



CONVENING NOTICE OF THE MANAGEMENT BOARD OF KOPEX S.A. BASED IN KATOWICE FOR THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

1. Date, time and venue of the Extraordinary General Meeting and detailed agenda

The Management Board of KOPEX Spółka Akcyjna based in Katowice, Grabowa 1, entered in the Register of Entrepreneurs kept by the District Court Katowice-Wschód in Katowice, the Eighth Commercial Division of the National Court Register under KRS number 0000026782, with share capital of PLN 74,332,538, fully paid, acting pursuant to Art.398, Art.399 Par.1 and Art.402¹ in connection with and Art.402² of the Commercial Companies Code as well as pursuant to Par. 46 Cl.2 and Cl.4 of the Statutes of Association, convenes:

Ordinary General Meeting of Shareholders of KOPEX S.A.

to be held on **18 June 2014 (Wednesday) at 12.00 PM** in the Company's headquarters in Katowice, at Grabowa 1 (1st Floor, Audiovisual Room No. 100 A) with the following detailed agenda:

1. Opening the Ordinary General Meeting of Shareholders
2. Election of Chairperson of the General Meeting.
3. Validation of convening the Ordinary General Meeting and its capacity to adopt resolutions
4. Adoption of the agenda.
5. Consideration and approval of the Report of the Management Board on KOPEX activity in Fiscal Year 2013 as well as of the Financial Statements of KOPEX S.A. for Fiscal Year 2013
6. Consideration and approval of the Report of the Management Board on the KOPEX Group activity in Fiscal Year 2013 as well as of the Consolidated Financial Statements of the KOPEX Group for Fiscal Year 2013.
7. Adoption of the resolution on the distribution of net profit for Fiscal Year 2013.
8. Adoption of the resolution on subsidising the "Special Donation Fund".
9. Adoption of the resolution on granting exonerations to the Management Board members of KOPEX S.A. for performing their duties in Fiscal Year 2013
10. Adoption of the resolution on granting exonerations to the Supervisory Board members of KOPEX S.A. for performing their duties in Fiscal Year 2013
11. Adoption of the resolution on changes in the remunerations for the Supervisory Board members
12. Closing session of the Ordinary General Meeting

2. The right to participate in the General Meeting of Shareholders- Record Date

The right to participate in the General Meeting of shareholders is **exclusively held by individuals being shareholders of the KOPEX S.A. Company in sixteen days prior to the date of the General Meeting of Shareholders**, i.e. on **02 June 2014**, hereinafter referred to as the **Record Day**, in compliance with Art. 406¹ of the Commercial Companies Code.

In order to participate in the General Meeting of Shareholders, the shareholders entitled to the dematerialised bearer shares should submit the entity keeping the securities account, to issue an **individual certificate approving the right to participate in the General Meeting of Shareholders**, not earlier than after the announcing day of the General Meeting and not earlier than on the first working day after the Record Day.

3. Manner of participating in the General meeting and exercising the right to vote

A shareholder who is a private entity may participate in the General Meeting and exercise the right to vote in person or by his/her proxy holder. The shareholder who is a legal entity may participate in the General Meeting and exercise the right to vote by a person authorised to make declarations on his/her behalf or by the shareholder's proxy holder. **Power of attorney should be prepared in writing under pain of being declared null or may be granted by a shareholder electronically in a PDF file.** The power of attorney granted electronically should be prepared in accordance with generally applicable law and does not require a secure electronic signature verified by a valid qualified certificate.

Note! The Company should be informed on granting an electronic power of attorney by an electronic post to the following address: wza@kopex.com.pl (reservation: risk connected with use of the electronic communication media is on the shareholder's side).

The company notes that, in accordance with Art. 421 § 3 of the Commercial Companies Code, there is a requirement to submit a power of attorney granted by the shareholder to the minutes (power of attorney granted in electronic form will be attached in the form of print).

To identify the shareholder who has granted an electronic power of attorney, a notification on granting such a power of attorney sent to the Company, should include enclosures as follows:

- a copy of the shareholder's Identity Document, passport or other document to prove identity- if a shareholder is a private entity
- a copy from the National Court Register proving the power to represent a specific shareholder- if a shareholder is a legal entity.

To identify a proxy-holder, the company reserves itself the right to demand from the proxy- holder the documents as follows, while registering, on the day and place the General Meeting to be held:

- If the proxy is a natural person - identity card, passport or other official identity document of the proxy; or
- If the proxy is a legal person - the original or a copy of an extract from the National Court or other appropriate register certified as a true copy by a notary or solicitor / lawyer and present an identity card, passport or other official identity document - confirming the identity of the persons authorized to represent the proxy.

4. A form for exercising the right to vote by a proxy-holder.

A form, referred to in Art. 402³ Par. 1 Item 5 of the Commercial Companies Code is accessible on the Company's website at www.kopex.com.pl, in the file **INVESTOR RELATIONS /GENERAL MEETINGS OF SHAREHOLDERS** but using the aforesaid pattern- form is not obligatory for shareholders and **it is not a voting card.**

The Company also informs that if a shareholder grants a power of attorney, together with the voting instruction included in the form, the proxy-holder representing a specific shareholder will not be verified by the Company whether he exercises the right to vote in compliance with the voting instructions obtained from the shareholder (the voting instruction should be given only to the proxy-holder).

