



-Draft-

**Resolution No. [-]**

**OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING  
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA  
of 5 November 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.

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**OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING  
OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA  
of 5 November 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.

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**Resolution No. [-]**

**OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

**OF LUBELSKI WĘGIEL BOGDANKA SPÓŁKA AKCYJNA**

**of 5 November 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. Paragraph 6 is replaced by the following:

"The core business of the Company according to the Polish Classification of Activities /PKD/ includes:

- 1) agriculture, forestry and fishing (Section A),
- 2) mining and quarrying (Section B),
- 3) manufacturing (Section C),
- 4) generation and supply of electricity, gas, steam and air for air conditioning systems (Section D),
- 5) water supply; sewage and waste management as well as remediation activities (Section E),
- 6) construction (Section F),
- 7) wholesale and retail trade (Section G),
- 8) transport and storage (Section H),
- 9) accommodation and catering activities (Section I),
- 10) publishing and broadcasting activities and activities related to the distribution of content (Section J),
- 11) service activities in the scope of telecommunications, computer programming, consultancy, computing infrastructure and other information service activities (Section K),
- 12) financial and insurance activities (Section L),
- 13) real estate management activities (Section M),
- 14) professional, scientific and technical activities (section N),
- 15) administration and support service activities (Section O),
- 16) education (Section Q)."

2. In § 14, paragraph 1 is 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."

3. In § 14, paragraph 2 is replaced by the following new wording:

"2. Members of the Supervisory Board are appointed for a joint term of office. The term of office of the Supervisory Board shall last three consecutive years. The term of office shall be calculated in full financial years."

4. In § 17, paragraph 1, 2 is replaced by the following new wording:

"2) the selection of the audit firm to audit the annual financial statements and the consolidated financial statements of the Company's group and the notification of the key auditor of the date of the meeting on the matters set out in subparagraphs (1) and (3) within a period of not less than one week from the date of the meeting, as well as the selection of the audit firm to attest the Company's sustainability reporting and the sustainability reporting of the Company's group;"

5. In § 17, paragraph 1, 4 is replaced by the following new wording:

"4) submission of the annual written report on the results of the evaluations referred to in subparagraphs 1 and 3 to the General Meeting. The written report shall also include:

- a) the assessment of the Company's standing, taking into account the adequacy and effectiveness of the internal control systems applied in the Company, risk management, ensuring the compliance with standards or applicable practices and internal audit,
- b) the assessment of the implementation of disclosure obligations, referred to in Article 380<sup>1</sup> of the CCC by the Management Board,
- c) the assessment of the method of preparing or submitting information, documents, reports or explanations to the Supervisory Board by the Management Board,
- d) information on the total remuneration payable by the Company for all surveys commissioned by the Supervisory Board during the financial year, in the event of concluding the agreement the Supervisory Board's advisor, in accordance with the procedure set out in Article 382<sup>1</sup> of the CCC."

6. In § 19, paragraph 2 is replaced by the following new wording:

"2. Members of the Management Board are appointed for a joint term of office. The Management Board's term of office shall last three consecutive years. The term of office shall be calculated in full financial years."

7. In § 20, after section 2, sections 3 and 4 are added with the following wording:

"3. When performing their duties, members of the Management Board should exercise the diligence expected of them based on the professional nature of their activities and remain loyal to the Company.

4. A member of the Management Board is prohibited from disclosing the Company's secrets, even after the expiry of his/her mandate."

8. In § 21, the existing provisions of paragraphs 3, 4 and 5 are renumbered as paragraphs 4, 5 and 6, respectively, and paragraph 3 is given the following new wording:

“3. The resolutions of the Management Board are recorded in the minutes. The minutes should include the consecutive number, date and place of the meeting, a statement that the meeting has been duly convened, the agenda of the meeting, the names of the Members of the Management Board participating in the voting, the content of the resolutions, the number of votes cast for each resolution. The minutes shall also indicate the dissenting opinion submitted by a Member of the Management Board, including its justification, if any. The minutes shall be signed by the rapporteur and the Members of the Management Board present at the meeting.

## **§ 2**

The Extraordinary General Meeting of the Company obliges the Management Board to prepare a consolidated text of the Company's Articles of Association reflecting the amendments adopted in this Resolution and to submit such consolidated text to the Company's Supervisory Board for its approval.

## **§ 3**

The Resolution will enter into force on the day of its adoption, with effect from the date of entry of the amendments to the register of businesses of the National Court Register.