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Świerże Górne, 21 October 2015

Our ref. no.: NB-I.002.75.2015

**The Management Board
of Lubelski Węgiel Bogdanka S.A.**
with registered office in Bogdanka
21-013 Puchaczów

Dear Sirs,

Enea Wytwarzanie sp. z o.o. is a shareholder in Lubelski Węgiel Bogdanka S.A. ("**Company**"), holding currently 486,780 of the Company shares.

On 19 October 2015, the sole shareholder of Enea Wytwarzanie sp. z o.o., i.e. Enea S.A., obtained an unconditional consent from the President of the Office of Competition and Consumer Protection to take control over Lubelski Węgiel Bogdanka S.A. ("**Company**"). The consent of the President of the Office of Competition and Consumer Protection was the last condition required to be met in order for Enea S.A. to acquire 21,962,189 shares in the Company, representing 64.57% of votes at the Company's General Shareholders Meeting, as part of the tender offer for the Company's shares announced by Enea S.A. on 14 September 2015. According to the schedule of the offer, Enea S.A. will acquire the shares on 29 October 2015.

In view of the above, **we hereby request that the Company's Management Board convene an Extraordinary General Shareholders Meeting**, under Article 44.3.1 of the Company's Articles of Association, at an earliest convenience, with a due allowance for the rules applicable to public companies.

We request the following issues to be put on the agenda of the Extraordinary General Shareholders Meeting of the Company:

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. Adopting a resolution on determining the rules and amounts of remuneration for the members of the Supervisory Board.
6. Adopting resolutions on changes in the composition of the Supervisory Board.
7. Miscellaneous.

8. Closing the General Shareholders Meeting.

The adoption of resolutions in the suggested matters is aimed at adjusting the rules of remuneration for the Company's supervisory body to the rules applicable at the Enea Group (including the necessity to apply rules set forth in the Act on Paying Remuneration to the Managers of Certain Legal Entities of 3 March 2000 (i.e. Dz. U. [*Journal of Laws*] of 2013, item 254) to such remuneration) and introducing changes to the composition of the Company's Supervisory Board related to Enea S.A. taking control over the Company.

Bearing in mind the above, the relevant text of the resolutions has been presented in the appendix hereto.

ENEA Wytwarzanie sp. z o.o.
Vice-President of the Management Board
for Economic and Legal Affairs

Piotr Janicki

ENEA Wytwarzanie sp. z o.o.
Vice-President of the Management Board
for Strategy and Development

Grzegorz Staniewski

Appendix

-Draft-

Resolution No. [●]

OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA

of

regarding: electing the Chairman of the Extraordinary 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 Extraordinary 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 EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA

of

regarding: adopting the agenda of the Extraordinary General Shareholders Meeting

Article 1

The Extraordinary General Shareholders Meeting of Lubelski Węgiel BOGDANKA S.A. with registered office in Bogdanka adopts the agenda of the Extraordinary 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) Adopting a resolution on determining the rules and amounts of remuneration for the members of the Supervisory Board.
- 6) Adopting resolutions on changes in the Supervisory Board.
- 7) Miscellaneous.
- 8) Closing the General Shareholders Meeting.

Article 2

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

-Draft-

Resolution No. [●]

OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA

of

regarding: the rules and amounts of remuneration for the members of the Supervisory Board.

The Extraordinary General Shareholders Meeting of Lubelski Węgiel BOGDANKA S.A. in Bogdanka, acting under Article 392.1 of the Polish Commercial Companies Code and Article 43.3 and 43.4 in conjunction with Article 52.2 of the Company's Articles of Association, hereby established the rules governing payment of remuneration to the members of the Company's Supervisory Board:

Article 1

1. With the proviso in section 2 below, on account of holding functions in the Supervisory Board, the members of the Supervisory Board are entitled to fixed monthly remuneration in the following amount:
 - 1) Chairman of the Supervisory Board - [...] times of an average monthly remuneration in the enterprise sector net of rewards paid out from profit in the fourth quarter of 2009,
 - 2) Deputy Chairman of the Supervisory Board -[...] times of an average monthly remuneration in the enterprise sector net of rewards paid out from profit in the fourth quarter of 2009,
 - 3) Other members of the Supervisory Board — [...] times of an average monthly remuneration in the enterprise sector net of rewards paid out from profit in the fourth quarter of 2009.

Those members of the Supervisory Board who also sit in the Audit Committee will be not entitled to additional remuneration.

2. Considering Article 43.3 of the Company's Articles of Association and internal regulations of the ENEA Group regarding the rules governing remunerations in supervisory bodies of subsidiary companies, the representatives, indicated by name, of the ENEA Group in the Company's Supervisory Board ("**ENEA Group Representative**") are entitled to a fixed monthly flat-rate remuneration in the amount of PLN 1 (one) for each month of performing a role in the Supervisory Board, regardless his or her function in the

Supervisory Board. Enea S.A. informs the Company which members of the Supervisory Board are the ENEA Group Representatives within the meaning of this paragraph.

3. The remuneration specified in Article 1.1 and 1.2 above shall be paid regardless of the frequency with which meetings are formally convened.
4. If a member of the Supervisory Board is appointed or dismissed during a calendar month, the remuneration specified in Article 1.1 shall be calculated on a pro rata basis, in proportion to the period of their membership in a given month. The remuneration referred to in Article 1.2 shall be at a flat-rate regardless the moment of appointment or removal of a given member of the Supervisory Board.
5. The abovementioned remuneration shall be paid by the 10th day of the month following the month of holding the function.

Article 2

A member of the Supervisory Board shall not be entitled to remuneration for a given month if they did not attend any of the formally convened meetings in the month in question and failed to provide justification for the absences. It is the Supervisory Board that decides, by way of a resolution, whether a member's absence from the meeting will be rendered justified or unjustified.

Article 3

- a) Remuneration of the members of the Supervisory Board is charged to the Company's operating expenses.
- b) The Company pursuant to Article 392.3 of the Polish Commercial Companies Code and Article 43.4 of the Company's Articles of Association also covers the costs incurred by the members of the Supervisory Board in connection with the performance of their duties, in particular the costs of travel from the place of residence to the place in which the meeting is held and the other way, costs incurred in connection with exercising individual supervision as well as the costs of allowances and accommodation.

Article 4

In compliance with the Personal Income Tax Act, the Company calculates and withholds personal income tax on the salaries of the Supervisory Board Members during a year.

Article 5

Resolution No. 4 of the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. with registered office in Bogdanka, of 28 June 2012, shall be abrogated.

Article 6

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

-Draft-

Resolution No. [●]

OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA

of

regarding: dismissing a member of the Supervisory Board

Article 1

The Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 385.1 of the Commercial Companies Code and Article 34.3 and Article 52.2.1 of the Company's Articles of Association, hereby dismisses from the Supervisory Board Mr/Mrs.....

Article 2

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

-Draft-

Resolution No. [●]

OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING

OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA

of

regarding: appointing a member of the Supervisory Board

Article 1

The Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 385.1 of the Commercial Companies Code and Article 34.2 and Article 52.2.1 of the Company's Articles of Association, hereby appoints to the Supervisory Board Mr/Mrs.....

Article 2

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