

Form for voting through a proxy at the General Shareholders Meeting of Apator SA dated on 23rd January 2012.

Shareholders data:

First name, surname/ Registered Name:.....

Address

Pesel No/CRO Certificate, National court register

I, the undersigned being authorised to participate in Ordinary General Shareholders Meeting of Apator SA dated on 23rd January 2012.

I give power of attorney

Proxy data::

First name, surname.....

Address

Pesel No/CRO Certificate, National court register

To represent me, including the right to vote at the General Shareholders Meeting of Apator SA dated on 23rd January 2012.

The proxy is hereby authorised / not authorised¹ to grant further proxy authority.
The proxy is obligated/ is not obligated ² to vote in accordance with the voting instructions.

.....
date

.....
shareholders sign

1 delete as applicable
2 delete

Draft
Resolution no 1/I/2012
of Extraordinary General Shareholders Meeting
Apator – Joint Stock Company dated 23rd January 2012

on the appointment of Chairman of the Extraordinary General Shareholders Meeting

Based on art 409 § 1 of the Polish Commercial Companies Code and § 14 para 13 of the Statute of Apator SA, Extraordinary General Shareholders Meeting of Apator SA adopts the following:

Mr /Mrs is appointed the Chairman of Extraordinary General Shareholders Meeting

<input type="checkbox"/> For of shares.....	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised of shares.....	<input type="checkbox"/> Abstain of shares.....	<input type="checkbox"/> proxy's discretion of shares.....
<input type="checkbox"/> Other			

Draft
Resolution no 2/I/2012
of Extraordinary General Shareholders Meeting
Apator – Joint Stock Company dated 23rd January 2012

on election of vote counting commission

Based on § 9 of the Regulations of General Shareholders Meetings of Apator SA, Extraordinary General Shareholders Meeting of Apator SA adopts the following:

The vote counting commission in three person make-up has been elected:

-
-
-

<input type="checkbox"/> For of shares.....	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised of shares.....	<input type="checkbox"/> Abstain of shares.....	<input type="checkbox"/> proxy's discretion of shares.....
<input type="checkbox"/> Other			

Draft
Resolution no 3/I/2012
of Extraordinary General Shareholders Meeting
Apator – Joint Stock Company dated 23rd January 2012

on the approval of the agenda of Extraordinary General Shareholders Meeting.

The Extraordinary General Shareholders Meeting of Apator SA adopts the following agenda:

1. Opening of the Extraordinary General Shareholders Meeting
2. Selection of Chairman of the Extraordinary General Shareholders Meeting
3. Statement on correctness of calling of the Extraordinary General Shareholders Meeting and its ability to adopt the resolutions
4. Selection of vote counting commission
5. Approval of the Agenda of the Extraordinary General Shareholders Meeting
6. Closing of the Programme for the acquisition of own shares for their redemption and reduction of the share capital dated 20th June 2011
7. Liquidation of the fund for the redemption of shares
8. The consent to the gratuitous acquisition of own shares for their redemption without remuneration.
9. The establishment of the Programme for gratuitous acquisition of own shares for their redemption without remuneration and reduction of the share capital
10. Miscellaneous
11. Closing of the meeting

<input type="checkbox"/> For of shares.....	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised of shares.....	<input type="checkbox"/> Abstain of shares.....	<input type="checkbox"/> proxy's discretion of shares.....
<input type="checkbox"/> Other			

Draft
Resolution no 4/I/2012
of Extraordinary General Shareholders Meeting
Apator – Joint Stock Company dated 23rd January 2012

on closing of the Programme for the acquisition of own shares for their redemption and reduction of the share capital dated 20th June 2011

Extraordinary General Shareholders Meeting of “APATOR” S.A. adopts the following:

1. The Programme for the acquisition of own shares for their redemption and reduction of share capital adopted by the resolution no 22/VI/2011 of the Ordinary General Shareholders Meeting of “APATOR” S.A. dated 20th June 2011 is closed.
2. “APATOR” S.A. did not acquire any bearer shares of “APATOR” S.A. marked with the code PLAPATR00018 and registered shares of “APATOR” S.A. marked with the code PLAPATR00026 within the Programme for the acquisition of own shares for their redemption and reduction of the share capital.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
of shares.....	of shares.....	of shares.....	of shares.....
<input type="checkbox"/> Other			

**Draft
Resolution no 5/I/2012
of Extraordinary General Shareholders Meeting
Apator – Joint Stock Company dated 23rd January 2012**

on liquidation of the fund for the redemption of the shares

Based on § 12 para 2 of the Statute of “APATOR” SA the Extraordinary General Shareholders Meeting adopts the following:

The fund for the redemption of registered shares of A series and bearer shares of A, B and C series established based on the Resolution no 13/2007 of the Ordinary General Shareholders Meeting of “APATOR” SA dated the 11th June 2007 and the Resolution no 19/2008 of the Ordinary General Shareholders Meeting of “APATOR” SA dated 23rd June 2008 is liquidated.

All financial means collected on the fund in amount of 17.973.090,00 PLN (seventeen million nine hundred ninety three thousand and ninety zloty 00/100) are transferred to supplementary capital.

