

**THE CONTENT OF THE RESOLUTIONS NOT ADOPTED BY  
ORDINARY GENERAL SHAREHOLDERS MEETING OF  
APATOR SA ON THE 18<sup>TH</sup> JUNE 2012**

**Resolution no 23/VI/2012  
of Ordinary General Shareholders Meeting of Apator SA dated the 18<sup>th</sup> June 2012**

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

Based on art. 359 § 1 of the Polish Commercial Companies Code and § 11 para 1 and 2 of the Statutes of „APATOR” S.A. Ordinary General Shareholders Meeting adopts the following:

The consent is given for gratuitous acquisition by „APATOR” S.A. from subsidiary Apator Mining sp. z o.o. with headquarters in Katowice of 3.600.000 (three million and six hundred thousand) own bearer shares marked with the code PLAPATR00018 for their redemption without remuneration within the programme for gratuitous acquisition of own shares of their redemption without remuneration .

**The resolution has not been adopted.**

Number of shares with valid votes: 11 233 305  
Percentage share of those shares in equity: 32,00%  
Total number of valid votes: 28 667 460  
with votes included:  
for: 4 647 585  
against: 24 019 875  
abstentions: 0

**Resolution no 24/VI/2012  
of Ordinary General Shareholders Meeting of  
Aptor S.A. dated the 18<sup>th</sup> June 2012**

on establishment of the programme for gratuitous acquisition of own shares for their redemption without remuneration and reduction of equity.

The resolution on establishment of the programme for gratuitous acquisition of own shares for their redemption without remuneration and reduction of equity is adopted.

**The resolution has not been adopted.**

Number of shares with valid votes: 11 233 305  
Percentage share of those shares in equity: 32,00%  
Total number of valid votes: 28 667 460  
with votes included:  
for: 2 905 628  
against: 25 760 703  
abstentions: 1 129

Enclosure to the Resolution no. 24/VI/2012

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

### § 1

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

- art. 19 para 1 of the Second Directive of the Council (Directive 77/91/EEC) dated the 13th December 1976 on coordination of guarantees required in Member Countries from the companies in understanding of art. 58 subparagraph 2 of the Treaty in order to obtain their equivalence for the protection of interests both partners and third persons in establishment of joint stock companies as well as maintenance and changes its capital,
- art. 39 para 3 of the Act dated the 29th July 2005 on financial instruments turnover
- regulations of the Commission (EC) no. 2273/2003 performing the directive no. 2003/6/EC of European Parliament and the Council in relation to the relieves for the programmes of buy back and stabilization of financial instruments (Regulations of the Commission no. 2273/2003).

### § 2

The aim of acceptance of the programme is to bring to the reduction of the share capital of "APATOR" SA by the redemption without remuneration of shares acquired within the programme. The performance of the programme is the interest of the shareholders of the Company since in result of the redemption the consolidated equity per one share will be increased.

### § 3

The gratuitous acquisition of own shares of "APATOR" SA within the Programme will be performed on the following conditions:

1. "APATOR" SA is allowed to acquire gratuitously from subsidiary – Apator Mining sp. z o.o. with headquarters in Katowice 3.600.000 (three million six hundred thousand) own bearer shares marked with the code PLAPATR00018. The shares are deposited on account of securities no. 123811 that belongs to Apator Mining sp. z o.o. and it is kept by brokerage house - Dom Maklerski Banku Ochrony Środowiska SA
2. The shares are allowed to be acquired gratuitously on the consent of Apator Mining sp. z o.o. based on the civil and legal contract on over the counter.
3. Number of own shares for gratuitous acquisition within the Programme is 3.600.000 (three million six hundred thousand) shares that is 10,25% of share capital of "APATOR" SA (after reduction of the share capital in result of redemption of 2 million shares and amendment to § 7 of the Statutes of "APATOR" SA will be 10,87% of the share capital).
4. The performance of the Programme will last since the 19th June 2012 till the 31st May 2013.

### § 4

The Executive Board of "APATOR SA is obliged to call General Shareholders Meeting not later than 3 months since the day of completion of duration of the Programme of acquisition without remuneration of shares 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 independently by "APATOR" SA.