

Grounds for the resolutions of Annual General Meeting held for June 28th 2013

Re. 10 of the agenda

Distribution of the 2012 profit.

The Management Board of Grupa LOTOS S.A. proposes to distribute the Company's 2012 net profit of PLN 836,431,320.89, by allocating it as follows:

- PLN 834,931,320.89 – for transfer to the Company's statutory reserve funds,
- PLN 1,500,000.00 – for transfer to the Special Account to finance corporate social responsibility (CSR) projects.

The Management Board of Grupa LOTOS S.A. has proposed such profit distribution to ensure an optimum financing structure for the LOTOS Group, enabling repayment of the loans, incurred in particular in connection with the implementation of the 10+ Programme.

Furthermore, as Grupa LOTOS S.A. operates a Special Account which is the only source of financing of corporate social responsibility projects by the Company (by way of donations) and is created from contributions from the Company's net profit, the Management Board proposes to make another contribution to this account.

The amount of the contribution is each time determined by the General Meeting (following a proposal from the Management Board) in the profit distribution resolution.

Based on the decisions made by the General Meeting, the following amounts have so far been contributed to the Special Account:

- PLN 2.5m in 2008, as part of the distribution of net profit for 2007,
- PLN 1m in 2010, as part of the distribution of net profit for 2009,
- PLN 1.5m in 2011, as part of the distribution of net profit for 2010,
- PLN 1.5m in 2012, as part of the distribution of net profit for 2011.

In the period from June 30th 2008 to April 15th 2013, PLN 5,611,964.50 was expensed from the Special Account. Donation agreements for an aggregate amount of PLN 787,845.00 are at the performance or approval stage. Net of the above amount, the Special Account balance available for use is PLN 100,190.50.

Re. 13 of the agenda

Award of the annual bonus for 2012 to the President of the Management Board.

Pursuant to Art. 10.2 of the Act on Remunerating Persons Who Manage Certain Legal Entities, dated March 3rd 2000 (Dz. U. of 2000, No. 26, item 306, as amended), in connection with Par. 4.3 of the Regulation of the Minister of State Treasury of March 12th 2001 concerning Detailed Rules and Procedure for Granting Annual Bonuses to Management Staff of Certain Legal Entities (Dz. U. of 2001, No. 22, item 259, as amended), as well as Par. 13.2.13 of the Company's Articles of Association, the decision to grant an annual bonus to the President of the Management Board is made by the General Meeting following a proposal from the Supervisory Board.

On May 23rd 2013, the Supervisory Board adopted a resolution to put forward a proposal to the General Meeting to award an annual bonus for 2012 to Mr Paweł Olechnowicz, President of the Management Board.

Re. 14 of the agenda

Approval of the sale of organised parts of Grupa LOTOS S.A.'s business, in the form of the fuel depot in Piotrków Trybunalski and the fuel depot in Rypin.

In connection with Art. 393.3 of the Commercial Companies Code, acting pursuant to Par. 9.7 of the Company's Articles of Association, the Management Board of Grupa LOTOS S.A. requests that the General Meeting approves the sale of the organised parts of the Grupa LOTOS S.A. business, i.e. its fuel depots in Piotrków Trybunalski and Rypin.

The Management Board of Grupa LOTOS S.A. has decided to establish two process-oriented business units within the LOTOS Group, one of which will focus on storage and shipping of petroleum products, while the other will be dedicated to the management of infrastructural assets at the Jasło and Czechowice-Dziedzice plants.

Implementation of the concept will involve, among other things, establishment of a logistics company based on LOTOS Czechowice S.A., whose name will ultimately be changed to LOTOS Terminale S.A., pursuant to Management Board's Resolution No. 41/VIII/2013. In line with the adopted assumptions, the company will ultimately acquire all assets related to the storage and distribution of fuel products, located on the premises of several companies of the LOTOS Group, including Grupa LOTOS S.A. (except assets located on the premises of the Gdańsk refinery).

Therefore, the organised parts of business, i.e. the fuel depot in Piotrków Trybunalski and the fuel depot in Rypin, will be spun off from Grupa LOTOS S.A. and will be sold to the logistics company referred to above.

The organised parts of business spun off from Grupa LOTOS S.A. will be established mainly with the assets and human resources of the fuel depot located at ul. Przemysłowa 41-45 in Piotrków Trybunalski, and of the fuel depot located at ul. Dworcowa 27, in Rypin.

Valuation of the organised parts of business was prepared by OM Finance Sp. z o.o. of Gdańsk, an advisory firm.