

Current Report No. 18/2013

Date of preparation: 29 May 2013

Subject: Convening the Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. for 27 June 2013 including draft resolutions for the Annual General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. and resolutions concerning amendments to the Company's Articles of Association

General legal basis: Article 56.1.2 of the Act on Public Offering – current and periodic Information

Contents:

The Management Board of Lubelski Węgiel BOGDANKA S.A. with registered office in Bogdanka (the "Company"), acting under Article 395 and 399.1 of the Commercial Companies Code, and under Article 44.2 of the Company's Articles of Association, hereby convenes the Annual General Shareholders Meeting of Lubelski Węgiel BOGDANKA S.A. in Bogdanka, to be held on 27 June 2013 at 11.00 am, in the Company's offices in Bogdanka (Offices of the Management Board).

Agenda:

- 1) Opening the General Shareholders Meeting.
- 2) Electing the Chairman of the General Shareholders Meeting.
- 3) Acknowledging the General Shareholders Meeting to be validly convened and acknowledging its capacity to adopt resolutions.
- 4) Adopting the agenda.
- 5) Electing the Ballot Counting Committee of the General Shareholders Meeting.
- 6) Review of the Financial Statements and Directors' Report on Operations of Lubelski Węgiel BOGDANKA S.A. for 2012.
- 7) Review of the Consolidated Financial Statements of the Lubelski Węgiel BOGDANKA S.A. Group and the Directors' Report on Operations of the Lubelski Węgiel BOGDANKA S.A. Group for 2012.
- 8) Presentation of the Management Board's motion regarding the distribution of net profit for 2012.
- 9) Presentation of the Report on Operations of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. for 2012.
- 10) Adopting resolutions on:
 - a) approval of the Financial Statements of Lubelski Węgiel BOGDANKA S.A. for 2012,

- b) approval of the Directors' Report on Operations of Lubelski Węgiel BOGDANKA S.A. for 2012,
 - c) approval of the Consolidated Financial Statements of the Lubelski Węgiel BOGDANKA S.A. Group for 2012,
 - d) approval of the Directors' Report on Operations of the Lubelski Węgiel BOGDANKA S.A. Group for 2012,
 - e) granting discharge to the members of the Management Board of Lubelski Węgiel BOGDANKA S.A. in respect of performance of their duties in 2012,
 - f) approval of the Report on operations of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. for 2012,
 - g) granting discharge to the members of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. in respect of the performance of their duties in 2012,
 - h) distribution of net profit for 2012,
 - i) setting the dividend date and dividend payment date
- 11) Adopting a resolution on the issue of series A subscription warrants with the exclusion of a pre-emptive right, conditional increase in the Company's share capital with the exclusion of a pre-emptive right, consent to carry out the Managerial Options Scheme in 2013-2018.
- 12) Adopting resolutions on amending the Company's Articles of Association.
- 13) Miscellaneous.
- 14) Closing the General Shareholders Meeting.

Shareholders' right to participate in the General Shareholders Meeting

The date of registration to attend the General Shareholders Meeting (Registration Date) is **11 June 2013**.

Only the persons being the Shareholders of the Company on the Registration Date have the right to participate in the General Shareholders Meeting.

The date of registering participation in the General Shareholders Meeting is the same for persons entitled under both bearer shares and registered shares.

Persons entitled under registered shares and temporary certificates and pledgees and usufructuaries who are entitled to vote, have the right to participate in the General Shareholders Meeting provided that they are entered in the share register on the Registration Date (**11 June 2013**).

The entity maintaining the securities account issues a certificate, bearing the Shareholder's name, confirming the right to participate in the General Shareholders Meeting at the request of the person entitled under dematerialised bearer shares of the Company, submitted no earlier than the announcement of the convening the General Shareholders Meeting is published

(28 May 2013) and no later than the first weekday following the Registration Date **(12 June 2013)**.

A Shareholder can transfer its shares in the period between the Registration Date and the date when the General Shareholders Meeting ends.

The list of Shareholders entitled to attend the General Shareholders Meeting, signed by the Management Board, should contain the full name (the first name and surname) or business name of each eligible attendee, their place of residence (the registered office address), the number, types and codes of their shares and the number of votes they are entitled to; such a list will be available for viewing at the office of the Management Board for three weekdays prior to the date of the General Shareholders Meeting **(24 June 2013, 25 June 2013 and 26 June 2013)**.

A natural person may provide his/her address for service instead of place of residence. A Shareholder may view the list of shareholders at the office of the Management Board and require a copy of the list, with the costs of preparing such a copy to be borne by the Shareholder.

A Shareholder may require that the list of shareholders be sent to them free of charge by electronic mail, in which case the Shareholder must specify the e-mail address to which the list is to be sent. The request for sending the shareholders list should be submitted at the offices of the Company's Management Board or sent to wz@lw.com.pl. The request should be prepared in writing and signed by the Shareholder or persons who represent it.

