

Announcement on convening the Ordinary Shareholder Meeting of Jastrzębska Spółka Węglowa S.A.

The Management Board of Jastrzębska Spółka Węglowa Spółka Akcyjna with its registered office in Jastrzębie-Zdrój, at Aleja Jana Pawła II 4, entered in the Register of Commercial Undertakings of the National Court Register kept by the District Court in Gliwice under file no. KRS 0000072093, acting pursuant to Articles 399 § 1, 402¹ §1 and 2 of the Commercial Company Code and § 22 sec. 1 of the Company's Articles of Association, hereby convenes an Ordinary Shareholder Meeting.

1. Date, time and place of the Shareholder Meeting.

The Ordinary Shareholder Meeting is convened to be held on 16 June 2023 in the registered office of Jastrzębska Spółka Węglowa S.A. at Aleja Jana Pawła II 4, 44-330 Jastrzębie-Zdrój, room no. 502 on the 5th floor, at 10:00 a.m.

Agenda of the meeting:

1. Open the Ordinary Shareholder Meeting.
2. Elect the Chairperson of the Ordinary Shareholder Meeting.
3. Assert that the Ordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
4. Select the Election Committee of the Ordinary Shareholder Meeting.
5. Accept the agenda for the Ordinary Shareholder Meeting.
6. Present the following Supervisory Board's reports:
 - a) *Report on activity of the Jastrzębska Spółka Węglowa S.A. Supervisory Board as the Company's corporate body for the financial year ended 31 December 2022, comprising, among other things, the assessments and information set forth in Article 382 § 3¹ of the Commercial Company Code, the Company's Articles of Association and the Code of Best Practice for WSE Listed Companies 2021,*
 - b) *Report on compensations of Jastrzębska Spółka Węglowa S.A. Management Board and Supervisory Board Members for the financial year ended 31 December 2022.*
7. Present and examine:
 - a) *The financial statements of Jastrzębska Spółka Węglowa S.A. for the financial year ended 31 December 2022;*
 - b) *Management Board Report on the activity of Jastrzębska Spółka Węglowa S.A. and the Jastrzębska Spółka Węglowa S.A. Group for the financial year ended 31 December 2022;*
 - c) *Consolidated financial statements of the Jastrzębska Spółka Węglowa S.A. Group for the financial year ended 31 December 2022;*
 - d) *Consolidated report on payments made by the Jastrzębska Spółka Węglowa S.A. Group to the public administration bodies for the financial year ended 31 December 2022;*
 - e) *Management Board's motion on the distribution of the net profit of Jastrzębska Spółka Węglowa S.A. for the financial year ended 31 December 2022;*
 - f) *Management Board's motion on accounting for "Other comprehensive income" in Jastrzębska Spółka Węglowa S.A. in the financial year ended 31 December 2022.*
8. Adopt resolutions on the following matters:
 - a) *to approve the Financial Statements of Jastrzębska Spółka Węglowa S.A. for the financial year ended 31 December 2022;*
 - b) *to approve the Management Board Report on the activity of Jastrzębska Spółka Węglowa S.A. and the Jastrzębska Spółka Węglowa S.A. Group for the financial year ended 31 December 2022;*
 - c) *to approve the Consolidated financial statements of the Jastrzębska Spółka Węglowa S.A. Group for the financial year ended 31 December 2022;*

- d) to approve the *Consolidated report on payments made by the Jastrzębska Spółka Węglowa S.A. Group to the public administration bodies for the financial year ended 31 December 2022*;
 - e) to distribute net profit of Jastrzębska Spółka Węglowa S.A. for the financial year ended 31 December 2022;
 - f) to account for "Other comprehensive income" in Jastrzębska Spółka Węglowa S.A. in the financial year ended 31 December 2022;
 - g) to issue an opinion on the *Report on compensations of Jastrzębska Spółka Węglowa S.A. Management Board and Supervisory Board Members for the financial year ended 31 December 2022*;
 - h) to approve the *Report on activity of the Jastrzębska Spółka Węglowa S.A. Supervisory Board as the Company's corporate body for the financial year ended 31 December 2022*.
9. Adopt resolutions on the following matters:
- a) to discharge the Jastrzębska Spółka Węglowa S.A. Management Board members on the performance of their duties in the financial year ended 31 December 2022;
 - b) to grant a discharge to Members of the Jastrzębska Spółka Węglowa S.A. Supervisory Board on the performance of their duties in the financial year ended 31 December 2022.
10. Close the Ordinary Shareholder Meeting.

2. Date of registering participation in the Shareholder Meeting.

The date of registering participation in the Shareholder Meeting is 31 May 2023.

The date of registering participation in the Shareholder Meeting is the same for shareholders with bearer shares and registered shares.

