

(Translation from the Polish language)



**Contents of the draft resolutions to be voted on during session
of the Ordinary General Meeting of Shareholders
of KOPEX S.A. on 03 June 2015**

➤ *Draft resolution to item 2 of the Ordinary General Meeting agenda*

**RESOLUTION No. 1
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015
on election of Chairperson of the General Meeting**

1. The Ordinary 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 4 of the Ordinary General Meeting agenda*

**RESOLUTION No. 2
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015
on the adoption of the agenda**

1. The Ordinary 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 07 May 2015 and with the contents of the current report No.14/2015 issued by the Company on 07 May 2014 on the convening notice of the Ordinary General Meeting of Shareholders KOPEX S.A. on 03 June 2015.

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

➤ *Draft resolution (1) to item 5 of the Ordinary General Meeting agenda*

**RESOLUTION No. 3
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015
on the approval of the Report of the Management Board on KOPEX S.A. activity in Fiscal Year 2014.**

1. The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 Item 1) and art. 395 Par. 2 Item 1) of the Code of Commercial Companies and Par. 54 Cl. 1 Item 1) of the Statutes of Association - **approves the Report of the Management Board on KOPEX S.A. activity in Fiscal Year 2014.**

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

Draft resolution (2) to item 5 of the Ordinary General Meeting agenda

**RESOLUTION No. 4
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015
on the approval of the Financial Statements of KOPEX S.A. for Fiscal Year 2014.**

1. The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 Item 1) and Art. 395 Par. 2 Item 1) of the Commercial Companies Code, Par. 54 Cl. 1 Item 1) of the Statutes of Association as well as Art. 53 Cl. 1 of the Accounting Act dated 29 September 1994 (as amended.) - **approves the Financial Statements of KOPEX S.A. for Fiscal Year 2014** consisting of:

a) statement of financial position as at 31 December 2014, with assets and liabilities amounting to **PLN 1,843,821,863.25** (one billion eight hundred forty three million eight hundred twenty one thousand eight hundred sixty three zlotys and twenty five groszes)

b) profit and loss account for the period from 1 January 2014, to 31 December 2014, showing a net profit of **PLN 98,383,385.42** (say: ninety eight million three hundred eighty three thousand three hundred eighty five zlotys and forty two groszes)

c) total revenue statement for the period from 1 January 2014, to 31 December 2014, showing total income of **PLN 92,184,196.53** (say: ninety two million one hundred eighty four thousand one hundred ninety six zlotys and fifty three groszes)

d) statement of changes in equity for the period from 1 January 2014 to 31 December 2014, showing an increase in equity by the amount of **PLN 91,505,849.96** (say: ninety one million five hundred five thousand eight hundred forty nine zlotys and ninety six groszes)

e) statement of cash flows for the period from 1 January 2014 to 31 December 2014, showing an increase in cash by the amount of **PLN 9,079,966.57** (say: nine million seventy nine thousand nine hundred sixty six zlotys and fifty seven groszes)

f) notes

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

➤ Draft resolution (1) to item 6 of the Ordinary General Meeting agenda

**RESOLUTION No. 5
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015
on the approval of the Report of the Management Board on KOPEX S.A. Capital Group activity
in Fiscal Year 2014.**

1 The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 395 Par. 5 of the Commercial Companies Code - **approves the Report of the Management Board on KOPEX S.A. Capital Group activity in Fiscal Year 2013**

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

➤ *Draft resolution (2) to item 6 of the Ordinary General Meeting agenda*

RESOLUTION No. 6
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015
on the approval of the Consolidated Financial Statements of KOPEX S.A. Capital Group
for Fiscal Year 2014.