A Shareholder may, one week prior to the date of the General Shareholders Meeting, require copies of motions regarding matters included on the agenda for the meeting **(from 20 June 2013)**. Draft motions regarding issues put on the agenda are available at the Company's website (www.lw.com.pl).

If the right to vote attached to shares is held by a pledgee or usufructuary, that fact will be noted on the list of shareholders at the request of the eligible entity.

The Shareholder's right to require that certain matters be put on the agenda for the General Shareholders Meeting and to submit draft resolutions

The shareholder or shareholders representing at least one-twentieth of the share capital may demand including certain matters on the agenda of the closest General Shareholders Meeting. Such a request shall be submitted to the Management Board twenty-one days prior to the scheduled date of the General Shareholders Meeting at the latest **(by 6 June 2013)**. Such a request should contain the reasons for or a draft version of the resolution regarding the proposed item of the agenda. The request may be submitted at the offices of the Company's Management Board or sent via e-mail to wz@lw.com.pl.

The Company's shareholder or shareholders representing at least one-twentieth of the share capital may, before the General Shareholders Meeting is held, submit to the Company, in writing - at the office of the Company's Management Board, or via e-mail - at wz@lw.com.pl, draft resolutions regarding matters put on the agenda or matters which are to be put on the agenda. The Company must immediately publish such draft versions of resolutions on its website. During the General Shareholders Meeting any Shareholder of the Company is entitled to submit draft resolutions concerning items on the agenda.

In order to exercise the right to demand that certain matters be put on the agenda of the General Shareholders Meeting and to submit draft resolutions regarding matters put or which are to be put on the agenda of the General Shareholders Meeting, Shareholders should prove that they hold relevant number of shares as at the day of making the request, and attach a certificate confirming their right to attend the General Shareholders Meeting.

Furthermore, the Shareholders who are natural persons should attach to the above mentioned certificate, copies of documents confirming his/her identity, and the Shareholders who are legal persons and partnerships should attach copies of documents confirming their right of representation.

The Company's Articles of Association do not stipulate a possibility to participate in the General Shareholders Meeting, speak or exercise the right to vote with the use of electronic means of communication.

The Company's Articles of Association do not stipulate a possibility to exercise the right to vote by correspondence.

Exercising the voting right through a proxy

A Shareholder may participate in and vote at the General Shareholders Meeting in person or through a proxy.

A proxy exercises all rights of a Shareholder at the General Shareholders Meeting, unless otherwise provided for in the power of proxy.

A Shareholder holding shares registered in more than one securities account may appoint separate proxies for voting in respect of the shares in each such account.

A power of proxy to participate in the General Shareholders Meeting of the Company and to exercise voting rights must be granted in writing or in electronic form. A power of attorney granted in an electronic form need not have a secure electronic signature verified using a valid qualified certificate.

The Company takes all appropriate actions in order to identify the Shareholder and the proxy for the purpose of checking the validity of power of proxy granted in an electronic form.

In order for the power of proxy to be effectively granted in an electronic form, a Shareholder is obliged to send to wz@lw.com.pl the information to the effect that the power of proxy has been granted, along with the form – filled in and signed, scanned to the .pdf format. The Company makes the forms available at its website. Furthermore, the Shareholders who are natural persons should attach to the powers of proxy granted by them in an electronic form, copies of documents confirming their identity, and the Shareholders who are legal persons and partnerships should attach copies of documents confirming their right to act on their behalf. Forms for voting through a proxy will be available for downloading from the Company's website, at the Investor Relations/General Shareholders tab.

Proxies who were granted powers of proxy in a written form, are obliged, before they attend the General Shareholders Meeting, to produce their ID cards and valid powers of proxy granted in a written form.

Proxies who were granted powers of proxy in an electronic form, are obliged, before they attend the General Shareholders Meeting, to produce their ID cards.

Access to documentation and information regarding the General Shareholders Meeting.

Persons entitled to attend the General Shareholders Meeting may obtain full text of documentation to be presented to the General Shareholders Meeting as well as draft resolutions at the offices of the Management Board and at the official website of the Company, www.lw.com.pl, in the corporate section, Investors Relations/General Shareholders Meeting tab, where other information about the General Shareholders Meeting is provided.

An audio-video recording of the General Shareholders Meeting will be placed on the Company's website.

Appendices::

- Draft resolutions of the Annual General Shareholders Meeting to be held on 27 June 2013;
- Opinion of the Board justifying the exclusion of a pre-emptive right (the enclosure to draft resolution for the Annual General Shareholders Meeting on the issue of series A subscription warrants with the exclusion of a pre-emptive right, conditional increase in the Company's share capital with the exclusion of a pre-emptive right, consent to carry out the Managerial Options Scheme in 2013-2018);
- Existing provisions of the Articles of Association and contents of the proposed amendments.

Legal basis for submitting the report: Article 38.1.1, 38.1.2 and 38.1.3 of the Regulation of the Minister of Finance on the Stock Exchange