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised	<input type="checkbox"/> Abstain	<input type="checkbox"/> proxy's discretion
of shares.....	of shares.....	of shares.....	of shares.....
<input type="checkbox"/> Other			

**Draft
Resolution no 6/I/2012
of Extraordinary General Shareholders Meeting
Apator – Joint Stock Company dated 23rd January 2012**

on consent to the gratuitous acquisition of own shares for their redemption without remuneration

Based on art 359 § 1 of the Polish Commercial Companies Code and § 11 para 1 and 2 of the Statute of Apator SA, Extraordinary General Shareholders Meeting of Apator SA adopts the following:

It gives the consent to the gratuitous acquisition by “APATOR” SA from subsidiary Apator Mining sp. z o.o. with headquarters in Katowice 2.000.000 (two million) own bearer shares marked with the code PLPATR00018 for their redemption without remuneration within the

Programme for gratuitous acquisition of own shares for their redemption without remuneration and reduction of the share capital.

<input type="checkbox"/> For of shares.....	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised of shares.....	<input type="checkbox"/> Abstain of shares.....	<input type="checkbox"/> proxy's discretion of shares.....
<input type="checkbox"/> Other			

**Draft
Resolution no 7/I/2012
of Extraordinary General Shareholders Meeting
Apator – Joint Stock Company dated 23rd January 2012**

on establishment of the Programme for gratuitous acquisition of own shares for their redemption without remuneration and reduction of the share capital
The Programme for gratuitous acquisition of own shares for their redemption without remuneration and reduction of the share capital is adopted that is the enclosure to the resolution.

Enclosure to the Resolution no 7/I/2012

The programme for gratuitous acquisition of own shares for their redemption without remuneration and reduction of the share capital

§ 1

The Programme of gratuitous acquisition of own shares for their redemption without remuneration and reduction of share capital hereinafter referred to the Programme is introduced in accordance with the following provisions:

art.19 para 1 of the Second Directive of the Council (Directive 77/91/EEC) dated 1976 on coordination of the guarantees required in Member Countries from the companies in understanding of art.58 of the second subparagraph of the Treaty in order to obtain their sustainability, for the protection of the interests both partners and third persons in the establishment of the joint stock company and also in the maintenance and changes in the capital,

art.39 para 3 of the Act dated 29th July 2005 on trading of financial instruments, regulation of the Commission (EU) no 2273/2003 dated the 22nd December 2003 performing the directive 2003/6/European Union – European Parliament and European Council concerning the release for the programmes for acquisition and stabilization of financial instruments (Regulation of the Commission no 2273/2003).

§ 2

The objective of acceptance of the Programme is to reduce share capital of “APATOR” SA by the redemption without remuneration of shares acquired within the the Programme.

The performance of the Programme is the interest of the shareholders of the Company because in result of the redemption the value of consolidated own capital per share will be increased.

§ 3

Gratuitous acquisition of own shares of “APATOR” SA within the Programme will be performed on the following conditions:

“APATOR” SA is allowed to acquire gratuitously from subsidiary Apator Mining sp. z o.o. with headquarters in Katowice 2.000.000 (two millions) own bearer shares marked with the code PLAPATR00018. The shares are deposited on account no 123811 of securities of Apator Mining sp.z o.o. at brokerage house of Bank Ochrony Środowiska S.A.

Own shares are allowed to be acquired gratuitously under the consent of Apator Mining sp. z o.o. based on civil law agreement off the regulated market.

The number of own shares for gratuitous acquisition within the Programme is 2.000.000 (two millions) shares that is 5,70% of the share capital of “APATOR” SA.

The performance of the Programme will be held since the 24th January 2012 till the 30th May 2012

§ 4

The Executive Board of “APATOR” SA is obligated to call the General Shareholders Meeting not later than 3 months of duration of the Programme which the subject will be the redemption of shares without remuneration acquired gratuitously within the Programme and related to it reduction of the share capital of the Company.

§ 5

The Programme for gratuitous acquisition of own shares for their redemption without remuneration will be performed individually by “APATOR” SA

<input type="checkbox"/> For of shares.....	<input type="checkbox"/> Against <input type="checkbox"/> Objections raised of shares.....	<input type="checkbox"/> Abstain of shares.....	<input type="checkbox"/> proxy’s discretion of shares.....
<input type="checkbox"/> Other			

Explanations

1. The shareholder indicates his instruction by placing an “X” in the appropriate box. In case where shareholder authorises the proxy to vote in a non-unified manner from the part of his shares, in the box “Instruction” concerning appropriate resolution, the shareholder should indicate number of the shares for which the proxy is to cast a vote of “for”, “against”, abstain from voting or to vote according to the Proxy’s will. If no such number is indicated, it will be assumed that the proxy is authorised to vote all of the shares owned by the shareholder in the prescribed manner.
2. Considering possibility that the above proposed resolutions may differ from the proposed resolutions voted on at the Extraordinary General Shareholders Meeting, it is recommended that in the box marked “Other” the manner in which the proxy should vote in this situation be described.
3. Hereby form does not verify the manner of voting through proxy and does not supersede the proxy authority granted to a proxy by a shareholder and it is not obligation to use that form.