1 The Ordinary General Meeting of KOPEX Spółka Akcyjna acting pursuant to Art. 395 Par. 5 of the Commercial Companies Code and Art. 63 Cl. 4 of the Accounting Act dated 29 September 1994 (as amended.) - **approves the Consolidated Financial Statements of KOPEX S.A. Capital Group for Fiscal Year 2014**, consisting of:

a) consolidated statement of financial position as at 31 December 2014, with assets and liabilities amounting to the sum of **PLN 3,521,519,569.88** (three billion five hundred twenty one million five hundred nineteen thousand five hundred sixty nine zlotys and eighty eight groszes)

b) consolidated profit and loss account for the period from 1 January 2014 to 31 December 2014 with a net profit in the amount of **PLN 101,259,751.65** (say: one hundred one million two hundred fifty nine thousand seven hundred fifty one zlotys and sixty five groszes)

c) consolidated total revenue statement for the period from 01 January 2014 to 31 December 2014, showing a total income of **PLN 103,415,284.70** (say: one hundred three million four hundred fifteen thousand two hundred eighty four zlotys and seventy groszes)

d) consolidated statement of changes in equity for the period from 01 January 2014 to 31 December 2014, showing an increase in equity amounting to **PLN 101,298,811.21** (say: one hundred one million two hundred ninety eight thousand eight hundred eleven zlotys and twenty one groszes)

e) consolidated statement of cash flows for the period from 01 January 2014 to 31 December 2014, showing an increase in cash amounting to **PLN 5,420,655.73** (say: five million four hundred twenty thousand six hundred fifty five zlotys and seventy three groszes)

f) notes.

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

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

RESOLUTION No. 7
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015
on the distribution of net profit for Fiscal Year 2014
and determination of the dividend payable date

1 The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 395 Par. 2 Item 2) of the Commercial Companies Code, Par. 54 Cl. 1 Item 2) and Par. 61 of Statutes of Association, after hearing the opinion of the Supervisory Board of KOPEX S.A. - resolves to allocate **net profit for Fiscal Year 2014 amounting to PLN 98,383,385.42** (say: ninety eight million three hundred eighty three thousand three hundred eighty five zlotys and forty two groszes) as follows:

- 1.1. to allocate the amount of **29,622,415.20 PLN** (say: twenty nine million six hundred twenty two thousand four hundred fifteen and twenty groszes), ie. **0.40 PLN per share as dividend for Company shareholders**, what makes 30.11% of total net profit.
 - 1.2. to allocate the remaining amount of **68,760,970.22 PLN** (say: sixty eight million seven hundred sixty thousand nine hundred seventy and twenty two groszes), **for spare capital** , what makes 69.89% of total net profit.
 2. The Ordinary General Meeting resolves to determine the date of acquiring dividend rights on **11 June 2015 - "Dividend D- day"** and **02 July 2015 as Dividend Payout Date**.
 3. The resolution becomes effective on the day of its adoption.
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➤ **Draft resolution to item 8 of the Ordinary General Meeting agenda**

**RESOLUTION No. 8
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on subsidizing the "Special Donation Fund".

The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 396 Par. 5 of the Commercial Companies Code and on the basis of Par 1. Cl. 1 of the Resolution No. 8 of the Ordinary General Meeting of KOPEX S.A. dated 26 June 2013 on the establishment of the Special Fund for the purpose of financing by KOPEX S.A. social projects and subsidizing this fund - resolves as follows:

1. The Ordinary General Meeting of KOPEX agree to subsidize the "Special Donation Fund" with cash from spare capital, i.e. from the Company's net profits earned in previous years in the amount of **PLN 1.000.000,00** (say: one million zlotys).
 2. Principles of using the funds of the Company's "Special Donation Fund" are included in the "Rules of managing the Special Donation Fund", in force in the Company.
 3. The resolution becomes effective on the day of its adoption.
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➤ **Draft resolution (1) to item 9 of the Ordinary General Meeting agenda**

**RESOLUTION No. 9
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2014.

1 The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item1) and art. 395 Par.2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mr. Józef Wolski** for performing his duties as President of the Management Board of KOPEX SA in the period from **01 January 2014 to 31 December 2014**.

