

(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 18 June 2014**

➤ ***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 18 June 2014
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 18 June 2014
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 21 May 2014 and with the contents of the current report No. 43/2014 issued by the Company on 21 May 2014 on the convening notice of the Ordinary General Meeting of Shareholders KOPEX S.A. on 20 February 2014, then changed on 18 June 2014.

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 18 June 2014
on the approval of the Report of the Management Board on KOPEX S.A. activity in Fiscal Year 2013**

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 2013.

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 18 June 2014
on the approval of the Financial Statements of KOPEX S.A. for Fiscal Year 2013

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 2013** consisting of:

a) statement of financial position as at 31 December 2013, with assets and liabilities amounting to PLN 1,734,930,863.95 (one billion seven hundred thirty four million nine hundred thirty thousand eight hundred sixty three zlotys and ninety five groszes)

b) profit and loss account for the period from 1 January 2013 to 31 December 2013, showing a net profit of PLN 65,132,788.07 (say: sixty five million one hundred thirty two thousand seven hundred eighty eight zlotys and seven groszes)

c) total revenue statement for the period from 1 January 2013 to 31 December 2013, showing total income of PLN 65,684,654.53 (say: sixty five million six hundred eighty four thousand six hundred fifty four zlotys and fifty three groszes)

d) statement of changes in equity for the period from 1 January 2013 to 31 December 2013, showing an increase in equity by the amount of PLN 61,823,602.63 (say: sixty one million eight hundred twenty three thousand six hundred two zlotys and sixty three groszes)

e) statement of cash flows for the period from 1 January 2013 to 31 December 2013, showing an increase in cash by the amount of PLN 6,717,348.36 (say: six million seven hundred seventeen thousand three hundred forty eight zlotys and thirty three 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 18 June 2014
on the approval of the Report of the Management Board on KOPEX S.A. Capital Group activity
in Fiscal Year 2013

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 18 June 2014
on the approval of the Consolidated Financial Statements of KOPEX S.A. Capital Group
for Fiscal Year 2013

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 2013**, consisting of:

a) consolidated statement of financial position as at 31 December 2013, with assets and liabilities amounting to the sum of PLN 3,475,265,003.70 (one billion four hundred seventy five million two hundred sixty five thousand three zlotys and seventy groszes)

b) consolidated profit and loss account for the period from 1 January 2013 to 31 December 2013 with a net profit in the amount of PLN 65,278,026.35 (say: sixty five million two hundred seventy eight thousand twenty six zlotys and thirty five groszes)

c) consolidated total revenue statement for the period from 01 January 2013 to 31 December 2013, showing a total income of PLN 54,796,592.67 (say: fifty four million seven hundred ninety six thousand five hundred ninety two zlotys and sixty seven groszes)

d) consolidated statement of changes in equity for the period from 01 January 2013 to 31 December 2013, showing an increase in equity amounting to PLN 34,995,716.01 (say: thirty four million nine hundred ninety five thousand seven hundred sixteen zlotys and one grosh)

e) consolidated statement of cash flows for the period from 01 January 2013 to 31 December 2013, showing an increase in cash amounting to PLN 8,425,219.12 (say: eight million four hundred twenty five thousand two hundred nineteen zlotys and twelve 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 18 June 2014
on the distribution of the net profit for Fiscal Year 2013

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 Cl. 1 Item 1) Statutes of Association, after hearing the opinion of the Supervisory Board of KOPEX S.A. - resolves to allocate **net profit for Fiscal Year 2013 amounting to PLN 65,132,788.07** (say: sixty five million one hundred thirty two thousand seven hundred eighty eight zlotys and seven groszes) for **raising spare capital, for the purposes of the Company's development.**

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

➤ *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 18 June 2014
on subsidizing the "Special Donation Fund".

1 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 to agree to subsidize the "Special Donation Fund" with cash from spare capital, i.e. with 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", binding in the Company.

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

➤ **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 18 June 2014**

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2013.

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 Jagiello** for performing his duties as President of the Management Board of KOPEX SA in the period from 01 January 2013 to 27 May 2013.

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

➤ **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 18 June 2014**

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2013.

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 Vice President of the Management Board of KOPEX SA in the period from 01 January 2013 to 28 June 2013 as well as President of the Management Board of KOPEX SA in the period from 28 June 2013 to 31 December 2013.

