not exceed more than 50% of the planned issue under this resolution."*

As a justification for the change, it was provided the exclusion in the current Incentive Program of the current and future members of the Management Board, current and future board members of subsidiaries and the executives of the Company, directly or indirectly holding at least 5% of the shares and a limitation to the number of shares to be acquired by the present and future members of the Management Board

The draft resolution taking into account the above changes is submitted in the attachment.

*Signatures:*

*1 / Mariusz Gnych - Vice President*

*2 / Piotr Nowjalis - Vice President*