

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

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 18 June 2015**

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) Review of the Financial Statements and Directors' Report on Operations of Lubelski Węgiel BOGDANKA S.A. for 2014.
- 6) 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 2014.
- 7) Presentation of the Management Board's motion regarding the distribution of net profit for 2014.
- 8) Presentation of the Report on Operations of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. for 2014.
- 9) Adopting resolutions on:
 - a) approval of the Financial Statements of Lubelski Węgiel BOGDANKA S.A. for 2014,
 - b) approval of the Directors' Report on Operations of Lubelski Węgiel BOGDANKA S.A. for 2014,
 - c) approval of the Consolidated Financial Statements of the Lubelski Węgiel BOGDANKA S.A. Group for 2014,
 - d) approval of the Directors' Report on Operations of the Lubelski Węgiel BOGDANKA S.A. Group for 2014,

- e) granting discharge to the members of the Management Board of Lubelski Węgiel BOGDANKA S.A. in respect of performance of their duties in 2014,
 - f) approval of the Report on operations of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. for 2014,
 - 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 2014,
 - h) distribution of net profit for 2014,
 - i) setting the dividend date and dividend payment date.
- 10) Adopting resolutions on amending the Company's Articles of Association.
 - 11) Adopting resolutions on appointing members of the Supervisory Board.
 - 12) Miscellaneous.
 - 13) 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 18 June 2015**

**regarding: approval of the Financial Statements of Lubelski Węgiel BOGDANKA S.A.
for the financial year 2014**

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 2014, which include:

- a) statement of financial position prepared as of 31 December 2014, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 4,322,982,000**;
- b) consolidated statement of comprehensive income for the period from 1 January 2014 to 31 December 2014 showing net profit in the amount of **PLN 272,942,000** and a positive total comprehensive income in the amount of **PLN 261,189,000**;
- c) statement of movements in the shareholders' equity for the period from 1 January 2014 to 31 December 2014, showing an increase in the shareholders' equity by **PLN 69,298,000**;
- d) consolidated cash flow statement for the period from 1 January 2014 to 31 December 2014, showing an increase in cash by **PLN 5,635,000**;
- 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 18 June 2015**

regarding: approval of the Directors' Report on Operations of Lubelski Węgiel BOGDANKA S.A. for the financial year 2014

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 2014 to 31 December 2014.

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 18 June 2015**

regarding: approval of the Consolidated Financial Statements of the Lubelski Węgiel BOGDANKA Group for the financial year 2014

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 2014, which include:

- a) consolidated statement of financial position prepared as of 31 December 2014, showing a balance-sheet total under assets and shareholders' equity and liabilities in the amount of **PLN 4,364,415,000**;
- b) consolidated statement of comprehensive income for the period from 1 January 2014 to 31 December 2014 showing net profit in the amount of **PLN 272,352,000** and a positive total comprehensive income in the amount of **PLN 260,498,000**;
- c) statement of movements in the consolidated shareholders' equity for the period from 1 January 2014 to 31 December 2014, showing an increase in the shareholders' equity by **PLN 68,296,000**;
- d) consolidated cash flow statement for the period from 1 January 2014 to 31 December 2014, showing an increase in cash by **PLN 16,523,000**;
- 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 18 June 2015**

regarding: approval of the Directors' Report on Operations of the Lubelski Węgiel BOGDANKA Group for the financial year 2014

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 2014 to 31 December 2014.

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 18 June 2015**

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 2014

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 2014 to 31 December 2014.

Article 2

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

Annotation:

On 5 May 2015, the Company's Supervisory Board adopted resolution no. 150/VIII/2015 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 financial year 2014.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

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 2014

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 2014 to 31 December 2014.

Article 2

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

Annotation:

On 5 May 2015, the Company's Supervisory Board adopted resolution no. 150/VIII/2015 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 financial year 2014.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

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 2014

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 1 January 2014 to 31 December 2014.

Article 2

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

Annotation:

On 5 May 2015, the Company's Supervisory Board adopted resolution no. 150/VIII/2015 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 financial year 2014.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

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 2014

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 1 January 2014 to 31 December 2014.

Article 2

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

Annotation:

On 5 May 2015, the Company's Supervisory Board adopted resolution no. 150/VIII/2015 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 financial year 2014.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

regarding: approval of the Report of the Supervisory Board of Lubelski Węgiel BOGDANKA S.A. for 2014

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 2014 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 2014 and the Management Board's motion regarding net profit distribution for the financial year 2014.

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 18 June 2015**

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 2014

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 2014 to 31 December 2014.

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 18 June 2015**

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 2014

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 2014 to 31 December 2014.

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 18 June 2015**

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 2014

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 2014 to 31 December 2014.

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 18 June 2015**

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 2014

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 2014 to 31 December 2014.

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 18 June 2015**

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 2014

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 2014 to 31 December 2014.

