

Poznań, 29 May 2017

**To:** **the Management Board**  
**of Lubelski Węgiel Bogdanka S.A.**  
with registered office in Bogdanka, 21-013 Puchaczów.

**From:** **ENEA S.A.**  
ul. Górecka 1  
60-201 Poznań

Acting on behalf of ENEA S.A., a holder of a 64.57% share in the share capital of Lubelski Węgiel Bogdanka S.A. ("Company"), we hereby submit, pursuant to Article 401.1 of the Commercial Companies Code, a request to introduce to the agenda of the forthcoming General Shareholders Meeting of LW Bogdanka S.A. the following items regarding the resolutions on:

1. adopting new contents of the ENEA Group Code

Adoption of the amended version of the ENEA Group Code by Lubelski Węgiel Bogdanka S.A. results from the fact that the Company is a member of the ENEA Group. Pursuant to Article 12.1.14) of the Company's Articles of Association, a resolution of the General Shareholders Meeting is required in order for the Company to adopt the ENEA Group Code.

2. changing rules governing remuneration for members of the Supervisory Board

The change to the rules governing remuneration for members of the Supervisory Board consists in establishing that the multiplier which forms a basis for calculating the monthly remuneration of the Supervisory Board members changes from 1.0 to 1.2. The proposed value of the multiplier to be applied as a basis for calculating the remuneration of the Supervisory Board members results from adapting this factor to the standards applicable to companies of this type within the Enea Group, and complies with the Act on the rules for determining the remuneration of persons managing certain companies of 9 June 2016 (Dz.U.2016.1202).

3. amending the Company's Articles of Association

The amendment introduces a provision to the Company's Articles of Association under which the State Treasury represented by the Minister of Energy will be authorised to appoint and remove one member of the Supervisory Board by way of a written statement. Such a special authorisation is granted under the corporate governance policy applied towards companies of key importance to the State Treasury.

[stamp]  
*ENEA Spółka Akcyjna*  
*Vice-President of the Management Board for*  
*Commercial Affairs*  
[signature]  
*Piotr Adamczak*

[stamp]  
*ENEA Spółka Akcyjna*  
*Vice-President of the Management Board for*  
*Financial Affairs*  
[signature]  
*Mikołaj Franzkowiak*

Appendix: draft resolutions of the General Shareholders Meeting.

**Resolution No. ....**  
**of the Extraordinary General Shareholders Meeting of the Company under the business name:**  
**Lubelski Węgiel Bogdanka Spółka Akcyjna with registered office in Bogdanka**  
**of ..... 2017**  
**on adopting new contents of the ENEA Group Code**

Article 1.

Acting under Article 12.1.14 of the Articles of Association, the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka Spółka Akcyjna with registered office in Bogdanka hereby resolves to adopt new contents of the ENEA Group Code (issue 5 applicable as of 27 March 2017) attached to this Resolution.

Article 2.

The Resolution will enter into force on the day of its adoption.

**Resolution No. ....**  
**of the Extraordinary General Shareholders Meeting of the Company under the business name:**  
**Lubelski Węgiel Bogdanka Spółka Akcyjna with registered office in Bogdanka**  
**of ..... 2017**  
**on changing rules governing remuneration for members of the Supervisory Board**

Acting under Article 392.1 of the Commercial Companies Code, the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka Spółka Akcyjna with registered office in Bogdanka ("Company") hereby resolves as follows:

Article 1.

The rules governing remuneration for members of the Supervisory Board, set out pursuant to Resolution No. 5 of the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka Spółka Akcyjna with registered office in Bogdanka dated 7 March 2017 are hereby changed in such a manner that Article 1.1 of the abovementioned Resolution shall now read as follows:

„1. Monthly remuneration of members of the Supervisory Board shall be the product of the average monthly remuneration in the corporate sector excluding bonuses from profits in the fourth quarter of the previous year as announced by the President of the Central Statistical Office of Poland and the following multiplier:

- a) for chairman of the Supervisory Board – 1.2
- b) for the remaining members of the Supervisory Board – 1.2.”

Article 2.

Other provisions of Resolution No. 5 of the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. dated 7 March 2017.

Article 3.

The Resolution will enter into force on the day of its adoption.

**Resolution No. ....**  
**of the Extraordinary General Shareholders Meeting of the Company under the business name:**  
**Lubelski Węgiel Bogdanka Spółka Akcyjna with registered office in Bogdanka**  
**of ..... 2017**  
**on amending the Company's Articles of Association**

Article 1.

Acting under Article 430.1 of the Commercial Companies Code, the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka Spółka Akcyjna with registered office in Bogdanka, hereby resolves to introduce the following amendment to the Company's Articles of Association:

In Article 16, new par. 4 is added with the following wording:

"As long as Enea S.A. holds more than 50% of shares in the Company's share capital, the State Treasury represented by the Minister of Energy shall have the right to appoint and remove one member of the Supervisory Board by way of a written statement filed to the Company's Management Board. Such an appointment or removal shall be effective once a relevant statement is filed to the Management Board and shall not require a resolution of the General Shareholders Meeting."

Article 2.

The Resolution will enter into force on the day of its adoption.