

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 28th 2018**

**concerning: appointment of the Chairperson of the Annual General Meeting**

Acting pursuant to Art. 409.1 of the Commercial Companies Code and pursuant to Art. 5 in conjunction with Art. 8.2 of the Rules of Procedure for the General Meeting of Grupa LOTOS S.A.:

Section 1.

The Annual General Meeting of Grupa LOTOS S.A. resolves to point Mr/Ms .....  
as Chairperson of the Annual General Meeting.

Section 2.

This Resolution has been passed by secret ballot.

**RESOLUTION No. ...  
OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.  
of June 28 2018**

**concerning: adoption of the agenda for the Annual General Meeting of Grupa LOTOS S.A.**

The Annual General Meeting of Grupa LOTOS S.A. hereby adopts the following agenda.

Section 1.

The Agenda of the Annual General Meeting of Grupa LOTOS S.A. convened for June ... 2018 is as follows:

1. Opening of the Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been properly convened and has the capacity to adopt resolutions.
4. Approval of the agenda.
5. Review of the financial statements of Grupa LOTOS S.A. for 2017.
6. Review of the consolidated financial statements of the LOTOS Group for 2017.
7. Review of the Directors' Report on the operations of Grupa LOTOS S.A. and the LOTOS Group in 2017.
8. Review of the Supervisory Board's reports for 2017.
9. Approval of the financial statements of Grupa LOTOS S.A. for 2017.
10. Approval of the consolidated financial statements of the LOTOS Group for 2017.
11. Approval of the Directors' Report on the operations of Grupa LOTOS S.A. and the LOTOS Group in 2017.
12. Allocation of the Company's net profit for 2017.
13. Granting discharge to members of the Company's Management Board in respect of performance of their duties in the period from January 1st to December 31st 2017.
14. Granting discharge to members of the Company's Supervisory Board in respect of performance of their duties in the period from January 1st to December 31st 2017.
15. Consent to the planned subscription and payment for shares in the increased share capital of LOTOS Upstream sp. z o.o.
16. Closing of the Meeting.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ...  
OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.  
of June 28 2018**

**concerning: approval of the financial statements of Grupa LOTOS S.A. for 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code and Art. 9.1 of the Company's Articles of Association, having considered the Management Board Resolution No. 33/IX/2018 of March 6th 2018 and the Supervisory Board Resolution No. 69/X/2018 of May 29th 2018, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1.

The General Meeting approves the financial statements of Grupa LOTOS S.A. for 2017, comprising:

- 1) the statement of comprehensive income for 2017, showing a net profit of PLN 1,419.5m and total comprehensive income of PLN 2,007.6m,
- 2) the statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of PLN 15,779.3m,
- 3) the statement of cash flows for 2017, showing a net increase in cash of PLN 291.1m,
- 4) the statement of changes in equity for 2017, showing an increase in equity of PLN 1,822.7m,
- 5) notes to the financial statements.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 28th 2018**

**concerning: approval of the consolidated financial statements of the LOTOS Group for 2017**

Acting pursuant to Art. 395.5 of the Commercial Companies Code and Art. 9.1 of the Company's Articles of Association, and having considered the Management Board Resolution No. 34/IX/2018 of March 6th 2018 and the Supervisory Board Resolution No. 70/X/2018 of May 29th 2018, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1.

The General Meeting approves the consolidated financial statements of the LOTOS Group for 2017, comprising:

- 1) the consolidated statement of comprehensive income for 2017, showing a net profit of PLN 1,671.8m and total comprehensive income of PLN 2,286.5m,
- 2) the consolidated statement of financial position as at December 31st 2017, showing total assets and total equity and liabilities of PLN 21,171.2m,
- 3) the consolidated statement of cash flows for 2017, showing a net increase in cash of PLN 1,189.8m,
- 4) the consolidated statement of changes in equity for 2017, showing an increase in equity of PLN 2,101.6m,
- 5) notes to the financial statements.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 29th 2018**

**concerning: approval of the Directors' Report on the operations of Grupa LOTOS S.A. and the LOTOS Group in 2017**

Acting pursuant to Art. 393.1, Art. 395.2 and Art. 395.5 of the Commercial Companies Code and Art. 9.1 of the Company's Articles of Association, having considered the Management Board Resolution No. 36/IX/2018 of March 6th 2018 and the Supervisory Board Resolution No. 71/X/2018 of May 29th 2018, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1.