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 18 June 2015**

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 2014

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 2014 to 31 December 2014.

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 18 June 2015**

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 2014

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 2014 to 31 December 2014.

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 18 June 2015**

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 2014

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 1 January 2014 to 31 December 2014.

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 18 June 2015**

regarding: distribution of net profit for the 2014

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 2014 in the **amount of PLN 272,942,404.07** (two hundred and seventy two million nine hundred and forty two thousand four hundred and four zlotys 7/100) as follows:

1. **PLN 102,040,770.00** (one hundred and two millions forty thousand seven hundred and seventy zlotys 00/100) – allocate for a dividend, i.e. **PLN 3.00** (three zlotys 00/100) **per share**.
2. The **remainder, i.e. PLN 170,901,634.07** (one hundred seventy million nine hundred one thousand six hundred and thirty-four zlotys 07/100) – allocate towards the Company's supplementary capital.

Article 2

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

Annotation:

On 5 May 2015, by virtue of resolution no. 143/VIII/2015, 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 2014.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

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 17 September 2015.
2. Sets the dividend payment date to 8 October 2015.

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 18 June 2015**

regarding: amendments to the Company's Articles of Association

Article 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:

In Article 32:

The existing wording of section 4:

"The consent of the Supervisory Board shall also be required for:

- 1) establishment of another company by the Company,*
- 2) subscription for or acquisition of shares in another company,*
- 3) disposal of subscribed for or acquired shares in another company."*

is replaced as follows:

"The consent of the Supervisory Board shall also be required for:

- 1) establishment of another company by the Company,*
- 2) subscription for or acquisition of shares in another company,*
- 3) disposal of subscribed for or acquired shares in another company.*

If the value of the acquired, taken up or disposed shares exceeds the PLN equivalent of EUR 5,000,000, the consent of the Supervisory Board must be granted by a qualified majority of three quarters of votes."

Article 2

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

Annotation:

On 5 May 2015, by virtue of resolution no. 151/VIII/2015, the Company's Supervisory Board opinionated positively the motion of the Management Board regarding the amendments of the Company's Articles of Association.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

regarding: amendments to the Company's Articles of Association

Article 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:

In Article 34:

The existing wording of section 2:

„The Supervisory Board shall be appointed for a joint term of office lasting three years.”

is replaced as follows:

„*The Members of the Supervisory Board are appointed for the periods of individual terms of office lasting three years.*”

Article 2

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

Annotation:

On 5 May 2015, by virtue of resolution no. 151/VIII/2015, the Company's Supervisory Board opinionated positively the motion of the Management Board regarding the amendments of the Company's Articles of Association.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

regarding: amendments to the Company's Articles of Association

Article 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:

In Article 40:

The existing wording of section 1:

„Meetings of the Supervisory Board shall be held as needed, but not less frequently than once every two months.”

is replaced as follows:

„The Supervisory Board should be convened as needed, but not less frequently than six times per year.”

Article 2

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

Annotation:

On 5 May 2015, by virtue of resolution no. 151/VIII/2015, the Company's Supervisory Board opinionated positively the motion of the Management Board regarding the amendments of the Company's Articles of Association.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

regarding: amendments to the Company's Articles of Association

Article 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:

In Article 52:

The existing wording of section 5:

"The following issues shall require approval of the General Shareholders Meeting:

- 1) establishment of another company by the Company,*
 - 2) subscription for or acquisition of shares in another company,*
 - 3) disposal of acquired or subscribed for shares in another company,*
- if the value of shares acquired, subscribed for or obtained exceeds the PLN equivalent of EUR 500,000.00."*

is replaced as follows:

"The following issues shall require approval of the General Shareholders Meeting:

- 1) establishment of another company by the Company,*
 - 2) subscription for or acquisition of shares in another company,*
 - 3) disposal of acquired or subscribed for shares in another company,*
- if the value of shares acquired, subscribed for or obtained exceeds the PLN equivalent of EUR 30,000,000.00."*

Article 2

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

Annotation:

On 5 May 2015, by virtue of resolution no. 151/VIII/2015, the Company's Supervisory Board opinionated positively the motion of the Management Board regarding the amendments of the Company's Articles of Association.

-Draft-

**Resolution No. [●]
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 18 June 2015**

regarding: appointment of the Supervisory Board members

Article 1

The Annual General Shareholders Meeting of Lubelski Węgiel BOGDANKA S.A. in Bogdanka, acting under Article 385.1 of the Commercial Companies Code and Article 34 and Article 52.2.1 of the Company's Articles of Association, hereby appoints for a term of office of 3 years Mr/Ms
... .

Article 2

As at the day of registration, in the National Court Register, of the amendment to the Company's Articles of Association, as referred in Resolution No. ... of the Annual General Shareholders Meeting of Lubelski Węgiel BOGDANKA S.A. of 18 June 2015, this term of office is transformed into an individual term of office.

Article 3

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