



**Contents of the draft resolutions to be voted on during session
of the Extraordinary General Meeting of Shareholders
of KOPEX S.A. on 20 February 2014**

➤ ***Draft resolution to item 1 of the Extraordinary General Meeting agenda***

**RESOLUTION No. 1
of the Extraordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 20 February 2014
on election of Chairperson of the General Meeting**

1. The Extraordinary General Meeting of Shareholders of KOPEX Spółka Akcyjna acting pursuant to Art.409 Par.1 of the Commercial Companies Code elects Mrs./Mr..... as Chairperson of the General Meeting.

2. The resolution becomes effective on the day of its adoption.

➤ ***Draft resolution to item 3 of the Extraordinary General Meeting agenda***

**RESOLUTION No. 2
of the Extraordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 20 February 2014
on the adoption of the agenda**

1. The Extraordinary General Meeting of KOPEX Spółka Akcyjna resolves to adopt the agenda consistent with the version published on KOPEX Spółka Akcyjna website at www.kopex.com.pl on 24 January 2014 and with the contents of the current report No. 8/2014 submitted by the Company on 24 January 2014 on the convening notice of the Extraordinary General Meeting of Shareholders KOPEX S.A. on 20 February 2014, then changed on 31 January 2014 in accordance with the notice published on KOPEX Spółka Akcyjna website at www.kopex.com.pl on that day and with the contents of the current report No. 10/2014 submitted on 31 January 2014 by the Company, on the notice to amend the agenda at the request of the shareholder:

1. Opening the Extraordinary General Meeting and election of Chairperson of the General Meeting.
2. Validation of convening an Extraordinary General Meeting and its ability to adopt resolutions.
3. Adoption of the agenda.
4. Adoption of a resolution on recalling a member of the Supervisory Board .
5. Adoption of a resolution on appointment of a member of the Supervisory Board .
6. Adoption of a resolution on amendments to Par. 11a of the Statutes of Association of the Company.
7. Adoption of a resolution on the amendments to Par. 19 of the Statutes of Association of the Company.
8. Adoption of a resolution on the amendments to Par. 50 of the Statutes of Association of the Company.

9. Adoption of a resolution on amendments to the Regulations of the General Meeting of the Company.
10. Closing the session of the Extraordinary General Meeting.

2. The resolution becomes effective on the day of its adoption.

➤ *Draft resolution to item 4 of the Extraordinary General Meeting agenda*

**RESOLUTION No.3
of the Extraordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 20 February 2014
on recalling a member of the Supervisory Board**

1 The Extraordinary General Meeting of Kopex Spółka Akcyjna, acting pursuant to Art. 385 Par.1 of the Commercial Companies Code and to Par. 35 Cl.1 and 2 of the Statutes of Association of the Company recalls :
Mr.
from the composition of the Supervisory Board of KOPEX S.A. of the seventh term.

2. The resolution becomes effective on the day of its adoption.

➤ *Draft resolution to item 5 of the Extraordinary General Meeting agenda*

**RESOLUTION No.4
of the Extraordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 20 February 2014
on appointment of a new member of the Supervisory Board**

1 The Extraordinary General Meeting of Kopex Spółka Akcyjna, acting pursuant to Art. 385 Par.1 of the Commercial Companies Code and to Par. 35 Cl.1 and 2 of the Statutes of Association of the Company appoints:
Mr./ Mrs.
to the composition of the Supervisory Board of KOPEX S.A. of the seventh term.

2. The resolution becomes effective on the day of its adoption.

On 30 January 2014, the shareholder of the Company representing more than one-twentieth of the share capital, submitted in writing draft resolutions to items 6, 7, 8 and 9 of the agenda to the Management Board of the Company in a written application, requesting to include the issues covered by the application on the agenda of the Extraordinary General Meeting to be held on 20 February 2014.

➤ *Draft resolution to item 6 of the Extraordinary General Meeting agenda*

**RESOLUTION No.5
of the Extraordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 20 February 2014
on amendments to Par.11a of the Statutes of Association of the Company**

Par. 1

The Extraordinary General Meeting of Kopex Spółka Akcyjna, acting pursuant to Art. 430 Par.1, Art. 444, Art. 445, Art. 446 and Art. 447 of the Commercial Companies Code as well as to Par. 11 Cl.1 and Par.54 Cl.2. Item1) of the Statutes of Association of the Company resolves as follows:

There have been implemented the following amendments to the Statutes of Association of the Company dated 27 June 2012, effective from 9 July 2012. / uniform text: notarial act dated 27 June 2012 Repertory A number 5591/2012 /:

