

## **Current Report No. 36/2013**

Date of preparation: 25 October 2013

### **Subject: Convening the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. for 22 November 2013**

General legal basis: Article 56.1.2 of the Act on Public Offering – current and periodic Information

#### Contents:

The Management Board of Lubelski Węgiel BOGDANKA S.A. with registered office in Bogdanka (the “Company”), acting on the basis of a demand made by the Company’s Shareholder representing at least 1/20 of the Company’s share capital, Aviva Otwarty Fundusz Emerytalny Aviva BZ WBK S.A., under Article 399.1 and Article 400.1 of the Commercial Companies Code and under Article 44.3.2 of the Company’s Articles of Association, hereby decides to convene **Extraordinary General Shareholders Meeting of Lubelski Węgiel BOGDANKA S.A. with registered office in Bogdanka on 22 November 2013 at 1.00 pm, on Warsaw Stock Exchange premises, NewConnect Room 4 Książęca street, Warsaw.**

#### Agenda:

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. Adoption of a resolution on changes in the Supervisory Board.
6. Miscellaneous.
7. Closing the Extraordinary General Shareholders Meeting.

### **Shareholders’ right to participate in the Extraordinary General Shareholders Meeting**

The date of registration to attend the Extraordinary General Shareholders Meeting (Registration Date) is **6 November 2013**.

Only the persons being the Shareholders of the Company on the Registration Date have the right to participate in the Extraordinary General Shareholders Meeting.

The date of registering participation in the Extraordinary General Shareholders Meeting is the same for persons entitled under both bearer shares and registered shares.

Persons entitled under registered shares and temporary certificates and pledges and usufructuaries who are entitled to vote, have the right to participate in the Extraordinary General Shareholders Meeting provided that they are entered in the share register on the Registration Date **(06 November 2013)**.

The entity maintaining the securities account issues a certificate, bearing the Shareholder's name, confirming the right to participate in the General Shareholders Meeting at the request of the person entitled under dematerialised bearer shares of the Company, submitted no earlier than the announcement of the convening the Extraordinary General Shareholders Meeting is published **(25 October 2013)** and no later than the first weekday following the Registration Date **(07 November 2012)**.

A Shareholder can transfer its shares in the period between the Registration Date and the date when the Extraordinary General Shareholders Meeting ends.

The list of Shareholders entitled to attend the Extraordinary General Shareholders Meeting, signed by the Management Board, should contain the full name (the first name and surname) or business name of each eligible attendee, their place of residence (the registered office address), the number, types and codes of their shares and the number of votes they are entitled to; such a list will be available for viewing at the office of the Management Board for three weekdays prior to the date of the Extraordinary General Shareholders Meeting **(19 November 2013, 20 November 2013, 21 November 2013)**.

A natural person may provide his/her address for service instead of place of residence. A Shareholder may view the list of shareholders at the office of the Management Board and require a copy of the list, with the costs of preparing such a copy to be borne by the Shareholder.

A Shareholder may require that the list of shareholders be sent to them free of charge by electronic mail, in which case the Shareholder must specify the e-mail address to which the list is to be sent. The request for sending the shareholders list should be submitted at the offices of the Company's Management Board or sent to [wz@lw.com.pl](mailto:wz@lw.com.pl). The request should be prepared in writing and signed by the Shareholder or persons who represent it. A Shareholder may, one week prior to the date of the Extraordinary General Shareholders Meeting, require copies of motions regarding matters included on the agenda for the meeting **(from 15 November 2013)**. Draft motions regarding issues put on the agenda are available at the Company's website ([www.lw.com.pl](http://www.lw.com.pl)).

If the right to vote attached to shares is held by a pledgee or usufructuary, that fact will be noted on the list of shareholders at the request of the eligible entity.

**The Shareholder's right to require that certain matters be put on the agenda for the Extraordinary General Shareholders Meeting and to submit draft resolutions**

The shareholder or shareholders representing at least one-twentieth of the share capital may demand including certain matters on the agenda of the closest General Shareholders Meeting.

Such a request shall be submitted to the Management Board twenty-one days prior to the scheduled date of the General Shareholders Meeting at the latest **(by 01 November 2013)**. Such a request should contain the reasons for or a draft version of the resolution regarding the proposed item of the agenda. The request may be submitted at the offices of the Company's Management Board or sent via e-mail to [wz@lw.com.pl](mailto:wz@lw.com.pl).

