



*Société Anonyme
33 rue du Puits Romain,
L-8070 Bertrange
R.C.S. Luxembourg: B154144*

The undersigned _____, born on _____, in _____,
residing in _____,

being the holder of ____ shares having a nominal value of USD 0.01 each in the capital of Coal Energy S.A. (the “**Company**”),

1. Encloses hereto the certificate issued by the depositary of the shares in the Company confirming the undersigned’s shareholding.
2. Expressly waives the requirement for the board of directors to provide a report to the EGM (as defined hereafter) on the limitation or cancellation of preferential subscription rights of existing shareholders in connection with the issuance, within the limits of the authorized share capital, of (i) bonds convertible into shares of the Company and/or (ii) warrants entitling their holders to subscribe for shares of the Company, in the frame of the authorized share capital as required by Article 420-26 (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended, as referred to in item 1 of the agenda in the convening notice to the extraordinary general meeting of the shareholders of the Company to be held on 5th September 2025 at 2 p.m. at the offices of notary Gilles Mathay with address at 43, boulevard du Prince Henri, L-1724 Luxembourg (hereafter “**the EGM**”)
3. Hereby declares that this present deed, together with its annex, shall be deemed valid if executed and delivered by email in PDF format to one of the following e-mail address: info@coalenergy.com.ua or ir@coalenergy.com.ua, not later than **4 September 2025, at midnight** (Central European Time).
4. Hereby appoints any director of Wetrust Luxembourg S.A., a public limited liability incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 8, rue de la Greve, L-1643 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register under number B179822, an administrative services provider of the Company, to represent the undersigned and to vote on the undersigned’s behalf on the items of the agenda as indicated below at the EGM.

EGM – The undersigned’s proxy is hereby authorised and instructed to vote as indicated in respect of the undermentioned resolutions:

