

### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

### on: electing the Chairman of the Annual General Shareholders Meeting

### Par. 1

Acting under Article 409.1 of the Commercial Companies Code and Article 8 of the Rules of Procedure of the General Shareholders Meeting, the Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. with registered office in Bogdanka hereby elects Mr/Ms ...... to act as the Chairman of the Annual General Shareholders Meeting.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: adopting the agenda of the Annual General Shareholders Meeting

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. with registered office in Bogdanka adopts the agenda of the Annual General Shareholders Meeting, as proposed by the Management Board in the announcement on convening the Annual General Shareholders Meeting.

### Par. 2



### **Resolution No.**

## OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: selection of the Ballot Counting Committee of the General Shareholders Meeting

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka hereby resolves as follows:

### Par. 1

It selects a three-person' Ballot Counting Committee of the Company's General Shareholders Meeting composed of:

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: approval of the Directors' Report on Operations of Lubelski Węgiel Bogdanka S.A. for the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.1 of the Commercial Companies Code and Article 52.1.1 of the Company's Articles of Association, considering the assessment made by the Company's Supervisory Board, hereby decides to approve the Directors' Report on Operations of Lubelski Węgiel Bogdanka S.A. for the period from 1 January 2010 to 31 December 2010.

### Par. 2



# Resolution No. OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: approval of the Financial Statements of Lubelski Węgiel Bogdanka S.A. for the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.1 of the Commercial Companies Code and Article 52.1.1 of the Company's Articles of Association, considering the assessment made by the Company's Supervisory Board, hereby decides to approve the Financial Statements of Lubelski Węgiel Bogdanka S.A. for the financial year 2010, which include:

- a) statement of financial position (balance-sheet) as at 31 December 2010, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 2,812,176,000**,
- b) statement of comprehensive income for the financial year from 1 January 2010 to 31 December 2010, showing the total income (net profit) in the amount of: **PLN 227,362,000**,
- c) statement of movements in the shareholders' equity for the financial year from 1 January 2010 to 31 December 2010, showing an increase in the shareholders' equity by **PLN 227,362,000**,
- d) cash flow statement for the financial year from 1 January 2010 to 31 December 2010 showing net cash outflows in the amount of **PLN 201,118,000**,
- e) additional notes and explanations.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: approval of the Directors' Report on Operations of the Lubelski Węgiel Bogdanka S.A. Group for the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 395.5 of the Commercial Companies Code, considering the assessment made by the Company's Supervisory Board, hereby decides to approve the **Directors' Report on Operations of the Lubelski Węgiel Bogdanka S.A. Group** for the period from 1 January 2010 to 31 December 2010.

### Par. 2



# Resolution No. OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: approval of the Consolidated Financial Statements of the Lubelski Węgiel Bogdanka S.A. Group for the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 395.5 of the Commercial Companies Code, considering the assessment made by the Company's Supervisory Board, hereby decides to approve the Consolidated Financial Statements of the Lubelski Węgiel Bogdanka S.A. Group for the financial year 2010, which include:

- a) consolidated statement of financial position (balance-sheet) as at 31 December 2010, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 2,828,045,000**,
- b) consolidated statement of comprehensive income for the financial year from 1 January 2010 to 31 December 2010, showing the total income (net profit) in the amount of: **PLN 230,122,000**,
- c) consolidated statement of movements in the shareholders' equity for the financial year from 1 January 2010 to 31 December 2010, showing an increase in the shareholders' equity by **PLN 230,122,000**,
- d) consolidated cash flow statement for the financial year from 1 January 2010 to 31 December 2010 showing net cash outflows in the amount of **PLN 209,558,000**,
- e) additional notes and explanations.

### Par. 2



# Resolution No. OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Management Board of Lubelski Węgiel Bogdanka S.A. in respect of performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Mirosław Taras**, the President of the Company's Management Board, in respect of performance of his duties, for the period from 1 January 2010 to 31 December 2010.

### Par. 2



## Resolution No. OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Management Board of Lubelski Węgiel Bogdanka S.A. in respect of performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Zbigniew Stopa**, the Vice–President of the Company's Management Board, in respect of performance of his duties, for the period from 1 January 2010 to 31 December 2010.

### Par. 2



### Resolution No.

## OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Management Board of Lubelski Węgiel Bogdanka S.A. in respect of performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Janusz Chmielewski**, a Member of the Company's Management Board, in respect of performance of his duties, for the period from 1 January 2010 to 10 June 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Management Board of Lubelski Węgiel Bogdanka S.A. in respect of performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Wegiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Waldemar Bernaciak**, the Vice–President of the Company's Management Board, in respect of performance of his duties, for the period from 1 January 2010 to 31 December 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Management Board of Lubelski Węgiel Bogdanka S.A. in respect of performance of her duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Wegiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Ms Krystyna Borkowska**, the Vice–President of the Company's Management Board, in respect of performance of her duties, for the period from 1 January 2010 to 31 December 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: approval of the Report on Operations of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. as the Company's governing body for the financial year 2010