The Company's shareholder or shareholders representing at least one-twentieth of the share capital may, before the Extraordinary General Shareholders Meeting is held, submit to the Company, in writing - at the office of the Company's Management Board, or via e-mail - at [wz@lw.com.pl](mailto:wz@lw.com.pl), draft resolutions regarding matters put on the agenda or matters which are to be put on the agenda. The Company must immediately publish such draft versions of resolutions on its website. During the Extraordinary General Shareholders Meeting any Shareholder of the Company is entitled to submit draft resolutions concerning items on the agenda.

In order to exercise the right to demand that certain matters be put on the agenda of the Extraordinary General Shareholders Meeting and to submit draft resolutions regarding matters put or which are to be put on the agenda of the Extraordinary General Shareholders Meeting, Shareholders should prove that they hold relevant number of shares as at the day of making the request, and attach a certificate confirming their right to attend the Extraordinary General Shareholders Meeting.

**Furthermore, the Shareholders who are natural persons should attach to the above mentioned certificate, copies of documents confirming his/her identity, and the Shareholders who are legal persons and partnerships should attach copies of documents confirming their right of representation.**

**The Company's Articles of Association do not stipulate a possibility to participate in the Extraordinary General Shareholders Meeting, speak or exercise the right to vote with the use of electronic means of communication.**

**The Company's Articles of Association do not stipulate a possibility to exercise the right to vote by correspondence.**

#### **Exercising the voting right through a proxy**

A Shareholder may participate in and vote at the Extraordinary General Shareholders Meeting in person or through a proxy.

A proxy exercises all rights of a Shareholder at the Extraordinary General Shareholders Meeting, unless otherwise provided for in the power of proxy.

A Shareholder holding shares registered in more than one securities account may appoint separate proxies for voting in respect of the shares in each such account.

A power of proxy to participate in the Extraordinary General Shareholders Meeting of the Company and to exercise voting rights must be granted in writing or in electronic form. A power of attorney granted in an electronic form need not have a secure electronic signature verified using a valid qualified certificate.

**The Company takes all appropriate actions in order to identify the Shareholder and the proxy for the purpose of checking the validity of power of proxy granted in an electronic form.**

In order for the power of proxy to be effectively granted in an electronic form, a Shareholder is obliged to send to [wz@lw.com.pl](mailto:wz@lw.com.pl) the information to the effect that the power of proxy has been granted, along with the form – filled in and signed, scanned to the .pdf format. The Company makes the forms available at its website. Furthermore, the Shareholders who are natural persons should attach to the powers of proxy granted by them in an electronic form, copies of documents confirming their identity, and the Shareholders who are legal persons and partnerships should attach copies of documents confirming their right to act on their behalf.

Forms for voting through a proxy will be available for downloading from the Company's website, at the Investor Relations/General Shareholders tab.

Proxies who were granted powers of proxy in a written form, are obliged, before they attend the Extraordinary General Shareholders Meeting, to produce their ID cards and valid powers of proxy granted in a written form.

Proxies who were granted powers of proxy in an electronic form, are obliged, before they attend the Extraordinary General Shareholders Meeting, to produce their ID cards.

**Access to documentation and information regarding the Extraordinary General Shareholders Meeting.**

Persons entitled to attend the Extraordinary General Shareholders Meeting may obtain full text of documentation to be presented to the Extraordinary General Shareholders Meeting as well as draft resolutions at the offices of the Management Board and at the official website of the Company, [www.lw.com.pl](http://www.lw.com.pl), in the corporate section, Investors Relations/Extraordinary General Shareholders Meeting tab, where other information about the Extraordinary General Shareholders Meeting is provided.

An audio-video recording of the Extraordinary General Shareholders Meeting will be placed on the Company's website.

Appendices:

- Draft resolutions of the Extraordinary General Shareholders Meeting to be held on 22 November 2013.

- Demand made by the Company's Shareholder representing at least 1/20 of the Company's share capital, Aviva Otwarty Fundusz Emerytalny Aviva BZ WBK S.A.,

Legal basis for submitting the report: Article 38.1.1, 38.1.2 and 38.1.3 of the Regulation of the Minister of Finance on the Stock Exchange