Par. 11a has been amended in such a way that the current wording is replaced by the following one:

"1. For the period until 20 February 2017, the Management Board is authorised to increase the Company's share capital by an amount not greater than PLN 10,500,000.00 (say: ten million five hundred thousand zlotys) through the issue of not more than 10,500,000 (say: ten million five hundred thousand) shares with a nominal value of PLN 1.00 (say: one zloty) each (target capital). The Board may exercise the granted authorisation by making one or several consecutive increases of the share capital, issuing shares and giving the share issues consecutive series numbering. The Management Board is authorised to determine the issue price of shares and may issue shares in exchange for cash contributions and in return for non-money contributions. Issue price determined by the Board is requested to be approved by the Supervisory Board.

The Management Board is not authorised to issue preferred shares or grant personal rights to shareholders referred to in Art. 354 of the Commercial Companies Code.

This authorisation does not include the power to increase the share capital of the Company.

2. Resolution of the Management Board of the Company adopted in accordance with Cl.1, replaces a resolution of the General Meeting on the increase of the share capital and requires a notarial act for its validity.

3. The Management Board, with the consent of the Supervisory Board, is authorised to deprive shareholders of their preemptive rights for new shares within the target capital in whole or in part.

4. Unless the Statutes of Association of the Company, provisions of the Commercial Companies Code and other laws provide otherwise, the Board is authorised to decide on all matters relating to the share capital increase within the target capital and the Management Board is, in particular, authorised to:

- 1) offer shares in the modes permitted by applicable laws (closed, private, open subscriptions or otherwise),
- 2) take up any factual and legal actions necessary for dematerialisation of new shares issued referred to in Cl.1 and their admission to trading on a regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange).
- 3) signing an agreement on dematerialisation of shares issued by the Company within the target capital with the National Depository for Securities and share registration in the appropriate register,
- 4) submit applications or notifications to the competent authorities and institutions for admission of the shares issued by the Company within the target capital to listing and trading on the Warsaw Stock Exchange.

Par.2

The Extraordinary General Meeting agrees to apply for admission of shares issued by the Company within the target capital to listing and trading on the regulated market of the Warsaw Stock Exchange and for their dematerialisation .

Par.3

The Extraordinary General Meeting authorises the Board to carry out any actions necessary to commence listing shares issued by the Company within the target capital on the Warsaw Stock Exchange.

The authorisation includes in particular:

- a) signing an agreement on dematerialisation of shares issued by the Company within the target capital with the National Depository for Securities and share registration in the appropriate register,
- b) submission of applications or notifications to the competent authorities and institutions for admission of the shares issued by the Company within the target capital to listing and trading on the Warsaw Stock Exchange.

The Board may exercise their powers granted by this authorisation separately for each shares issue series , in the extent permitted by applicable law.

Par. 4

The Extraordinary General Meeting of KOPEX Spółka Akcyjna resolves to adopt the following explanatory statement to the resolution submitted by the shareholder- the applicant, in accordance with Art. 445 Par. 1 of the Commercial Companies Code as a justification of this resolution:

1. Amendments to the Statutes of Association of the Company by implementation to the Statutes of Association a new authorisation for the Board to increase the share capital within the target capital is justified by a much simpler possibility to obtain funds necessary for further investment and development activities. It will be made through a significant simplification and reduction to minimum the necessary procedures and costs associated with increasing equity capital, without the need to convene a general meeting in each such a situation.

2. The Company deems it necessary and essential to take up actions on strengthening the KOPEX Group's position in foreign markets, according to the operation globalisation strategy (presence in all significant mining markets worldwide) in the accomplished concept of further development of the KOPEX S.A. Capital Group, including the optimisation process of the organisational and asset structure of the KOPEX S.A. Group's Companies, considering a lowered level of investment in the domestic mining machinery and equipment market. Intensification of this activity, as well as enhancing competition in these markets triggers the need for continuous searching for solutions for building a competitive advantage and meeting the expectations of increasingly demanding business partners.

Research and development projects aimed at development, manufacture and offering new, technologically advanced products for the mining industry in the world, and commencing investing in the markets strategic for the KOPEX S.A. Group, in particular in Russia, China and Argentina, including establishing overhaul and repair facilities and maintenance services aimed to provide comprehensive services for machinery and equipment manufactured by the KOPEX S.A. Group and operated in several markets.

