

(Translation from the Polish language)

## **FINANCIAL SUPERVISORY COMMISSION**

### **Current report No 42/2014**

Date: 7 May 2014

Issuer's shortened name: KOPEX SA

**Subject: Information update – submission by the law firm represents Kopex SA response to a lawsuit.**

Legal basis: Law on Offer, Art. 56, Par.5 – Act on Public Offering - updated information

#### **Contents of the report:**

In reference to the current reports report RB36/2014 dated 02.04.2014 supplemented on 10.04.2014 and RB40/2014 dated 23.04.2014 the Board Kopex SA (The Issuer) informs that on May 7, 2014, he obtained from the law firm representing the Issuer information to bring the law firm on May 6, 2014 (in prescribed by the District Court in Katowice within fourteen days) response to the lawsuit in a case brought Galantine Sp. z o.o. with its seat in Warsaw for annulment. Alternatively, to set aside the resolutions of 2, 5, 6, 7 and 9 of the Extraordinary General Meeting of the Company adopted on 20 February 2014.and 14 March 2014. A statement of defense has been attributed to the Polish public post in accordance with regulations to address the Court and the plaintiff's attorney.

The Issuer in response to a lawsuit brought reiterated its previous position expressed in the current report RB40/2014 dated 23.04.2014 on the unfounded claims of the plaintiff. In the content of a statement of claim of the Issuer based on the following allegations:

1. Unjustified of the plaintiff's claim for annulment of the resolutions listed No. 2, 5, 6, 7 Extraordinary General Meeting Kopex SA dated 20.02.2014 and the Resolution No. 9 of the Extraordinary General Meeting Kopex SA dated 14.03.2014. Unjustified due to its conflict with the law, ie. art. 401 § 1 of the Commercial Companies Code (the CCC), Art. 404 § 1 of the Commercial Companies Code, Art. 401 § 2 of the Commercial Companies Code, Art. And Article 20 of the CCC. 433 § 1 of the Commercial Companies Code. The Issuer believes that taking these resolutions did not breach identified by the plaintiff of the law, because:
  - a. the request of a shareholder holding a share of at least 1/20 of the share capital of the Issuer dated 30 January 2014, concerning the extension of the agenda of the Extraordinary General Meeting has been made within the statutory time limit;
  - b. the Issuer immediately, subject to the statutory deadline has announced changes to the agenda of the Extraordinary General Meeting convened on 20 February 2014;
  - c. changes to the Articles of Association of the Issuer under the resolutions brought by the plaintiff does not infringe the principle of equality of shareholders as expressed in art. 20 CCC;
  - d. The adoption of a new mandate for the Issuer's Management Board to increase the share capital of the authorized capital shall not affect the

exercise of the shareholders priority right to subscribe shares in the increased share capital (subscription rights).

2. Unjustified claims of the plaintiff's eventual repeal of the above-mentioned resolutions 5, 6, 7 and 9 as contrary to good customs, injurious shareholders and prejudicial to the interests of the Company - Issuer. The Issuer believes that taking these resolutions are not contrary to morality. It is not intended to shareholders and unfairly prejudice the interests of the Company (the Issuer). It is also taking into account the fact that the occurrence of the Company Kopex SA majority shareholder holding more than 50% of the share capital of the Company.

In support of its position, the Issuer has applied for admission and take evidence from the relevant documents and the testimony of a witness and the hearing of the defendant.

Legal basis for publishing: CI.38 Par.1 Item 10 of the Minister of Finance Regulation dated 19 February 2009 on current and periodic information transmitted by issuers of shares and conditions of recognizing as equivalent the information required by legal regulations of a country that is not a member country (*Dz.U. z 2009, Nr 33 poz.259 with updates*).