3. A Shareholder's right to participate in the Shareholder Meeting.

Persons who are Shareholders of Jastrzębska Spółka Węglowa S.A. holding the Company's shares on their securities accounts sixteen days before the date of the Shareholder Meeting, i.e. on 31 May 2023, are entitled to take part in the Shareholder Meeting.

Pledgees and users holding the voting right have the right to participate in the Shareholder Meeting provided that the limited right in rem established in their favor has been registered on the securities account on the date of registering their participation in the Shareholder Meeting.

The persons authorized under shares as well as pledgees and users holding the voting right, in order to participate in the Shareholder Meeting, should request the entity keeping the securities account to issue a name-specific certificate on the right to participate in the Shareholder Meeting no earlier than after the date of announcement of convening the Shareholder Meeting and no later than on 1 June 2023.

4. Electronic communication between Shareholders and the Company.

In matters concerning the Shareholder Meeting, Shareholders may communicate with the Company using the following e-mail address: walnezgromadzenie@jsw.pl.

The foregoing address may be used in particular to send documents to the Company and to submit representations, requests and inquiries related to the Shareholder Meeting.

The Company treats a scan of a separately formulated original document signed by authorized representatives - fixed in the PDF format as a document delivered electronically.

Documents in foreign languages sent to the Company electronically should be delivered together with their sworn translation into the Polish language.

Documents sent electronically should be sent while observing the appropriate technical conditions in a manner ensuring legibility of the full content of the document and taking into account the need of unequivocal identification of the sender and his/her rights.

The Company reserves the right to verify correspondence delivered electronically.

Such verification may include in particular a question sent back electronically or a phone call to confirm the identity of the persons, the rights vested in them and the nature of actions taken by those persons.

The inability to conduct reverse verification may form grounds for deeming the actions taken by such persons using electronic means to be ineffective in respect of the Company.

The Shareholder will bear the risk associated with its use of electronic means of communication.

5. Right to request inclusion of specific items in the agenda of the Shareholder Meeting.

A Shareholder or Shareholders representing at least one-twentieth of the share capital may request that the specified items be placed in the agenda of the closest Shareholder Meeting. The request should be submitted to the Company's Management Board no later than twenty-one days before the date set for the Shareholder Meeting, i.e. 26 May 2023. The request should contain a justification or draft resolution pertaining to the proposed item on the agenda. The Management Board will announce any and all changes to the agenda made by Shareholder request without delay but no later than eighteen days before the date set for the Shareholder Meeting i.e. by 29 May 2023. The announcement will be made following the pertinent procedure for convening a Shareholder Meeting.

6. Right to submit draft resolutions relating to items included in the agenda or items to be included in the agenda before the date of the Shareholder Meeting.

A Company Shareholder or Shareholders representing at least one-twentieth of the share capital may submit draft resolutions concerning items included or to be included in the Shareholder Meeting's agenda to the Company before the date of the Shareholder Meeting in writing or using means of electronic communication. Draft resolutions with justification may be submitted by the date preceding the date of the Shareholder Meeting. The Company will post draft resolutions on its website without delay.

In connection with adoption of principle "4.8" of the Code of Best Practice for WSE Listed Companies 2021 for application in JSW S.A., the Management Board of the Company recommends that draft resolutions concerning the items entered in the agenda of the Shareholder Meeting or items to be entered in the agenda be submitted no later than three days before the Shareholder Meeting.

7. Right to submit draft resolutions on matters included in the agenda during a Shareholder Meeting.

During the Shareholder Meeting, every Shareholder may submit draft resolutions and motions with proposed changes to draft resolutions, on matters included in the Shareholder Meeting agenda. The submitted draft resolutions and motions should be prepared in writing, for each matter separately and should identify the submitting Shareholder.

Draft resolutions and motions concerning a given matter should be submitted with justification to the Chairperson of the Shareholder Meeting before the discussion in a given matter is closed.

8. Shareholder's right to ask questions concerning business placed in the agenda of the Shareholder Meeting

During the Shareholder Meeting, a Shareholder has the right to ask questions concerning the business placed in the agenda. The Management Board is obliged to provide a shareholder, at his request, with information concerning the Company, if this is justified for the purpose of evaluating the issue included in the agenda. The Management Board refuses to provide information if this could cause damage to the Company, a related company or a subsidiary company or association, especially by disclosing the engineering, commercial or organizational secrets of a business.

A Management Board Member may refuse to provide information if the provision of such information could constitute grounds for criminal, civil or administrative liability.

An answer is deemed to have been given if the relevant information is available on the Company's website at a site designated for questions asked by shareholders and answers to such questions.