### Par. 1

The Annual General Shareholders Meeting Lubelski Węgiel Bogdanka S.A. in Bogdanka hereby decides to approve the Report on Operations of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. as the Company's governing body for the financial year 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Wegiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Krzysztof Maślankowski**, a Member of the Company's Supervisory Board, in respect of performance of his duties, for the period from 1 January 2010 to 10 June 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of her duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Ms Jadwiga Kalinowska**, a Member of the Company's Supervisory Board, in respect of performance of her duties, for the period from 10 June 2010 to 31 December 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of her duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Ms Grażyna Dec**, a Member of the Company's Supervisory Board, in respect of performance of her duties, for the period from 1 January 2010 to 10 June 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Bogdan Kowal**, a Member of the Company's Supervisory Board, in respect of performance of his duties, for the period from 1 January 2010 to 1 June 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Henryk Czapla**, a Memb*e*r of the Company's Supervisory Board, in respect of performance of his duties, for the period from 1 January 2010 to 10 June 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Adam Partyka**, a Member of the Company's Supervisory Board, in respect of performance of his duties, for the period from 1 January 2010 to 31 December 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Wiesław Różycki**, a Member of the Company's Supervisory Board, in respect of performance of his duties, for the period from 01 January 2010 to 10 June 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Eryk Karski**, a Member of the Company's Supervisory Board, in respect of performance of his duties, for the period from 10 June 2010 to 31 December 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Stefan Kawalec**, a Member of the Company's Supervisory Board, in respect of performance of his duties, for the period from 10 June 2010 to 31 December 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of his duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to **Mr Andrzej Lulek** Stefan Kawalec, a Member of the Company's Supervisory Board, in respect of performance of his duties, for the period from 10 June 2010 to 31 December 2010.

### Par. 2



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: granting discharge to a Member of the Supervisory Board of Lubelski Węgiel Bogdanka S.A. in respect of the performance of her duties in the financial year 2010

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 393.1 and Article 395.2.3 of the Commercial Companies Code and Article 52.1.3 of the Company's Articles of Association, hereby grants discharge to Ms Ewa Pawluczuk, a Member of the Company's Supervisory Board, in respect of performance of her duties, for the period from 10 June 2010 to 31 December 2010.

### Par. 2



### Resolution No.

## OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

on: distribution of net profit for 2010

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 395.2.2 of the Commercial Companies Code and Article 52.1.2 of the Company's Articles of Association, considering the assessment made by the Supervisory Board, hereby decides as follows:

### Par. 1

The net profit of **PLN 227,362,313.44** generated by the Company in 2010 shall be allocated in full to the reserve capital of the Company.

### Par. 2

The Resolution shall become effective on the day of its adoption.

### **SUBSTANTIATION:**

*Substantiation of the proposed resolution is provided for in the appendices to this document:* 

- Motion of the LW Bogdanka S.A.'s Management Board regarding the distribution of net profit for 2010;
- Resolution of the LW Bogdanka S.A.'s Supervisory Board on the assessment of the Management Board's motion regarding the distribution of net profit for 2010;



### Resolution No.

### OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA of 10 May 2011

### on: amendments to the Company's Articles of Association

### Par. 1

The Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 402.2 of the Commercial Companies Code and Article 52.4.2 of the Company's Articles of Association, hereby decides to introduce the following amendments to the Company's Articles of Association:

- 1) Article 5 is replaced to read as follows:
  - "The Company shall be governed by the Commercial Companies Code of 15 September 2000 (Dz.U. No. 94, item 1037, as amended) and these Articles of Association."
- 2) Article 9.2 is replaced to read as follows:
  - "The registered shares can be converted at any time, upon their owner's request, into bearer shares."
- 3) Article 17 is deleted.
- 4) Article 25.3 is replaced to read as follows:
  - "Each Management Board member may be dismissed or suspended from office by the Supervisory Board."
- 5) Article 25.4 25.8 is deleted.
- 6) Articles 26 28 are deleted.
- 7) Article 34.7 is replaced to read as follows:
  - "An independent member of the Supervisory Board is obliged to immediately inform the Company in writing if he ceases to meet the independence criteria provided for in Article 34.5."
- 8) Articles 35 38 are deleted.



9) In Article 46.2 the words "in Article 46.6" are replaced with the words "in Article 44.6".

### Par. 2

The amendments to the Articles of Association will be submitted by the Company's Management Board to a relevant registry court within up to three months from adopting the resolution in order for them to be registered in the National Court Register.

### Par. 3

The Resolution shall become effective on the day of its adoption.

### **SUBSTANTIATION:**

Substantiation of the proposed amendments is composed of appendices to this document:

- Motion of the LW Bogdanka S.A.'s Management Board regarding the amendments to the Articles of Association of Lubelski Węgiel Bogdanka S.A.;
- Resolution of the LW Bogdanka S.A.'s Supervisory Board providing the opinion on the Management Board's motion regarding the amendments to the Company's Articles of Association;