

RESOLUTION No. ...
OF THE EXTRAORDINARY GENERAL MEETING of Grupa LOTOS S.A.
of March 17th 2017

concerning: appointment of the Chairperson of the Extraordinary General Meeting

Acting pursuant to Art. 409.1 of the Commercial Companies Code and Section 5 of the Rules of Procedure for the General Meeting, the General Meeting hereby appoints the Chairperson of the General Meeting.

Section 1

Mr/Ms ... is hereby appointed as the Chairperson of the Extraordinary General Meeting.

Section 2

This Resolution has been passed by secret ballot.

**RESOLUTION No. ...
OF THE EXTRAORDINARY GENERAL MEETING of Grupa LOTOS S.A.
of March 17th 2017**

**concerning: rules for the selection and appointment of members of management and
supervisory bodies at companies of the LOTOS Group**

Acting pursuant to Art. 368.5 and Art. 368.1.1 of the Commercial Companies Code and Art. 18, Art. 20 and Art. 23 of the Act on State Property Management, dated December 16th 2016 (Dz.U. of 2016, item 2259, December 30th 2016, the "Act"), the Extraordinary General Meeting of Grupa LOTOS S.A. of Gdańsk ("Company"), in view of the proposal of the Grupa LOTOS S.A. Management Board set out in the Management Board's Resolution No. 16/IX/2017 dated February 13th 2017 and favourable opinion of the Supervisory Board of Grupa LOTOS S.A. expressed in the Supervisory Board's Resolution No. 167/IX/2017 dated February 15th 2017, the Extraordinary General Meeting resolves as follows:

Section 1

1. The General Meeting approves the adoption of the following rules for the selection and appointment of members of management and supervisory bodies at companies of the LOTOS Group.
 - a) Members of management bodies at companies of the LOTOS Group shall be appointed by a supervisory body after completion of a recruitment process, the purpose of which is to check and evaluate candidates' qualifications and to select the best candidate for member of a management body. As a rule, members of management bodies at companies of the LOTOS Group shall be removed by a supervisory body.
 - b) Detailed rules of the recruitment process to select members of the Grupa LOTOS S.A. Management Board shall each time be determined by a resolution of the Supervisory Board.
 - c) Rules governing the recruitment process to select members of management bodies of companies for which Grupa LOTOS S.A. is a parent company within the meaning of Art. 4.3 of the Act on Competition and Consumer Protection, dated February 16th 2007 ("subsidiaries") shall be determined by a resolution of the Grupa LOTOS S.A. Management Board.
 - d) Detailed rules of the recruitment process to select members of management bodies of Grupa LOTOS S.A.'s subsidiaries shall each time be determined by a resolution of the supervisory body of the subsidiary, compliant with the resolution of the Management Board of Grupa LOTOS S.A. referred to in c) above.
 - e) Members of management bodies of companies of the LOTOS Group must meet the requirements set out in Art. 22 of the Act on State Property Management of December 16th 2016 (Dz.U. of 2016, item 2259, December 30th 2016, the "Act"), subject to Art. 111 of the Act of December 16th 2016 – Provisions Implementing the Act on State Property Management (Dz.U. of 2016, item 2260, December 30th 2016).
 - f) Members of supervisory bodies of subsidiaries must meet the requirements set out in Art. 19.1.5. of the Act, subject to Art. 111 of the Act of December 16th 2016 – Provisions Implementing the Act on State Property Management (Dz.U. of 2016, item 2260, December 30th 2016).
2. Steps necessary to adopt amendments introducing the above rules to the articles and memoranda of association or deeds of incorporation of subsidiaries should be taken by June 30th 2017.

Section 2

This Resolution shall come into effect as of its date.