



**Coal Energy S.A.**

*(incorporated as a public limited company (société anonyme), under the laws of Grand Duchy of Luxembourg, having its registered office at 46A, avenue J. F. Kennedy, L-1855 Luxembourg, Grand Duchy of Luxembourg, and registered with Registre de Commerce et des Sociétés in Luxembourg under number B 154.144)*

**SUPPLEMENT No. 1  
dated 14 July 2011**

**TO THE PROSPECTUS  
dated 4 July 2011**

**relating to the offering of up to 11,252,780 Shares with a nominal value of US\$ 0.01 each,  
in the share capital of Coal Energy S.A., and admission of the Offer Shares  
to trading on the main market of the Warsaw Stock Exchange (the “Prospectus”)**

**regarding execution of the Placement Agreement**

This Supplement constitutes a supplement to the prospectus in the meaning of article 13 of the Prospectus Act 2005 (as defined in the Prospectus).

Terms defined in the Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Prospectus dated 4 July 2011.

Coal Energy S.A. accepts responsibility for the information contained in this Supplement. To the best of the knowledge of Coal Energy S.A. (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Supplement will be published in the same way as the Prospectus, i.e. on the website of the Issuer [www.coalenergy.com.ua](http://www.coalenergy.com.ua), on the website of the Co-Lead Manager [www.dmbzwbk.pl](http://www.dmbzwbk.pl) and on the website of the Luxembourg Stock Exchange [www.bourse.lu](http://www.bourse.lu).

To the extent that there is any inconsistency between any statement in this Supplement and any other statement in the Prospectus, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the approval of the Prospectus.

The page numbers indicated in the Supplement relates to the numbering of the Prospectus approved by the *Commission de Surveillance du Secteur Financier*.

**Investors who have already agreed to subscribe for the Offer Shares before this Supplement is published shall have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances, in accordance with article 13.2 of the Prospectus Act 2005.**

On 12 July 2011 the Issuer executed the Placement Agreement in respect of the Offering with the Principal Shareholder, Beneficial Owners, the Lead Manager, the Co-Lead Manager and the Advisor as a result the following changes are made to the prospectus:

**1. Page 113, Section “Material Contracts – Other material agreements – Placement Agreement”:**

Deleted wording:

“Company intends to enter into an agreement with, among others, the Principal Shareholder, under which the Company agreed to take all actions in connection with the Offering which it is supposed to take, in particular, to issue the Offer Shares at the Offer Price, which will be offered and allocated in accordance with the provisions of section Offering and Plan of Distribution of the Prospectus and the Placement Agreement.”

Current wording:

“On 12 July 2011 Company entered into an agreement with, among others, the Principal Shareholder, under which the Company agreed to take all actions in connection with the Offering which it is supposed to take, in particular, to issue the Offer Shares at the Offer Price, which will be offered and allocated in accordance with the provisions of section Offering and Plan of Distribution of the Prospectus and the Placement Agreement.”

**2. Page 115, Section “Related Party Transactions – Reorganisation – Initial Public Offering”:**

Deleted wording:

“The Company intends to enter into Placement Agreement in relation to the Initial Public Offering. See “*Material Contracts-Placement Agreement*””

Current wording:

“On 12 July 2011 the Company entered into Placement Agreement in relation to the Initial Public Offering. See “*Material Contracts-Placement Agreement*””

**3. Page 133, Section “The Offering and Plan of Distribution – Results and Closing of the Offering”, the second sentence of the second paragraph:**

Deleted wording:

“The Placement Agreement will include conditions to the closing of the Offering (see "Placing").”

Current wording:

“The Placement Agreement includes conditions to the closing of the Offering (see "Placing").”

**4. Page 135, Section “Placing”, the first paragraph:**

Deleted wording:

“The Issuer intends to enter, prior to the Pricing and Allotment Date, into a placement agreement (the "Placement Agreement") in respect of the Offering with the Lead Manager and the Co-Lead Manager, in which the Lead Manager and the Co-Lead Manager will commit, on a best efforts basis, to procure subscribers for the Offer Price.”

Current wording:

“On 12 July 2011 the Issuer entered into a placement agreement (the "Placement Agreement") in respect of the Offering with the Lead Manager and the Co-Lead Manager, in which the Lead Manager and the Co-Lead Manager committed, on a best efforts basis, to procure subscribers for the Offer Price.”

**5. Page A-4, ANNEX I Defined Terms:**

Deleted wording:

**Placement Agreement**

The agreement in respect of the Offering to be entered into on or about the Pricing and Allotment Date by the Issuer, the Lead Manager and the Co-Lead Manager

Current wording:

**Placement Agreement**

Agreement dated 12 July 2011 between the Issuer, the Principal Shareholder, Beneficial Owners, the Lead Manager, the Co-Lead Manager and the Advisor