



## MINISTER OF TREASURY OF THE REPUBLIC OF POLAND

hereby invites prospective investors to negotiate the purchase of shares in:  
**REMAG S.A., headquartered in Katowice**

The Minister of Treasury, at Krucza 36/Wspólna 6, 00-522 Warsaw, representing the Treasury, in pursuance of art. 33 section 1, subsection 3 of the Law of 30 August 1996 on corporatisation and privatisation (Journal of Laws of 2002, no 171, item 1397 as amended), hereinafter referred to as „Law”, hereby invites prospective investors to negotiate the purchase of a package of up to 5,270,000 (say: five-million-two-hundred-seventy-thousand) ordinary registered shares, at the nominal value of 10 złotych (say: ten złotych) each, accounting for 85% of the share capital of REMAG S.A., headquartered in Katowice, at Tadeusza Boya Żeleńskiego 105, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court Katowice-Wschód in Katowice, VIII Commercial Department of the National Court Register, under KRS No 0000276807, hereinafter referred to as “Company”.

As at the date of this notice, all shares in the Company are owned by the Treasury.

Pursuant to art. 36, section 1 of the Law, the authorised employees are eligible to acquire, free of charge, up to 15% of shares in the Company, currently owned by the Treasury. The Minister of Treasury allows for an option of sale of the shares that were not acquired by the authorised individuals to the Investor selected following this public invitation to negotiate in the event of expiry of the right of the authorised individuals to acquire such shares free of charge.

The Company objects include design, production, upgrade as well as rental and servicing of road headers and mining equipment.

To all entities wishing to apply, hereinafter referred to as “Prospective Investors”, who, following their registration with the Consultant representing the Minister of Treasury in the process of sale of shares in the Company, that is **Doradztwo Gospodarcze DGA S.A. (ul. Towarowa 35, 61-896 Poznań, tel. + 48 61 859 59 00, fax +48 61 859 59 01)**, from 9:00 to 17:00, between 3 November and the day directly preceding the deadline for submission of replies in writing to the invitation to negotiate the purchase of a package of shares in the Company by Prospective Investors, having submitted a copy of their entry in the Register of Entrepreneurs of the National Court Register/certificate of entry in the business activity register, stating the current authorised representatives of the entity (date of issue not earlier than three months before submission of the document), and, in the event that the Prospective Investor is a natural person other than entrepreneur, having submitted the identity document, sign, through duly authorised representatives of the Prospective Investor, the document entitled “Confidentiality declaration”, “Information Memorandum” shall be made available, providing information on the legal, economic and financial status of the Company, as well as on the structure of the reply to the public invitation to negotiate. Officers who register the application and issue the “Information Memorandum” are: Ms Aldona Koźma - Doradztwo Gospodarcze DGA S.A. (Office Building DELTA, ul. Towarowa 35, 61-896 Poznań, tel. + 48 61 859 59 00, fax +48 61 859 59 01) and Mr Mariusz Nowocin - Doradztwo Gospodarcze DGA S.A. (Warsaw Branch, Office Building WCC, ul. Emilii Plater 28, 00-688 Warszawa, tel. +48 (22) 630 35 30, fax +48 (22) 630 35 31).

The subject of negotiations is the proposed price for the package of shares, the proposed Company development strategy, including the obligation to increase the share capital or other investment obligations, environmental protection obligations, obligations in respect of protection of interest of employees and other individuals linked with the Company, as well as method of securing the performance of the said obligations.

**The deadline for submission of replies in writing to the public invitation to negotiate the purchase of a package of shares in the Company by Prospective Investors who signed the document entitled “Confidentiality declaration” and collected the “Information Memorandum” is 22 December 2009, 14:00, Warsaw time.**

Replies by Prospective Investors shall be drafted in Polish. The replies shall be submitted in two copies, in a sealed envelope, to the Ministry of Treasury, at Krucza 36/Wspólna 6, 00-522 Warszawa, II Department of Ownership Supervision and Privatisation Secretariat, 6<sup>th</sup> floor, room 601.

The envelope shall bear the following inscription: „*Odpowiedź na publiczne zaproszenie do negocjacji w sprawie nabycia akcji Spółki REMAG S.A. – NIE OTWIERAĆ*”, and details that enable identification of the Prospective Investor.

Only replies submitted by Prospective Investors who signed the “Confidentiality Declaration” and collected the “Information Memorandum” shall be examined.

The Minister of Treasury reserves the right to demand additional information from Prospective Investors who submit their replies to the public invitation to negotiate.

The Minister of Treasury shall notify every Prospective Investor who submitted a reply to the public invitation to negotiate of the outcome of the application evaluation by 15 January 2010.

The Minister of Treasury reserves the right to: select one or several Prospective Investors with whom to negotiate; amend the procedure and schedule of negotiations; withdraw from negotiations without providing reasons; extend the deadline for submission of replies to the public invitation to negotiate; and extend the deadline of notification on the evaluation of the reply to the invitation.

The Minister of Treasury shall not reimburse any costs incurred by entities wishing to purchase the shares in connection with their participation in the negotiations and conclusion, if any, of the agreement on the sale of shares in the Company.