



*33 rue du Puits Roman,
L-8070 Bertrange
R.C.S. Luxembourg B 154.144
capital social: USD 450,111.20
(the “Company“)*

**CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING OF
SHAREHOLDERS OF COAL ENERGY S.A.**

Luxembourg, 10 July 2024

Dear Shareholders,

Due to the exceptional political and military circumstances in Eastern Ukraine (location of Company’s assets) the Company was unable to pursue the annual audit procedure for FY2023. The Company has nevertheless been able to prepare and release unaudited consolidated financial statements for the mentioned financial year.

Despite the exceptional circumstances, the Company makes every effort to comply with its legal obligations, and to respect the rights of its shareholders. The board of directors has therefore decided to convene the extraordinary general meeting of the Company on the date 31st July 2024. The extraordinary general meeting will be held even though no audited financial report has been prepared. The annual accounts of the company submitted to the shareholders for the extraordinary general meeting have been prepared by the Company on the basis of information currently available to the Company, but without independent review of an independent auditor.

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The board of directors of Coal Energy S.A. (the “**Company**”) convenes the shareholders of the Company to the extraordinary general meeting of shareholders of the Company (the “**EGM**”) to be held on **31st July 2024 at 11:00 a.m.** (Central European Time) at the offices of the Company, **33 rue du Puits Roman, L-8070 Bertrange** with the following agenda:

- 1) Approval of the unaudited stand-alone financial statements as of 30 June 2023 and of the management report for the period covered by these financial statements

The board of directors proposes that the meeting approves the unaudited stand-alone financial statements as of 30 June 2023 and the management report for the period covered by these financial statements.

- 2) Allocation of the net result of Coal Energy S.A. from the financial year ended on 30 June 2023

The board of directors proposes that the meeting acknowledges profit for the financial year ended on 30 June 2023 amounting to 210 067,49 United States Dollars.

- 3) Approval of the unaudited consolidated financial statements as of 30 June 2023 and of the management report for the relevant period covered by these financial statements.

The board of directors proposes that the meeting approves the unaudited consolidated financial statements and the management report for the period covered by these financial statements.

- 4) Resolution on the continuation of the Company

The board of directors proposes that, in accordance with article 100 of the Luxembourg law dated 10 August 1915 on commercial companies, as amended, the general meeting of shareholders resolves to approve the continuation of the Company.

- 5) Discharge of the directors of the Company for the performance of their duties during the financial year ended on 30 June 2023

The board of directors proposes that the meeting discharges the directors who have been in office during the financial year ended on 30 June 2023 (Viktor VYSHNEVETSKYY, Oleksandr REZNYK, Arthur David JOHNSON, and Diyor YAKUBOV) from their liability for the performance of their duties as directors of the Company.

- 6) Approval change of the registered office of the Company

The board of directors acknowledges the change of the registered office of the Company from 41 rue du Puits Romain L-8070 Bertrange, Luxembourg to 33 rue du Puits Romain L-8070 Bertrange, Luxembourg with the effect of 29 May 2024.

- 7) Appointment of PKF Audit&Conseil as independent auditor of the Company

The board of directors proposes that the meeting approves the appointment of PKF Audit&Conseil as independent auditor of the Company for a period ending with the general meeting of shareholders that will be held in 2024.

Voting Recommendation:

The board of directors of the Company recommends that shareholders vote in favor of the resolutions which will be proposed and considered at the Meeting.

Important notices:

- In accordance with the Article 3 of the law of 24 May 2011 on exercise of certain rights of shareholders at the general meeting of companies admitted to trading, participation at the EGM is reserved to shareholders of the Company, whose shareholding is determined on the latest the **24th July 2024 at 24:00 (Central European Time)** prior to Meeting, and who give notice of their intention to attend the EGM by mail or return by no later than **29th July 2024, 17:00 p.m.** (Central European Time) a duly completed proxy form to the following address: 33 rue du Puits Roman, L-8070 Bertrange / Fax: (+352) 20 21 0033 – 55; Email: info@coalenergy.com.ua ; ir@coalenergy.com.ua.

The documents relating to the EGM are available at the registered office of the Company and on the website of the Company (<http://coalenergy.com.ua/>) from the date of first publication of this convening notice, and until closing of the Meeting. These documents include in particular:

- (i) the form of proxy;
- (ii) draft of the shareholders resolutions to be taken during the Meeting;
- (iii) the unaudited consolidated annual report for the financial year ended on 30 June 2023, including management report for the relevant periods covered by these financial statements, stand-alone financial report for the financial year ended on 30 June 2023,

An attendance list will be established at the EGM recording the shareholder(s) of the Company attending the EGM in person or by proxy. To be recorded in such a list, a natural or a legal person will have to prove his/her/its quality of shareholder of the Company. In case of a natural person he/she will have to prove his/her identity. In case of a legal person, its representative will have to prove that he/she is a duly authorized representative empowered to bind the legal person.

- The EGM will be conducted in conformity with the voting requirements of the Luxembourg law on commercial companies dated 10 August 1915 as amended and the Company's articles of association.

The approval of resolutions of the EGM requires the affirmative vote of the majority of the voting rights present or represented and expressed at the EGM.

- On the date of the present convening notice the Company has issued 45,011,120 (forty-five million eleven thousand one hundred twenty) shares having each a voting right.
- One or several shareholders representing at least 5% (five percent) of the issued share capital of the Company (i) have the right to put items on the agenda of the EGM, provided that each such item is accompanied by a justification or a draft resolution to be adopted in the EGM; and (ii) have the right to table draft resolutions for items included or to be included on the agenda of the EGM.

Requests made in accordance with (i) and (ii) above must be sent in writing per email or mail to the Company no later than the 22nd (twenty-second day) preceding the EGM to the following address: Attn.: The Directors – email: info@coalenergy.com.ua; ir@coalenergy.com.ua – address **33 rue du Puits Roman, L-8070 Bertrange** Fax: (+352) 20 21 0033 – 55. The Company will publish these requests in accordance with applicable legal requirements.

Further Information:

If you require further information or clarification on the above, please contact Directors (tel: +352 20210033, email: info@coalenergy.com.ua; ir@coalenergy.com.ua).

**Coal Energy S.A.
The Board of Directors**