

Current Report No. 28/2017

Date of preparation: 28 November 2017

Subject: Convening the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. for 29 December 2017 together with draft resolutions of the Extraordinary General Shareholders Meeting

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

Content:

The Management Board of Lubelski Węgiel Bogdanka S.A. with registered office in Bogdanka (the “Company”), acting under Article 399.3 in conjunction with Article 400 and Article 402.1 and 402.2 of the Commercial Companies Code, upon a motion of a shareholder holding at least one twentieth (1/20) of the Company’s share capital, hereby decides to convene the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. with registered office in Bogdanka, to be held on 29 December 2017 at 10.00 a.m. in the Company’s registered office in Bogdanka. The agenda includes adopting of the Company’s Articles of Association in the new wording.

Agenda:

- 1) Opening of 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) Adopting resolutions on changes in the composition of the Supervisory Board.
- 7) Adopting resolutions on amending resolutions No. 16 and No. 18 adopted by the Extraordinary General Shareholders Meeting of Lubelski Węgiel Bogdanka S.A. on 7 March 2017.
- 8) Miscellaneous.
- 9) Closing of the Extraordinary General Shareholders Meeting.

Shareholders’ right to participate in the General Shareholders Meeting

The date of registration to attend the General Shareholders Meeting is **13 December 2017**.

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

The date of registering participation in the 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 pledgees and usufructuaries who are entitled to vote have the right to participate in the General Shareholders Meeting provided that they are entered in the shareholders register on the date of registering participation in the meeting **(13 December 2017)**.

An 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 General Shareholders Meeting is published and no later than the first weekday following the Registration Date **(14 December 2017)**.

A shareholder can transfer its shares in the period between the date of registering participation in the General Shareholders Meeting and the date when the meeting ends.

The list of Shareholders entitled to attend the 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 General Shareholders Meeting **(22 December 2017, 27 December 2017 and 28 December 2017)**.

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. 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 General Shareholder Meeting, require copies of motions regarding matters included on the agenda for the meeting **(from 22 December 2017)**. Draft motions regarding issues put on the agenda are available at the Company's website.

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.

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

The shareholder or shareholders representing at least one-twentieth of the share capital may demand putting certain matters on the agenda of the 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 **(i.e. by 8 December 2017)**. 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.

The Company’s shareholder or shareholders representing at least one-twentieth of the share capital may, before the 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, 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. A Shareholder may also submit such drafts during the General Shareholders Meeting.

In order to exercise the right to demand that certain matters be put on the agenda of the General Shareholders Meeting and to submit draft resolutions regarding matters put or which are to be put on the agenda of the 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 General Shareholders Meeting.

Furthermore, the Shareholders who are natural persons should attach copies of documents confirming his/her identity to the above mentioned certificate, 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 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.

Votes cast by the Shareholders during the General Shareholders Meeting will be counted electronically.

Exercising the voting right through a proxy

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

A proxy exercises all rights of a Shareholder at the 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 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 the information to the effect that the power of proxy has been granted, along with the form provided by the Company – filled in and signed, scanned to the .pdf format. Furthermore, the Shareholders who are natural persons should attach copies of documents confirming their identity to the powers of proxy granted by them in an electronic form, and the Shareholders who are legal persons and partnerships should attach copies of documents confirming their right to act on their behalf. Forms used to vote through a proxy will be available at the website of the Company's Investors Relations, in the "General Shareholders Meeting" tab.

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

Access to the documentation and information on the General Shareholder Meeting

Full text of documentation to be presented to the General Shareholders Meeting as well as draft resolutions are available for the persons entitled to attend the Extraordinary General Shareholders Meeting at the offices of the Management Board and at the official website of the Company, www.ri.lw.com.pl.

Any other information concerning the General Shareholders Meeting shall be made available at the Company website.

The Company hereby announces that the General Shareholders Meeting will be recorded. Following the General Shareholders Meeting, an audiovisual recording thereof will be published at the Company's website www.ri.lw.com.pl.

The following appendices are attached hereto:

- Draft resolutions of the Extraordinary General Shareholders Meeting convened for 29 December 2017.
- Motion of the shareholder to convene the Extraordinary General Shareholders Meeting and include matters in the agenda, along with draft resolutions with statement of reasons for the amendments in the Articles of Association, which are to be the subject of the Extraordinary General Shareholders Meeting.

Legal basis for submitting the report: Article 38.1.1-3 in conjunction with Article 100.3 of the Regulation of the Minister of Finance on the Stock Exchange