The Company is also going to accomplish investment projects within the KOPEX S.A. Capital Group, in particular, with regard to the planned construction of a coal mine. This investment may be an important pillar of KOPEX S.A. Group's economic activity in the future.

The Company does not preclude further capital investments by acquiring majority shares in the selected company /companies representing a complementary business profile that could strengthen the KOPEX S.A. Capital Group's product offer and ensure satisfactory synergies and, moreover, a company/ companies can be acquired at a price that will be attractive in the opinion of the Management Board, in the context of current market indicators for the sector in which the Company operates .

3. Capability of raising funds in tranches within the target capital will enable to use the result of rise in prices of the Company's shares, on the one hand, and allow for a flexible adjustment of the value and timing of the share capital increase, on the other hand.

4. Authorisation of the Board, approved by the Supervisory Board, to deprive shareholders of their preemptive rights for new shares within the target capital in whole or in part. It will facilitate the Company's Management Board to carry out the share issue, among others, when there appears a particularly attracting capital investment, and when circumstances justify the share issue targeted to specific shareholders selling shares of the acquired company.

5. The Supervisory Board of KOPEX S.A. is the guarantor for due protection of the rights of the Company's shareholders. The Supervisory Board will approve the price determined by the Company's Board and will grant permission for each exemption of pre-emptive rights for new shares in whole or in part, according to the wording of Par. 11a of the Statutes of Association of the Company.

6. Considering this reasoning, it is to conclude that amendments to Par.11a of the Statutes of Association of the Company, i.e. a new authorisation for the Management Board of the Company to increase the share capital within the limits of the target capital and to exclude preemptive rights are in the interests of the Company and its Shareholders.

Par. 5

The resolution becomes effective on the day of its adoption but the amendment to the Statutes of Association referred to in Par.1 of this resolution becomes effective on the date of registration of the amendments to the Statutes of Association by the competent court.

Annex to the shareholder's application dated 30 January 2014- justification of the draft resolution on amendments to Par. 11a of the Statutes of Association of the KOPEX S.A. Company.

Justification of the draft resolution on amendments to Par. 11a of the Statutes of Association of the Kopex S.A. Company.

1. Amendments to the Statutes of Association of the Company by implementation to the Statutes of Association a new authorisation for the Board to increase the share capital within the target capital is justified by a much simpler possibility to obtain funds necessary for further investment and development activities. It will be made through a significant simplification and reduction to minimum the necessary procedures and costs associated with increasing equity capital, without the need to convene a general meeting in each such a situation.

2. The Company deems it necessary and essential to take up actions on strengthening the KOPEX Group's position in foreign markets, according to the of operation globalisation strategy (presence in all significant mining markets worldwide) in the accomplished concept of further development of the KOPEX S.A.Capital Group, including the optimisation process of the organisational and asset structure of the KOPEX S.A. Group's Companies, considering a lowered level of investment in the domestic mining machinery and equipment market.

Intensification of this activity, as well as increasing competition in these markets triggers the need for continued exploration of solutions for building a competitive advantage and meeting the expectations of increasingly demanding business partners.

Research and development projects aimed at development, manufacture and offering new, technologically advanced products for the mining industry in the world, and commencing investing in the markets strategic for the KOPEX S.A.Group, in particular in Russia, China and Argentina, including establishing overhaul and repair facilities and maintenance services aimed to provide comprehensive services for machinery and equipment manufactured by the KOPEX S.A. Group operated in several markets.

The Company is also going to accomplish investment projects within the KOPEX S.A. Capital Group in particular with regard to the planned construction of a coal mine. This investment may be an important pillar of KOPEX S.A. Group's economic activity in the future.

The Company does not preclude further capital investments by acquiring majority shares in the selected company /companies representing a complementary business profile that will strengthen the KOPEX S.A. Capital Group's product offer and ensure satisfactory synergies and, moreover, they can be acquired at a price that will be attractive in the opinion of the Management Board, in the context of current market indicators for the sector in which the Company operates .

3. Capability of raising funds in tranches within the target capital will enable to use the result of rise in prices of the Company's shares of, on the one hand, and allow for a flexible adjustment of the value and timing of the share capital increase, on the other hand.

4. Authorisation of the Board, approved by the Supervisory Board, to deprive shareholders the rights to new issue shares in total or in part. It will facilitate the Company's Management Board to carry out the share issue , among others, when there will appear a particularly attracting capital investment, and when circumstances will justify the share issue targeted to specific shareholders who sell shares of the acquired company.

