

- DRAFT -

Resolution No.

**OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 April 2016**

on: electing the Chairman of the Extraordinary General Shareholders Meeting

Par. 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.

Par. 2

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

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Resolution No.

**OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA
of 12 April 2016**

on: adopting the agenda of the Extraordinary General Shareholders Meeting

Par. 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 amending the Articles of Association.
6. Miscellaneous.
7. Closing of the General Shareholders Meeting.

Par. 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 12 April 2016**

on: Amending the Articles of Association

Par. 1

The Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. in Bogdanka, acting under Article 430.1 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:

I. The existing wording of Article 5:

"The Company shall be governed by the Commercial Companies Code of 15 September 2000 (Dz.U. No. 94, item 1037, as amended) and these Articles of Association." shall be replaced by the following:

- "1. The Company's purpose is to conduct operations in order to pursue the mission and strategy of the ENEA Group, which shall prevail for the benefit of the ENEA Group.
2. While the mission and strategy of the ENEA Group are pursued, the reasonable interests of the Company's minority shareholders cannot be impaired, in accordance with the principle of equal treatment of shareholders in the same circumstances within the meaning of Article 20 of the Polish Commercial Companies Code, with due consideration of best practices of the WSE listed companies."

II. In Article 20, item 4 is added with the following wording:

"4. The Company's Management Board is obliged to handle the Company's affairs in order to attain its goal."

III. The existing wording of Article 34.2:

- "2. Members of the Supervisory Board shall be appointed for individual terms of office lasting three years."

shall be replaced by the following:

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

IV. The existing wording of Article 43.3:

"3. Members of the Supervisory Board shall be entitled to monthly remuneration in the amount defined by the General Shareholders Meeting." shall be replaced by the following:

"3. Members of the Supervisory Board may be granted monthly remuneration in the amount defined by the General Shareholders Meeting."

Par. 2

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