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 18 June 2014**

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2013.

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 2013 to 31 December 2013

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 18 June 2014**

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2013.

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 Czechowski** for performing his duties as member of the Management Board of KOPEX SA in the period from 01 January 2013 to 16 May 2013.
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 18 June 2014

on granting exoneration to the Management Board member for performing his duties in Fiscal Year 2013.

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 2013 to 31 December 2013.
2. The resolution becomes effective on the day of its adoption.

➤ *Draft resolution (6) to item 9 of the Ordinary General Meeting agenda*

RESOLUTION No. 14
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Management Board member for performing her duties in Fiscal Year 2013.

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. Joanna Węgrzyn** for performing her duties as member of the Management Board of KOPEX SA in the period from 28 June 2013 to 31 December 2013.
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. 15
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Supervisory Board member for performing his duties in Fiscal Year 2013.

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 2013 to 31 December 2013.
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. 16
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Supervisory Board member for performing his duties in Fiscal Year 2013.

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 2013 to 31 December 2013.
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. 17
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Supervisory Board member for performing his duties in Fiscal Year 2013.

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 2013 to 31 December 2013.
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. 18
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Supervisory Board member for performing his duties in Fiscal Year 2013.

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. Zofia Dzik** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from 01 January 2013 to 24 June 2013.
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. 19
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Supervisory Board member for performing his duties in Fiscal Year 2013.

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. Marzena Misiuna** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from 01 January 2013 to 25 June 2013.
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. 20
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Supervisory Board member for performing his duties in Fiscal Year 2013.

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. Adam Kalkusiński** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from 01 January 2013 to 31 December 2013.

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

➤ **Draft resolution (7) to item 10 of the Ordinary General Meeting agenda**

RESOLUTION No. 21
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Supervisory Board member for performing his duties in Fiscal Year 2013.

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. Adam Kalkusiński** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from 01 January 2013 to 25 June 2013.

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

➤ **Draft resolution (8) to item 10 of the Ordinary General Meeting agenda**

RESOLUTION No. 22
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Supervisory Board member for performing his duties in Fiscal Year 2013.

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 Sikora** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from 01 January 2013 to 31 December 2013.

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

➤ **Draft resolution (9) to item 10 of the Ordinary General Meeting agenda**

RESOLUTION No. 23
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014

on granting exoneration to the Supervisory Board member for performing his duties in Fiscal Year 2013.

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 Augustyniak** for performing his duties as member of the Supervisory Board of KOPEX SA in the period from 01 January 2013 to 31 December 2013.

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

➤ **Draft resolution to item 11 of the Ordinary General Meeting agenda**

RESOLUTION No. 24
of the Ordinary General Meeting of Shareholders
of KOPEX Spółka Akcyjna based in Katowice
on 18 June 2014
on changes in the remunerations for the members of the Supervisory Board of KOPEX S.A.

1. The Ordinary General Meeting of KOPEX S.A., acting pursuant to Art. 392 Par.1 of the Commercial Companies Code and Par. 45 Cl. 3 of the Statutes of Association, resolves to:

1) Change amounts of monthly remunerations of KOPEX S.A. defined by Resolution No. 19 of the Ordinary General Meeting of KOPEX S.A. of 24 June 2010 on fixing remunerations for Members of the Supervisory Board (Par 2. Item1 of Attachment No. 1 to the above resolution) and fix them as follows:

"Members of the Supervisory Board of KOPEX S.A. shall be granted monthly gross salaries in the amounts as follows:

- a) Chairman of the Supervisory Board in the amount of PLN 10,000 (say: ten thousand zlotys),
- b) Vice-Chairman of the Supervisory Board in the amount of PLN 8,000 (say: eight thousand zlotys),
- c) for other members of the Supervisory Board in the amount of PLN 6,000 (say: six thousand zlotys). "

2) Authorize the Supervisory Board to establish a uniform text of the "Remuneration principles of for the members of the Supervisory Board" set out in Attachment No. 1 to Resolution No. 19 of the Ordinary General Meeting KOPEX S.A. of 24 June 2010, respecting the changes adopted in Item 1.1) of this resolution.

2 This resolution comes into force on the date of adoption with effect from 1 June 2014.