The Management Board may provide information in writing outside of the Shareholder Meeting, if there are important reasons to do so. The Management Board is obliged to provide such information no later than within two weeks of the date of the request made during the shareholder meeting.

9. Participation in the Shareholder Meeting using means of electronic communication.

Pursuant to § 23 sec. 2 of the Company's Articles of Association and Resolution no. 185/VII/2011 adopted by the Supervisory Board on 25 August 2011, it is not permitted to participate, take the floor and exercise voting rights during and before the Shareholder Meeting using means of electronic communication.

10. Exercising voting rights by mail.

It is not permitted to exercise voting rights by mail.

11. Limitation of voting rights.

The voting rights of Shareholders holding more than 10% of the total number of shares in the Company are subject to limitation according to the principles set forth in § 9 of the Company's Articles of Association.

12. Exercising voting rights by Proxy.

A Shareholder may participate in the Shareholder Meeting and exercise voting rights in person, through a proxy or through a person authorized to submit representations of will on its behalf.

The proxy should be granted in writing or electronically and be duly documented.

Representatives of legal entities should produce up-to-date excerpts from relevant court registers identifying the persons authorized to represent those entities. Persons who are not listed in such excerpts should produce the relevant proxy signed by persons authorized to represent a given entity.

Such a proxy granted electronically is not required to be signed with a secure electronic signature verifiable with a valid qualified certificate. As of the date of posting this announcement on the website, the Company will provide a proxy voting instruction form, which may be used by Shareholders while taking into account the reservations included in the wording of the voting instruction form.

The Company should be notified about granting a proxy electronically using means of electronic communication. Information on granting a proxy in electronic form should contain the following:

- a) precise identification of the Proxy and the principal (specifying the full name, address, phone no. and e-mail address of both persons);
- b) specification of the number of shares from which voting rights will be exercised during the Shareholder Meeting;
- c) scan of the proxy document;
- d) confirmation of the identity of the Shareholder and the Proxy;
- e) if a proxy is granted by a legal entity or an organizational entity without legal personality but with legal capacity, the Shareholder will send a scan of an excerpt from the relevant register or a scan of a different document confirming the authorization of the persons acting on behalf of such entity;
- f) if a proxy is granted to a legal entity or an organizational entity without legal personality but with legal capacity, the Shareholder will additionally send a scan of an excerpt from the register in which the Proxy is registered or a different document confirming the existence of such entity.

Information on granting a proxy electronically should be delivered to the Company at the following e-mail address: valnezgromadzenie@jsw.pl at the latest on the day prior to the day of the Shareholder Meeting by 12:00 p.m.

If a Management Board Member, a Supervisory Board Member or a Company Employee is a proxy at the Shareholder Meeting of JSW S.A. then the proxy may authorize him/her to represent the principal only at a single Shareholder Meeting. The proxy is obligated to disclose to the Shareholder any circumstances indicating the existence or possibility of a conflict of interest. It is not permitted for the proxy to grant proxies to others. The Proxy will vote in accordance with the instructions given by the Shareholder.

A proxy granted electronically in breach of the foregoing principles will not be binding for the Company.

13. Documentation presented to the Shareholder Meeting, draft resolutions.

Starting on the date of convening the Shareholder Meeting, all documentation presented to the Shareholder Meeting, information on the total number of shares in the Company and the number of votes attached to such shares and draft resolutions are available on the Company's website at:

<https://www.jsw.pl/relacje-inwestorskie/lad-korporacyjny/walne-zgromadzenie/walne-zgromadzenie-2023/> and at the premises of the Management Board Office in Jastrzębie-Zdrój, Al. Jana Pawła II 4, fourth floor, room 404/405, between 6:00 a.m. and 2:00 p.m.

Within one week of the date of the Shareholder Meeting, Shareholders may request an official copy of the motions in matters included in the agenda of the Shareholder Meeting.

14. List of shareholders authorized to participate in the Shareholder Meeting.

The list of shareholders authorized to participate in the Shareholder Meeting prepared taking into account Article 406³ §4 of the Commercial Company Code and Article 407 of the Commercial Company Code will be made available for viewing in the premises of the Management Board Office in Jastrzębie-Zdrój, Al. Jana Pawła II 4, fourth floor, room 404/405, between 6:00 a.m. and 2:00 p.m., on 13, 14 and 15 June 2023.

Shareholders may request that the list of Shareholders be sent to them free of charge by e-mail, by specifying the address to which the list should be sent. JSW S.A. reserves the right to confirm the Shareholder's/proxy's identity for the purpose of sending the Shareholder list in

question. It is recommended to verify whether authorized persons have been included in the list of Shareholders authorized to participate in the Shareholder Meeting.