5. The Supervisory Board of KOPEX S.A. is the guarantor for due protection of the rights of the Company's shareholders. The Supervisory Board will approve the price determined by the Company's Board and will grant permission for each exemption of pre-emptive rights for new shares in whole or in part, according to the wording of Par. 11a of the Statutes of Association of the Company.

6. Considering this reasoning, it is to conclude that amendments to Par.11a of the Statutes of Association of the Company, i.e. a new authorisation for the Management Board of the Company to increase the share capital within the limits of the target capital and to exclude preemptive rights are in the interests of the Company and its Shareholders.

➤ □ **Draft resolution to item 7 of the Extraordinary General Meeting agenda**

RESOLUTION No.6
of the Extraordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 20 February 2014
on amendments to Par.19 of the Statutes of Association of the Company

Par. 1

The Extraordinary General Meeting of KOPEX S.A. based in Katowice acting pursuant to Art. 415 Par1 of the Commercial Companies Code, Par. 54 Cl. 2 Item 1 of the Statutes of Association of the Company and to Par.8 Cl.5 Item 1 of the By-Laws of the General Meeting, resolves as follows:

The following amendments have been made to the Statutes of Association of the Company dated 27 June 2012, effective from 9 July 2012. /uniform text: notarial act dated 27 June 2012, Repertory A number 5591/2012 /:

Par.19 has been amended in such a way that the current Cl.2 is followed by Cl. 3 which reads as follows:

"3. Chairperson of the Supervisory Board holds the deciding vote in the case of a tie in voting on passing a resolution of the Supervisory Board. "

Par.2.

The resolution becomes effective on the day of its adoption but the amendment to the Statutes of Association referred to in Par.1 of this Resolution becomes effective on the date of registration of the amendments to the Statutes of Association by the competent court.

➤ **Draft resolution to item 8 of the Extraordinary General Meeting agenda**

RESOLUTION No.7
of the Extraordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 20 February 2014
on amendments to Par.50 of the Statutes of Association of the Company

Par. 1

The Extraordinary General Meeting of KOPEX S.A. based in Katowice acting pursuant to Art. 415 Par1 of the Commercial Companies Code, Par. 54 Cl. 2 Item 1 of the Statutes of Association of the Company and to Par.8 Cl.5 Item 1 of the By-Laws of the General Meeting, resolves as follows:

The following amendments have been made to the Statutes of Association of the Company dated 27 June 2012, effective from 9 July 2012. /uniform text: notarial act dated 27 June 2012, Repertory A number 5591/2012 /:

Par.50 has been amended in such a way that Cl.1 reads as follows:

"Resolutions adopted by the General Meeting shall be deemed valid if shareholders (shareholder) representing at least 50 % of the share capital of the company participate in the voting";

Par.50 has been amended in such a way that Cl.3 reads as follows:

"The General Meeting shall be considered valid if shareholders (shareholder) representing at least 50 % of the share capital of the company participate in it".

Par. 2

The Extraordinary General Meeting of KOPEX S.A. authorises the Supervisory Board of KOPEX S.A. to establish the uniform text of the Statutes of Association of KOPEX Spółka Akcyjna, considering the amendments resulting from this Resolution and Resolutions No. 5 and 6 of the Extraordinary General Meeting of KOPEX S.A in Katowice on 20 February 2014.

Par.3

This resolution shall come into force on the date of adoption , the amendments to the Articles referred to in Par.1 of this Resolution shall enter into force on the date of registration of the amendments to the Statutes of Association by the competent court.

➤ *Draft resolution to item 9 of the Extraordinary General Meeting agenda*

RESOLUTION No.8
of the Extraordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 20 February 2014
on amendments to the By-Laws of the General Meeting of KOPEX S.A.

Par. 1

The Extraordinary General Meeting of KOPEX S.A. based in Katowice, acting pursuant to the Commercial Companies Code and Statutes of Association of the Company, resolves to make the following amendments to the By-Laws of the General Meeting dated 24 June 2010:

1) Par. 8 Cl. 2 has been amended, and its new wording is as follows:

"Resolutions adopted by the General Meeting shall be deemed valid if shareholders (shareholder) representing at least 50 % of the share capital of the company participate in the voting. Each share holds one vote at the General Meeting".

2) Par. 9 Cl.4 Item a) has been amended by deleting the existing contents .

Par. 2

The Extraordinary General Meeting of KOPEX S.A. authorises the Company Board to establish the uniform text of the By-Laws of the General Meeting, considering the amendments implemented by this resolution.

Par. 3

The resolution becomes effective on the day of its adoption, effective from the next General Meeting of the Company.

