



*Société Anonyme*  
46A, avenue J. F. Kennedy  
L-1855 Luxembourg  
R.C.S. Luxembourg: B154.144  
(Incorporated under the laws of Luxembourg with limited liability)

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

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Luxembourg, November 2011

Dear Shareholders,

Following a decision of the board of directors of Coal Energy S.A. (the “**Company**”), an extraordinary general meeting of shareholders of the Company (the “**EGM**”) followed by the annual general meeting of shareholders of the Company (the “**AGM**”, and together with the EGM the “**Meetings**”) will be held on 14 December 2011 at 2 p.m. (Central European Time) at the offices of the Company, 46A, avenue J. F. Kennedy, L-1855 Luxembourg, with the following agenda:

*Extraordinary General Meeting - Agenda:*

- 1) Amendment to article 15.4 of the articles of association of the Company to provide that the annual general meeting of shareholders is held each year on the 12th day of December at 11 a.m.

*The board of directors proposes that the annual general meeting of shareholders shall be held each year on the 12<sup>th</sup> day of December at 11 a.m. and that the article 15.4 of the articles of association will be subsequently amended as follows:*

*“15.4 The annual General Meeting shall be held in Luxembourg in accordance with Luxembourg law at the registered office of the Company or at such other place as specified in the notice of the meeting, on the 12<sup>th</sup> day of December, at 11 a.m. If such day is a legal or a bank holiday in Luxembourg, the annual General Meeting shall be held on the following Business Day in Luxembourg.”*

Annual General Meeting - Agenda:

- 1) Approval of the stand-alone financial statements as of 31 December 2010 and of the management report for the period covered by these financial statements

*The board of directors proposes that the meeting approves the stand-alone financial statements as of 31 December 2010 and the management report for the period covered by these financial statements.*

- 2) Allocation of the net result from the financial year ended on 31 December 2010

*The board of directors proposes that the meeting acknowledges the net loss for the financial year ended on 31 December 2010, and amounting to ninety-four thousand four hundred eighty-seven Euro twenty-nine cents (EUR 94,487.29), and to carry forward this net loss.*

- 3) Approval of the stand-alone financial statements as of 30 June 2011 and of the management report for the period covered by these financial statements

*The board of directors proposes that the meeting approves the stand-alone financial statements as of 30 June 2011 and the management report for the period covered by these financial statements.*

- 4) Allocation of the net result from the financial year ended on 30 June 2011

*The board of directors proposes that the meeting acknowledges the net loss for the financial year ended on 30 June 2011, and amounting to one hundred eighty-six thousand nine hundred eighty-five United States Dollar fifty-three cents (USD 186,985.53), and to carry forward this net loss.*

- 5) Approval of the consolidated financial statements for the company as of 30 June 2011 and of the management report for the period covered by these financial statements

*The board of directors proposes that the meeting approves the consolidated financial statements as of 30 June 2011 and the management report for the period covered by these financial statements.*

- 6) Acknowledgement of the resignation of Andrey Bolshakov from his position as director A of the Company

*The board of directors proposes that the meeting acknowledges the resignation of Andrey Bolshakov as director A of the Company with effect as of 21 September 2011.*

- 7) Discharge of the directors of the company for the performance of their duties from the formation of the company on 17 June 2010 until 30 June 2011

*The board of directors proposes that the meeting discharges the directors that have been in office since the formation of the company on 17 June 2010 (Viktor Vyshnevetsky, Andrey Bolshakov, Mykhail Zolotarov, Oleksandr Rezyk, Arthur David Johnson, Joost Anton Mees, Gwenaëlle, Bernadette, Andrée, Dominique Cousin, Jacob Mudde) from their liability for the performance of their duties as directors of the Company until 30 June 2011.*

- 8) Discharge of Interaudit S.à r.l. as statutory auditor of the Company for the performance of its duties from the formation of the company on 17 June 2010 until 30 June 2011

*The board of directors proposes that the meeting discharges Interaudit S.à r.l. from their liability for the performance of their duties as statutory auditor of the Company from the formation of the company on 17 June 2010 until 30 June 2011.*

- 9) Acknowledgement of the termination of the mandate of Interaudit S.à r.l. as statutory auditor of the company

*The board of directors proposes that the meeting acknowledges the termination of the mandate of Interaudit S.à r.l. as statutory auditor (commissaire) of the Company.*

- 10) Appointment of Interaudit S.à r.l. as independant auditor of the Company

*The board of directors proposes that the meeting approves the appointment of Interaudit S.à r.l. as independent auditor (réviseur d'entreprises agréé) of the Company for a period ending with the general meeting of shareholders that will be held in 2016.*

Voting Recommendation:

**The Board of Directors of the Company unanimously recommends that shareholders vote in favour of the resolutions which will be proposed and considered at the Meeting.**

Action Required by the Shareholders:

Participation at the Meetings is reserved to shareholders of the Company, whose shareholding is determined on the fourteenth day at 24.00 (Central European Time) prior to Meetings, and who give notice of their intention to attend the Meetings per mail, email or fax, to the following address: 46A avenue J. F. Kennedy, L-1855 Luxembourg, Grand-Duchy of Luxembourg / Fax: + 352 42 19 61; Email: ProjectLavaLux@et.tmf-group.com, so that the notice shall be received not later than 30 November 2011, 24.00 (Central European Time). The certificate of ownership of shares in the Company shall be sent to the above-mentioned address and received by the Company no later than 7 December 2011 5 p.m. (Central European Time); shareholders who deliver the certificate after that date may not be granted access to the Meetings.

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

- (i) the form of proxy
- (ii) draft of the shareholders resolutions to be taken during the Meetings;
- (iii) the stand-alone financial statements of the Company for the financial year ended on 31 December 2010, and the management report and the auditor's report for the period covered by these financial statements;
- (iv) the stand-alone financial statements of the Company for the financial year ended on 30 June 2011, and the management report and the auditor's report for the period covered by these financial statements; and
- (v) the consolidated financial statements of the Company as of 30 June 2011.

An attendance list will be established at the Meetings recording the shareholder(s) of the Company attending the Meetings 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.

Important notices:

- The Meetings shall 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:

- EGM: the approval of resolutions of the EGM require a quorum of half of the Company's issued share capital, and affirmative vote of 2/3 of the voting rights present or represented and expressed at the EGM.
- AGM: the approval of resolutions of the AGM require the affirmative vote of the majority of the voting rights present or represented and expressed at the AGM.
- 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 Meetings, provided that each such item is accompanied by a justification or a draft resolution to be adopted in the Meetings; and (ii) have the right to table draft resolutions for items included or to be included on the agenda of the Meetings.

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 Meetings to the following address: Attn.: Marija Prechtlein – email: ProjectLavaLux@et.tmf-group.com – address 46A, avenue J.F. Kennedy, L – 1855 Luxembourg – Fax: + 352 42 19 61. 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 Marija Prechtlein (tel: + 352 42 71 71-1, email: ProjectLavaLux@et.tmf-group.com).**

**Coal Energy S.A.**

**The board of directors**