2. The resolution becomes effective on the day of its adoption.
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➤ *Draft resolution (2) to item 9 of the Ordinary General Meeting agenda*

**RESOLUTION No. 10
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2014.

1 The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item1) and art. 395 Par.2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mr. Joanna Węgrzyn** for performing her duties as Member of the Management Board of KOPEX SA in the period from **01 January 2014 to 31 December 2014..**

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

➤ *Draft resolution (3) to item 9 of the Ordinary General Meeting agenda*

**RESOLUTION No. 11
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2014.

1.The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item1) and art. 395 Par.2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mr. Piotr Broncel** for performing his duties as Member of the Management Board of KOPEX SA in the period from **01 January 2014 to 31 December 2014.**

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

➤ *Draft resolution (4) to item 9 of the Ordinary General Meeting agenda*

**RESOLUTION No. 12
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2014.

1 The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item1) and art. 395 Par.2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mr. Andrzej Meder** for performing his duties as Member of the Management Board of KOPEX SA in the period from **01 January 2014 to 31 December 2014.**

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

➤ *Draft resolution (5) to item 9 of the Ordinary General Meeting agenda*

**RESOLUTION No. 13
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2014.

1. The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item 1) and art. 395 Par. 2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mr. Arkadiusz Śnieżko** for performing his duties as member of the Management Board of KOPEX SA in the period from **01 January 2014 to 03 March 2014**.

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

Draft resolution (1) to item 10 of the Ordinary General Meeting agenda

**RESOLUTION No. 14
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Supervisory Board Member for performing his duties in Fiscal Year 2014.

1. The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item 1) and art. 395 Par. 2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mr. Krzysztof Jędrzejewski** for performing his duties as Member of the Supervisory Board of KOPEX SA in the period from **01 January 2014 to 31 December 2014**.

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

➤ *Draft resolution (2) to item 10 of the Ordinary General Meeting agenda*

**RESOLUTION No. 15
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Supervisory Board Member for performing his duties in Fiscal Year 2014.

1. The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item 1) and art. 395 Par. 2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mr. Michał Rogatko** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from **01 January 2014 to 31 December 2014**.

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

➤ *Draft resolution (3) to item 10 of the Ordinary General Meeting agenda*

**RESOLUTION No. 16
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Supervisory Board Member for performing his duties in Fiscal Year 2014.

1. The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item 1) and art. 395 Par. 2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mr. Bogusław Bobrowski** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from **01 January 2014 to 31 December 2014**.

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

➤ *Draft resolution (4) to item 10 of the Ordinary General Meeting agenda*

**RESOLUTION No. 17
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Supervisory Board Member for performing his duties in Fiscal Year 2014.

1. The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item 1) and art. 395 Par. 2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Full Professor, PhD, Eng. Józef Dubiński** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from **20 February 2014 to 31 December 2014**.

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

➤ *Draft resolution (5) to item 10 of the Ordinary General Meeting agenda*

**RESOLUTION No. 18
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Supervisory Board Member for performing his duties in Fiscal Year 2014.

1. The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item 1) and art. 395 Par. 2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mrs. Andrzej Sikora** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from **01 January 2014 to 31 December 2014**.

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

➤ **Draft resolution (6) to item 10 of the Ordinary General Meeting agenda**

**RESOLUTION No. 19
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 03 June 2015**

on granting exoneration to the Supervisory Board Member for performing his duties in Fiscal Year 2014.

1. The Ordinary General Meeting of KOPEX Spółka Akcyjna, acting pursuant to Art. 393 item 1) and art. 395 Par. 2 Item 3) of the Commercial Companies Code and Par. 54 Cl. 1 Item 3) of the Statutes of Association of the Company - **grants exoneration to Mr. Piotr Augustyniak** performing his duties as member of the Supervisory Board of KOPEX SA in the period from **01 January 2014 to 20 February 2014**

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

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Management Board
Member
Chief Sales Officer

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Piotr Broncel

Management Board
Member
Chief Research and
Development Officer

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Andrzej Meder

Management Board
Member
Chief Financial Officer

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Joanna Węgrzyn

Management Board
President
Chief Executive Officer

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Józef Wolski

Legal Adviser

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Łukasz Łęski

Board Proxy
Director of Management
Board
and Corporate Governance
Bureau

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Edward Fryźlewicz