



## Form

### to exercise voting right through a proxy at the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. on 28 January 2025

#### 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 20 January 2025**

**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 Extraordinary General Shareholders Meeting.

**Article 2**

This resolution enters into force upon 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 20 January 2025**

**regarding: adopting the agenda of the Extraordinary General Shareholders Meeting**

**Article 1**

The Extraordinary 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 Extraordinary General Shareholders Meeting.
- 2) Electing the Chairman of the Extraordinary General Shareholders Meeting.
- 3) Acknowledging the Extraordinary 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 Company's Articles of Association.
- 6) Closing of the Extraordinary General Shareholders Meeting.

**Article 2**

This resolution enters into force upon 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 20 January 2025**

**concerning the amendment to the Articles of Association of the Company**

#### **Article 1**

Acting pursuant to Article 430 § 1 of the Commercial Companies Code, the Extraordinary General Meeting of Lubelski Węgiel "Bogdanka" S.A. (the "Company") decides to amend the existing Articles of Association as follows:

1. § 14(1) shall be replaced by the following new wording:

"1. The Supervisory Board consists of 5 (five) to 9 (nine) members, including the Chairperson, the Vice-Chairperson and the Secretary. The work of the Supervisory Board is managed by its Chairperson who is responsible for the due organisation of its work and, in particular, for convening meetings of the Supervisory Board and chairing the meetings of the Supervisory Board. In the event of absence of the Chairperson or his/her inability to discharge his/her duties, the Vice-Chairperson shall perform the Chairperson's duties. The Secretary of the Supervisory Board is responsible for drawing up the minutes of the meeting."

2. § 20(2) shall be replaced by the following new wording:

"2. The Management Board of the Company shall manage the Company's affairs in accordance with the objective and interests of the Company and the ENEA Group Code.

#### **Article 2**

The Extraordinary General Meeting of the Company authorises the Supervisory Board of the Company to prepare the consolidated text of the Company's Articles of Association, taking into account the amendments to the Company's Articles of Association subject to this Resolution.

#### **Article 3**

The resolution shall enter into force on the day of its adoption with effect from the date of entry of the amendments to the Company's Articles of Association in the Register of Entrepreneurs of the National Court Register.

## **Rationale for the amendments to the Articles of Association of Lubelski Węgiel "Bogdanka" S.A.**

Proposed amendments to the Articles of Association of Lubelski Węgiel "Bogdanka" S.A. (the Company, LWB) consist of:

- Removal from the Articles of Association of the provision on the exclusion of the regulations concerning the operation of the Management Divisions set out in the ENEA Group Code (§ 20(2) of the LWB Articles of Association).

Current wording:

"2. The Management Board shall manage the Company's affairs in accordance with the objective and interests of the Company and the ENEA Group Code, while the regulations on the operation of the Management Divisions set out in the Group Code shall be excluded.

Proposed wording:

"2. The Management Board of the Company shall manage the Company's affairs in accordance with the objective and interests of the Company and the ENEA Group Code. The purpose of the amendment is to include LWB in the entirety of the regulations resulting from the corporate governance adopted in the ENEA Group with regard to the ENEA Group Committees as well as the Management Divisions.

- Indication of the members who serve on the Supervisory Board with their respective tasks assigned in the Company's Articles of Association. Article 389 § 1 of the Commercial Companies Code provides that the work of the Supervisory Board is led by the chairperson who has the duty to duly organise its work and, in particular, to convene meetings of the Supervisory Board. The aforementioned provision also stipulates that the Company's Articles of Association may confer certain powers relating to the organisation of the Supervisory Board and the manner of performing its activities also on its other members.

Current wording:

"1. The Supervisory Board consists of 5 (five) to 9 (nine) members.

Proposed wording:

"1. The Supervisory Board consists of 5 (five) to 9 (nine) members, including the Chairperson, the Vice-Chairperson and the Secretary. The work of the Supervisory Board is managed by its Chairperson who is responsible for the due organisation of its work and, in particular, for convening meetings of the Supervisory Board and chairing the meetings of the Supervisory Board. In the event of absence of the Chairperson or his/her inability to discharge his/her duties, the Vice-Chairperson shall perform the Chairperson's duties. The Secretary of the Supervisory Board is responsible for drawing up the minutes of the meeting."

The purpose of the amendment is to ensure the optimal operation of the Company's Supervisory Board by identifying functional members with assigned rights and responsibilities.

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)