

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: electing the Chairman of the Annual General Shareholders Meeting

Article 1

Acting under Article 409.1 of the Polish 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/Mrs to act as the Chairman of the General Shareholders Meeting.

Article 2

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

-Draft-

Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014

regarding: adopting the agenda of the Annual General Shareholders Meeting

Article 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 in the following wording:

- 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) Recognising the Financial Statements and Directors' Report on Operations of Lubelski Węgiel BOGDANKA S.A. for the financial year 2013.
- 6) Recognition of the Consolidated Financial Statements of the Lubelski Węgiel BOGDANKA Group and the Directors' Report on Operations of the Lubelski Węgiel BOGDANKA Group for the financial year 2013.
- 7) Presentation of the Management Board's motion regarding the distribution of net profit for the financial year 2013.
- 8) Presentation of the Report of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. for the financial year 2013.
- 9) Adopting resolutions on:
 - a) approval of the Financial Statements of Lubelski Węgiel BOGDANKA S.A. for the financial year 2013,
 - b) approval of the Directors' Report on Operations Lubelski Węgiel BOGDANKA S.A. for the financial year 2013,
 - c) approval of the Consolidated Financial Statements of the Lubelski Węgiel BOGDANKA Group for the financial year 2013,
 - d) approval of the Directors' Report on Operations of the Lubelski Węgiel BOGDANKA Group for 2013,
 - e) granting discharge to the members of the Management Board of Lubelski Węgiel BOGDANKA S.A. for the performance of duties in the financial year 2013,

- f) approval of the Report of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. for the financial year 2013,
 - g) granting discharge to the members of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. for the performance of duties in the financial year 2013,
 - h) distribution of net profit for the financial year 2013,
 - i) setting a dividend date and a dividend payment date.
- 10) Miscellaneous.
- 11) Closing the General Shareholders Meeting.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

**regarding: approval of the Financial Statements of Lubelski Węgiel BOGDANKA S.A.
for the financial year 2013**

Article 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 2013, which include:

- a) statement of financial position prepared as of 31 December 2013, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 3,815,467,000**;
- b) consolidated statement of comprehensive income for the period from 1 January 2013 to 31 December 2013 showing net profit in the amount of **PLN 326,530,000** and a positive total comprehensive income in the amount of **PLN 325,216,000**;
- c) statement of movements in the shareholders' equity for the period from 1 January 2013 to 31 December 2013, showing an increase in the shareholders' equity by **PLN 155,959,000**;
- d) consolidated cash flow statement for the period from 1 January 2013 to 31 December 2013, showing an increase in cash by **PLN 91,804,000**;
- e) notes, detailing for the adopted accounting policy, as well as additional information.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: approval of the Directors' Report on Operations of Lubelski Węgiel BOGDANKA S.A. for the financial year 2013

Article 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 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: approval of the Consolidated Financial Statements of the Lubelski Węgiel BOGDANKA Group for the financial year 2013

Article 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 Group for the financial year 2013, which include:

- a) consolidated statement of financial position prepared as of 31 December 2013, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 3,844,130,000**;
- b) consolidated statement of comprehensive income for the period from 1 January 2013 to 31 December 2013 showing net profit in the amount of **PLN 329,728,000** and a positive total comprehensive income in the amount of **PLN 328,414,000**;
- c) statement of movements in the consolidated shareholders' equity for the period from 1 January 2013 to 31 December 2013, showing an increase in the shareholders' equity by **PLN 159,157,000**;
- d) consolidated cash flow statement for the period from 1 January 2013 to 31 December 2013, showing an increase in cash by **PLN 91,453,000**;
- e) notes, detailing for the adopted accounting policy, as well as additional information.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: approval of the Directors' Report on Operations of the Lubelski Węgiel BOGDANKA Group for the financial year 2013

Article 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 Group for the period from 1 January 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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**, in respect of performance of his duties as a Member of the Company's Management Board, for the period from 1 January 2013 to 31 December 2013.

Article 2

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

Annotation:

On 24 April 2014, the Company's Supervisory Board adopted resolution no. 119/VIII/2014 regarding the motion to the Annual General Shareholders Meeting for granting discharge to Members of the Management Board, in respect of performance of their duties, for the period from 1 January 2013 to 31 December 2013.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Waldemar Bernaciak** in respect of performance of his duties as a Member of the Company's Management Board, for the period from 1 January 2013 to 31 December 2013.

Article 2

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

Annotation:

On 24 April 2014, the Company's Supervisory Board adopted resolution no. 119/VIII/2014 regarding the motion to the Annual General Shareholders Meeting for granting discharge to Members of the Management Board, in respect of performance of their duties, for the period from 1 January 2013 to 31 December 2013.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Krystyna Borkowska**, in respect of performance of her duties as a Member of the Company's Management Board, for the period from 1 January 2013 to 4 July 2013.