5. The ability to participate at the General Meeting using electronic communication media, speaking during General Meeting and exercise the right to vote using electronic communication media, possibility of voting by correspondence.

The following options of participating the shareholders at the General Meeting are excluded by the Company's Statutes of Association:

- a) participation at the General Meeting using electronic communication media,
- b) speaking during the General Meeting using electronic communication media,
- c) exercising the right to vote at the General Meeting in a correspondence mode or using electronic communication media.

6. The rights of the shareholders representing at least one twentieth (5%) of the Company's share capital and related to the General Meeting.

In compliance with stipulations of the Statutes of Association, a shareholder or shareholders **representing at least one twentieth of the Company's share capital** are entitled to:

- a) demanding to place some items on the agenda of the General Meeting. A demand in question should be submitted to the Management Board of the Company **not later than in twenty one days prior to the designated date of the General Meeting to be held.** The demand should include justification or draft resolution regarding a specific item of the agenda. **The demand prepared in a separate document, signed by the individuals authorised to represent the shareholder may be sent as a PDF file enclosed by an electronic post to the following address: wza@kopex.com.pl.** (reservation: risk connected with use of the electronic communication media is on the shareholder's side).

The Management Board is obliged to announce the amendments to the agenda, at the request of the shareholders in a manner appropriate to convene the General Meeting. The Management Board is obliged to announced them **immediately, but not later than in eighteen days prior to the designated date of the General Meeting to be held.**

- b) submitting the Company draft resolutions on the issues placed on the agenda or to be placed on the agenda of the General Meeting prior to the date of the General Meeting. The draft resolutions in questions should be submitted either in writing or using en electronic post to the following address wza@kopex.com.pl (reservation: risk connected with use of the electronic communication media is on the shareholder's side). Draft resolutions should be submitted along with their justifications.

- The shareholders should demonstrate a sufficient number of shares on the date of the request or declaration accompanying the request or declaration referred to the above registered deposit certificate as a PDF file. If the Shareholders are legal entities, they also have to prove the right to act on behalf of the entity by enclosing a valid excerpt from the relevant register.

Note: Documents prepared in other than the Polish language, should be and sent by electronic media accompanied by its translation into Polish by a sworn translator.

7. List of the shareholders entitled to participating at the General Meeting

The list of the shareholders entitled to participating at the General Meeting will be prepared by the Company, basing on the list of the shareholders registered on the General Meeting provided by the National Depository for Securities in Warsaw **not later than in seven days prior to the date of the General Meeting** or by means of electronic communication, or, if not possible (for technical reasons),

in the form of a document, no later than six days before the General Meeting. The list will be displayed at the Company's headquarters in Katowice, Grabowa 1, **in three working days prior to the date the General Meeting to be held** from 7.00 AM to 3 PM, in compliance with Art.407 Par.1 of the Commercial Companies Code.

Any shareholder of the Company may request to send him a list of the shareholders entitled to vote to the e-mail address submitted by the shareholder. Such a request may be submitted by an electronic post to the following address: wza@kopex.com.pl (reservation: risk connected with use of the electronic communication media is on the shareholder's side). Any shareholder who submits the aforesaid requirement and who has not registered his/her participation at the General Meeting is required to confirm the fact of being a shareholder of the Company.

8. Documents and information regarding the General Meeting

The full text of the documents to be presented at the General Meeting and any information required by the legal regulations with regard to convening the General Meeting of KOPEX S.A., including draft resolutions to be presented at the General Meeting are available on the Company's website at www.kopex.com.pl in the file: **INVESTOR RELATIONS/ GENERAL MEETINGS OF SHAREHOLDERS.**

Copies of the proposals on the agenda will be given on request at the Company's headquarters (address: 40-172 Katowice, Grabowa 1, The Management Board and Corporate Supervision Office, Room No. 206 or Room No. 218, on working days from 7.00 AM to 3.00 PM) **in seven days prior to designated date of the General Meeting to be held**, in compliance with Art.407 Par.2. of the Commercial Companies Code.

9. Registration of attendance at the General Meeting

Individuals entitled to participating at the General Meeting are requested to register on the day and venue of the General Meeting (registration will take at the entrance to the session room) not earlier than half an hour prior to the commencement of the session of the General Meeting, i.e. starting from 11.30 AM.

10. Contacts of the shareholders with the Company

The Company indicates e-mail address: wza@kopex.com.pl for communication between the shareholders of the Company on the issues relating to the organization of the General Meeting (reservation: risk connected with use of the electronic communication media is on the shareholder's side).

Note: **Any documents/ enclosures sent to the Company's e-mail address wza@kopex.com.pl should be in a form of PDF files.**

11. Other

Mileage general meeting will be fixed on the media and audio will be provided on the Company's website www.kopex.com.pl in the "INVESTOR RELATIONS"/ "GENERAL MEETING OF SHAREHOLDERS '.

Regulations included in the Commercial Companies Code, Statute of Association and By-laws of the General Meeting of Shareholders of KOPEX S.A. and other binding legal regulations apply to other issues with regard to convening the General Meeting that have not been covered by this Notice.