<div>1. Waiver of the report of the board of directors on the limitation or cancellation of preferential subscription rights of existing shareholders in connection with the issuance, within the limits of the authorized share capital (as set in the second resolution below), of bonds convertible into shares of the Company and/or warrants entitling their holders to subscribe for shares of the Company in the frame of the authorized share capital, as required by Article 420-26 (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended.</div> <div><i>The meeting resolves to expressly waive the requirement to receive a report from the board of directors on the limitation or cancellation of preferential subscription rights of existing shareholders in connection with the issuance, within the limits of the authorized share capital, of (i) bonds convertible into shares of the Company and/or (ii) warrants entitling their holders to subscribe for shares of the Company, in the frame of the authorized share capital as required by Article 420-26 (5) of the Luxembourg law of 10 August 1915 on commercial companies, as amended.</i></div>	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<div>2. Renewal of an authorized share capital of USD 900,000.00 (nine hundred thousand United States Dollars), by authorizing the board of directors of the Company to issue up to 90,000,000 (ninety million) new shares with a nominal value of one United States Dollar Cent (USD 0.01), in accordance with Article 420-22 of the Luxembourg law on commercial companies dated 10 August 1915, as amended, and to limit or cancel the preferential subscription rights of existing shareholders in connection with such issuances of shares within the limits of the authorized share capital. These authorizations will be limited to a period expiring five (5) years from the date of the publication of the present authorizations in the Luxembourg official gazette (Recueil Électronique des Sociétés et Associations – RESA);</div> <div><i>The meeting resolves to approve the renewal of the authorized share capital of the Company of USD 900,000.00 (nine hundred thousand United States Dollars), by authorizing the board of directors of the Company to issue up to 90,000,000 (ninety million) new shares with a nominal value of one United States Dollar Cent (USD 0.01), in accordance with Article 420-22 of the Luxembourg law on commercial companies dated 10 August 1915, as amended, and to limit or cancel the preferential subscription rights of existing shareholders in connection with such issuances of shares within the limits of the authorized share capital. These authorizations will be limited to a period expiring five (5) years from the date of the publication of the present authorizations in the Luxembourg official gazette (Recueil Électronique des Sociétés et Associations – RESA).</i></div>	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<div>3. Approval of the amendment and restatement of articles 5.3 and 5.4 of the articles of association of the Company, relating to the authorized share capital, to reflect the renewal of the authorized share capital of the Company.</div> <div><i>The meeting resolves to approve the amendment and restatement of articles 5.3 and 5.4 of the articles of association of the Company relating to the renewal of</i></div>	FOR	AGAINST	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p><i>the authorized share capital, which shall now be read as follows:</i></p> <p><i>“5.3 The authorized share capital of the Company is fixed at nine hundred thousand United States Dollars (USD 900,000.00) represented by ninety million (90,000,000) shares with a nominal value of one United States Dollar Cent (USD 0.01) during a period expiring five (5) years from the date of the publication of the present authorization in the Luxembourg official gazette (Recueil Électronique des Sociétés et Associations – RESA).</i></p> <p><i>5.4. Such increased amounts of capital need not be subscribed for in full, but may be subscribed for, sold and issued as the Board may from time to time decide. The term or extent of this authority may be extended by resolution of the shareholders in general meeting from time to time, in the manner required for amendment of these articles of association. The Board is authorized to determine the conditions attaching to any subscription for the new shares from time to time. The Board is also authorized to limit or cancel any preferential subscription rights of the existing shareholders in connection to the issuance of such shares. The Board may delegate to any duly authorized officer of the Company or to any other duly authorized person, the power of accepting subscription and receiving payment for shares representing part or all of such increased amount of capital.”</i></p>							
<p>4. Authorization to the board of directors to take all necessary steps for the listing of the Company’s shares on Warsaw Stock Exchange, in connection with the issuance of shares within the limits of the renewed authorized share capital, and for the registration of such shares with the relevant securities depositary and the completion of all related formalities and filings with competent authorities. This authorization will be limited to a period expiring five (5) years from the date of the publication of the present authorization in the Luxembourg official gazette (Recueil Électronique des Sociétés et Associations – RESA).</p> <p><i>The meeting resolves to authorize the board of directors to take all necessary steps for the listing of the Company’s shares on Warsaw Stock Exchange, in connection with issuance of shares within the limits of the renewed authorized share capital, and for the registration of such shares with the relevant securities depositary and the completion of all related formalities and filings with competent authorities. This authorization will be limited to a period expiring five (5) years from the date of the publication of the present authorization in the Luxembourg official gazette (Recueil Électronique des Sociétés et Associations – RESA).</i></p>	<table><tr><td>FOR</td><td>AGAINST</td><td>ABSTAIN</td></tr><tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></table>	FOR	AGAINST	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<p>5. Authorization to the board of directors to issue, within the limits of the authorized capital, one or more tranches of (i) bonds convertible into shares of the Company and/or (ii) warrants (whether standalone or attached to such bonds) entitling their holders to subscribe for shares of the Company, under terms and conditions to be determined by the board of directors, and authorization to the board of directors to limit or cancel the preferential subscription rights of existing shareholders in connection with such</p>	<table><tr><td>FOR</td><td>AGAINST</td><td>ABSTAIN</td></tr><tr><td><input type="checkbox"/></td><td><input type="checkbox"/></td><td><input type="checkbox"/></td></tr></table>	FOR	AGAINST	ABSTAIN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<p>issuances.</p> <p><i>The meeting resolves to authorize the board of directors, within the limits of the authorized share capital of the Company, to issue, in one or more tranches:</i></p> <p><i>(i) bonds convertible into shares of the Company; and</i></p> <p><i>(ii) warrants (whether standalone or attached to such bonds) entitling their holders to subscribe for shares of the Company;</i></p> <p><i>under terms and conditions to be determined by the board of directors.</i></p> <p><i>The board of directors further proposes that the meeting authorizes the board of directors to limit or cancel the preferential subscription rights of existing shareholders in connection with any such issuances, in accordance with articles 420-26 and 420-27 of the Luxembourg law of 10 August 1915 on commercial companies, as amended.</i></p>	
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IMPORTANT INFORMATION

1. A shareholder may appoint a representative of his/her own choice.
2. A representative is not required to be a shareholder of the Company and may be either a legal entity or a natural person.
3. If a shareholder wishes his representative to vote for or against a resolution, or to abstain from voting, the shareholder should tick the corresponding box. Failure to select any of the given options will authorise the representative to cast the vote at his sole discretion.
4. Participation in the EGM is reserved to shareholders of the Company whose shareholding is determined on **22 August 2025 at midnight** (Central European Time), and who give notice of their intention to attend the EGM per mail, email or fax, to the following address: **33 rue du Puits Romain, L-8070 Bertrange** / Fax: (+352) 20 21 0033 – 55; Email: info@coalenergy.com.ua, ir@coalenergy.com.ua so that it shall be received not later **21 August 2025, 5 p.m.** (Central European Time).
5. By signing this present deed, the undersigned consents that the featured data are collected, processed and used for the purpose of the EGM and the vote on the resolutions and that the related data may circulate within the organisation's entities of the EGM.
6. This present deed is governed by, and shall be construed in accordance with Luxembourg law. The courts of Luxembourg city shall have exclusive jurisdiction to settle any dispute, which may arise out of, or in connection with this present deed.

Dated: _____ 2025

Signature: _____

Name: _____

ANNEX: CERTIFICATE OF DEPOSITORY OF SHARES