

## Form

### to exercise voting right through a proxy at the Extraordinary General Shareholders Meeting of Lubelski Węgiel BOGDANKA S.A. on 16 November 2015

#### DISCLAIMER

Using this form is not obligation for a Shareholder and is not a condition to vote through a Proxy. If it is acceptable to vote with the use of voting cards and the Proxy uses this form as the voting card (which is not allowed in the case of resolutions adopted in a secret voting), they shall deliver this form to the Chairman of the General Shareholders Meeting. This form does not substitute a power of proxy. The Company reserves that in the event of using this form by a Shareholder and a Proxy, the compliance of the cast vote shall not be verified against the content of the instruction included therein. Irrespective of the content of the instruction, it will be decisive whether the vote was or was not cast through a proxy.

#### Shareholder's Data

.....  
*Name/surname/company*

.....  
*Address of residence/registered office*

.....  
*Personal No. PESEL/Industry Id. No. (REGON)*

.....  
*No. of identity card/other document*

#### Proxy's Data

.....  
*Name/surname/company*

.....  
*Address of residence/registered office*

.....  
*Personal No. PESEL/Industry Id. No. (REGON)*

.....  
*No. of identity card/other document*

Draft resolutions are presented below. At selected draft resolutions, the Shareholder instructs by inserting "X" in a relevant field.

The draft resolutions included herein may differ from those put to a vote by the Annual General Shareholders Meeting. For the avoidance of doubt concerning the manner of voting through a Proxy, it is advised that the Shareholder define in the resolution "Other" at the end hereof a detailed instruction concerning whether to exercise or not the right to vote through a Proxy in the above situation.

In the event that the Shareholder decides to vote differently under the shares held, the Shareholder is requested to specify in an appropriate field the number of shares and accordingly, number of votes, under which the Proxy is to vote "for", "against" or "abstain" from voting. If no number of shares is indicated it is deemed that the Proxy is authorised to vote in the indicated manner under all shares held by the Shareholder, unless the instruction indicates another manner of voting under the shares held – then the form will not be taken into account in the given voting and its results.

*-Draft-*

**Resolution No. [●]  
OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING  
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA  
of 16 November 2015**

**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.

Shareholder's Instruction for the Proxy:

vote "for" .....(number of shares)\* .....(number of votes)

vote "against" .....(number of shares)\* .....(number of votes)

abstention .....(number of shares)\* .....(number of votes)

"at a proxy's discretion" .....(number of shares)\* .....(number of votes)

Objection\*:

Content:

.....

*\*please tick relevant field X*

Shareholder: .....  
(signature/s)

Proxy: .....  
(signature/s)

*-Draft-*

**Resolution No. [●]  
OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING  
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA  
of 16 November 2015**

**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.

Shareholder's Instruction for the Proxy:

vote "for" .....(number of shares)\* .....(number of votes)

vote "against" .....(number of shares)\* .....(number of votes)

abstention .....(number of shares)\* .....(number of votes)

“at a proxy’s discretion” .....(number of shares)\* .....(number of votes)

Objection\*:

Content:

.....

*\*please tick relevant field X*

Shareholder: .....

(signature/s)

Proxy: .....

(signature/s)

*-Draft-*

**Resolution No. [●]**

**OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

**OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA**

**of 16 November 2015**

**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.

Shareholder's Instruction for the Proxy:

vote "for" .....(number of shares)\* .....(number of votes)

vote "against" .....(number of shares)\* .....(number of votes)

abstention .....(number of shares)\* .....(number of votes)

"at a proxy's discretion" .....(number of shares)\* .....(number of votes)

Objection\*:

Content:

.....

*\*please tick relevant field X*

Shareholder: .....

(signature/s)

Proxy: .....

(signature/s)



*-Draft-*

**Resolution No. [●]**  
**OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**  
**OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA**  
**of 16 November 2015**

**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.

Shareholder's Instruction for the Proxy:

vote "for" .....(number of shares)\* .....(number of votes)

vote "against" .....(number of shares)\* .....(number of votes)

abstention .....(number of shares)\* .....(number of votes)

"at a proxy's discretion" .....(number of shares)\* .....(number of votes)

Objection\*:

Content:

.....

*\*please tick relevant field X*

Shareholder: .....

(signature/s)

Proxy: .....

(signature/s)

*-Draft-*

**Resolution No. [●]**  
**OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**  
**OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA**  
**of 16 November 2015**

**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.

Shareholder's Instruction for the Proxy:

vote "for" .....(number of shares)\* .....(number of votes)

vote "against" .....(number of shares)\* .....(number of votes)

abstention .....(number of shares)\* .....(number of votes)

"at a proxy's discretion" .....(number of shares)\* .....(number of votes)

Objection\*:

Content:

.....  
*\*please tick relevant field X*

Shareholder: .....  
(signature/s)

Proxy: .....  
(signature/s)