15. Participation of media representatives in the Shareholder Meeting.

Representatives of the media interested in receiving accreditation to participate passively in the Shareholder Meeting of Jastrzębska Spółka Węglowa S.A. should send their notification of participation no later than by 15 June 2023, 12:00 p.m. to the following e-mail address: tsiemieniec@jsw.pl; jokarwot@jsw.pl,

The subject of the e-mail with the request should contain the word "MEDIA" and it should contain key information about the entity/person interested in obtaining accreditation as well as the relevant return phone number and e-mail address.

16. Other material information.

The Management Board of Jastrzębska Spółka Węglowa S.A. advises that it is planned that the Shareholder Meeting will be broadcast online on the Internet and recorded in electronic audio/video form, with recording posted on the Company's website.

Voting during the Shareholder Meeting will be carried out using electronic devices. A demonstration on how to use the voting devices will be made right before the beginning of the first ballot.

Registration of participants and issuance of voting devices will begin one hour before opening the Shareholder Meeting in front of the conference room. Authorized persons are asked to arrive with sufficient lead time.

In order to streamline the registration of persons holding significant blocks of proxies, the Company will enable proxies to have their documents verified earlier and requests that they prepare a list of proxies held in Microsoft Excel format and send it to the Company by e-mail. Detailed information: e-mail walnezgromadzenie@jsw.pl, telephone: 32 756 43 03.

The Company recommends that eligible shareholders holding electronic bearer shares bring a registered certificate confirming their right to participate in the Shareholder Meeting.

Provisions of the Commercial Company Code and the Company's Articles of Association will apply to matters not regulated by this announcement.

Any correspondence sent to the Company on Shareholder Meetings should bear the following description: "Shareholder Meeting".

17. Information obligation with respect to personal data processing.

In accordance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (the General Data Protection Regulation), hereinafter referred to as GDPR:

- 1) The controller of the personal data of the Shareholders/proxies is Jastrzębska Spółka Węglowa S.A. with its registered office in Jastrzębie-Zdrój (44-330) at Al. Jana Pawła II 4, entered in the register of commercial undertakings kept by the District Court in Gliwice, 10th Commercial Division of the National Court Register, under file no. KRS 0000072093, hereinafter referred to as the Company.

- 2) A Data Protection Officer has been appointed, available to Shareholders/proxies at the telephone number 32 756 (Monday to Friday, 6:00 a.m. to 2:00 p.m.) or at the e-mail address iod@jsw.pl or at the mailing address of the Company's head office.
- 3) The personal data of Shareholders/proxies will be processed for the purposes necessary to fulfill the legal obligations incumbent on the Company and arising from the provisions of the Act of 15 September 2000 entitled Commercial Company Code (Journal of Laws 2000 No. 94, item 1037, as amended), pursuant to Article 6(1)(c) GDPR, in particular for preparing a list of Shareholders authorized to participate in the Shareholder Meeting, preparing the attendance record of the Shareholder Meeting and for the purposes of the legitimate interests pursued by the Company under Article 6(1)(f) GDPR, associated with the Company's current business processes.
- 4) The recipients of the personal data of the Shareholders/proxies may be other Shareholders/proxies to the extent necessary to provide the list of shareholders in accordance with the provisions of the Act of 15 September 2000 entitled Commercial Company Code (Journal of Laws 2000 No. 94, item 1037, as amended), entities authorized to access such data in compliance with the applicable provisions of law or entities cooperating with the Company, if and to the extent necessary, to support the Company's current business processes.
- 5) Personal data may be transferred outside the European Economic Area, hereinafter referred to as EEA. This may be the case if a Shareholder residing (having his/her address for service) or registered outside the EEA requests the Company to send him/her/it a list of shareholders entitled to participate in the Shareholder Meeting. Personal data may be transferred outside the EEA only in compliance with the applicable provisions of GDPR.
- 6) In the case of data processing required for compliance with the Company's obligations, the personal data of the Shareholders/proxies will be retained for the period specified in the provisions of law. In the case of data processing required for the purposes of the legitimate interests pursued by the Company, the personal data of the Shareholders/proxies will be retained for the period required to pursue such purposes.
- 7) Shareholders/proxies have the right to access, rectify, delete or limit the processing of their personal data and - as regards data processing for the purposes of the legitimate interests pursued by the Company - object to such processing.
- 8) Shareholders/proxies are entitled to file a complaint with the regulatory authority, which in this case is the President of the Personal Data Protection Authority, in any of the circumstances referred to in Article 77(1) GDPR.
- 9) The provision of personal data by Shareholders/proxies is voluntary but necessary to accomplish the objectives set forth in item 3 above.
- 10) The controller shall not make any decisions in an automated manner, including by way of profiling in this respect.