Article 2

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

Annotation:

On 24 April 2014, the Company's Supervisory Board adopted resolution no. 119/VIII/2014 regarding the motion to the Annual General Shareholders Meeting for granting discharge to Members of the Management Board, in respect of performance of their duties, for the period from 1 January 2013 to 31 December 2013.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Lech Tor** in respect of performance of his duties as a Member of the Company's Management Board, for the period from 1 January 2013 to 4 July 2013.

Article 2

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

Annotation:

On 24 April 2014, the Company's Supervisory Board adopted resolution no. 119/VIII/2014 regarding the motion to the Annual General Shareholders Meeting for granting discharge to Members of the Management Board, in respect of performance of their duties, for the period from 1 January 2013 to 31 December 2013.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Roger de Bazelaire** in respect of performance of his duties as a Member of the Company's Management Board, for the period from 4 March 2013 to 31 December 2013.

Article 2

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

Annotation:

On 24 April 2014, the Company's Supervisory Board adopted resolution no. 119/VIII/2014 regarding the motion to the Annual General Shareholders Meeting for granting discharge to Members of the Management Board, in respect of performance of their duties, for the period from 1 January 2013 to 31 December 2013.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Krzysztof Szlaga** in respect of performance of his duties as a Member of the Company's Management Board, for the period from 11 March 2013 to 31 December 2013.

Article 2

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

Annotation:

On 24 April 2014, the Company's Supervisory Board adopted resolution no. 119/VIII/2014 regarding the motion to the Annual General Shareholders Meeting for granting discharge to Members of the Management Board, in respect of performance of their duties, for the period from 1 January 2013 to 31 December 2013.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

**approval of the Report of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A.
for 2013**

Article 1

The Annual General Shareholders Meeting of Lubelski Węgiel BOGDANKA S.A. in Bogdanka hereby decides to approve the Report of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. for 2013 including assessment of the Financial Statements of LW BOGDANKA S.A., Consolidated Financial Statements of the LW BOGDANKA Group, Directors' Report on Operations of LW BOGDANKA S.A., Directors' Report on Operations of the LW BOGDANKA Group for the financial year 2013 and the Management Board's motion regarding net profit distribution for the financial year 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Witold Daniłowicz**, in respect of performance of his duties as a Member of the Company's Supervisory Board, for the period from 1 January 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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**, in respect of performance of his duties as a Member of the Company's Supervisory Board, for the period from 1 January 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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**, in respect of performance of his duties as a Member of the Company's Supervisory Board, for the period from 1 January 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Raimondo Eggink**, in respect of performance of his duties as a Member of the Company's Supervisory Board, for the period from 1 January 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Robert Bednarski**, in respect of performance of his duties as a Member of the Company's Supervisory Board, for the period from 1 January 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Dariusz Formela**, in respect of performance of his duties as a Member of the Company's Supervisory Board, for the period from 1 January 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Tomasz Mosiek**, in respect of performance of his duties as a Member of the Company's Supervisory Board, for the period from 1 January 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: 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 2013

Article 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 Michał Stopyra**, in respect of performance of his duties as a Member of the Company's Supervisory Board, for the period from 22 November 2013 to 31 December 2013.

Article 2

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

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: distribution of net profit for the 2013

Article 1

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 to distribute the net profit generated by the Company in 2013 in the **amount of PLN 326,529,845.95** (three hundred and twenty-six million five hundred and twenty-nine thousand eight hundred and forty-five zlotys 95/100) as follows:

- 1. PLN 197,278,822.00** (one hundred and ninety-seven million two hundred and seventy-eight thousand eight hundred and twenty-two zlotys 00/100) – allocate for a dividend, i.e. PLN 5.80 (five zlotys 80/100) per share.
- 2. PLN 129,251,023.95 zł** (one hundred and twenty-nine million two hundred and fifty-one thousand twenty-three zlotys 95/100) – to the Company's reserve capital.

Article 2

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

Annotation:

On 24 April 2014, by virtue of resolution no. 115/VIII/2014, the Company's Supervisory Board assessed positively the motion of the Management Board to the Annual General Shareholders Meeting regarding distribution of net profit for 2013.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 June 2014**

regarding: setting a dividend date and a dividend payment date.

Article 1

The Annual General Shareholders Meeting of Lubelski Węgiel BOGDANKA S.A. in Bogdanka, acting under Article 348.3 and 348.4 of the Commercial Companies Code and Article 52.1.4 of the Company's Articles of Association, hereby resolves as follows:

1. Sets the dividend date to 11 September 2014.
2. Sets the dividend payment date to 2 October 2014.

Article 2

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