The General Meeting approves the Directors' Report on the operations of Grupa LOTOS S.A. and the LOTOS Group in 2017.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ...  
OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.  
of June 28th 2018**

**concerning: allocation of net profit of Grupa LOTOS S.A. for 2017**

Acting pursuant to Art. 395.2.2 and Art. 348.4 of the Commercial Companies Code and pursuant to Art. 9.3 of the Company's Articles of Association, having considered the Management Board Resolution No. 14/X/2018 of May 29th 2018 and the Supervisory Board Resolution No. 72/X/2018 of May 29th 2018, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

**Section 1.**

The General Meeting of Grupa LOTOS S.A. resolves to allocate the net profit of Grupa LOTOS S.A. for 2017, amounting to **PLN 1,419,501,109.93** (one billion, four hundred and nineteen million, five hundred and one thousand, one hundred and nine zlotys, 93/100) in the following manner:

- 1) **PLN 184,873,362.00** (one hundred and eighty-four million, eight hundred and seventy-three thousand, three hundred and sixty-two zlotys, 00/100) shall be paid as dividend (**PLN 1 per share**),
- 2) **PLN 347,051,700.66** (three hundred and forty-seven million, fifty-one thousand, seven hundred zlotys, 66/100) shall be used to cover the net loss for 2014 and 2015,
- 3) **PLN 887,576,047.27** (eight hundred and eighty-seven million, five hundred and seventy-six thousand, forty-seven zlotys, 27/100) shall be transferred to the statutory reserve funds.

**Section 2.**

The General Meeting of Grupa LOTOS S.A. resolves that September 12th 2018 be the dividend record date and September 29th 2018 be the dividend payment date.

**Section 3.**

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 28th 2018**

**concerning: granting discharge to Mateusz Aleksander Bonca, Vice President of the Management Board, in respect of performance of his duties in the period from January 1st to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Art. 9.2 of the Company's Articles of Association, and having considered the Supervisory Board Resolution No. 80/X/2018 of May 29th 2018, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to Mateusz Aleksander Bonca, Vice President of the Management Board, in respect of performance of his duties in the period from January 1st to December 31st 2017.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 28th 2018**

**concerning: granting discharge to Jarosław Kawula, Vice President of the Management Board, in respect of performance of his duties in the period from January 12th to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Art. 9.2 of the Company's Articles of Association, and having considered the Supervisory Board Resolution No. 81/X/2018 of May 29th 2018, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Jarosław Kawula**, Vice President of the Management Board, in respect of performance of his duties in the period from January 12th to December 31st 2017.

Section 2.

This Resolution shall become effective as of its date.



**RESOLUTION No. ...  
OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.  
of June 28th 2018**

**concerning: granting discharge to Marcin Jastrzębski, Vice President and President of the Management Board, in respect of performance of his duties in the period from January 1st to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Art. 9.2 of the Company's Articles of Association, and having considered the Supervisory Board Resolution No. 82/X/2018 of May 29th 2018, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Marcin Jastrzębski**, Vice President of the Management Board in the period January 1st – January 12th 2017 and President of the Management Board in the period January 12th – December 31st 2017, in respect of performance of his duties in the period from January 1st to December 31st 2017.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 28th 2018**

**concerning: granting discharge to Mariusz Machajewski, Vice President of the Management Board, in respect of performance of his duties in the period from January 1st to September 5th 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Art. 9.2 of the Company's Articles of Association, and having considered the Supervisory Board Resolution No. 83/X/2018 of May 29th 2018, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Mariusz Machajewski**, Vice President of the Management Board, in respect of performance of his duties in the period from January 1st to September 5th 2017.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 28th 2018**

**concerning: granting discharge to Beata Kozłowska-Chyła, Member of the  
Supervisory Board of Grupa LOTOS S.A., in respect of performance  
of her duties in the period from January 1st to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Art. 9.2 of the Company's Articles of Association, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Beata Kozłowska-Chyła**, Member and Acting Chairperson of the Supervisory Board, in respect of performance of her duties in the period from January 1st to December 31st 2017.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 28th 2018**

**concerning: granting discharge to Piotr Ciach, Member of the Supervisory Board  
of Grupa LOTOS S.A., in respect of performance of his duties in the  
period from January 1st to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code,  
and pursuant to Art. 9.2 of the Company's Articles of Association, the General Meeting  
of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Piotr Ciach**, Member  
of the Supervisory Board, in respect of performance of his duties in the period from  
January 1st to December 31st 2017.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 28th 2018**

**concerning: granting discharge to Katarzyna Lewandowska, Member of the Supervisory Board of Grupa LOTOS S.A., in respect of performance of her duties in the period from January 1st to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Art. 9.2 of the Company's Articles of Association, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Katarzyna Lewandowska**, Member of the Supervisory Board, in respect of performance of her duties in the period from January 1st to December 31st 2017.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 29th 2018**

**concerning: granting discharge to Dariusz Figura, Member of the Supervisory Board of Grupa LOTOS S.A., in respect of performance of his duties in the period from January 1st to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Art. 9.2 of the Company's Articles of Association, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Dariusz Figura**, Member of the Supervisory Board of Grupa LOTOS S.A., in respect of performance of his duties in the period from January 1st to December 31st 2017.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 28th 2018**

**concerning: granting discharge to Mariusz Golecki, Member of the Supervisory Board of Grupa LOTOS S.A., in respect of performance of his duties in the period from January 1st to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Art. 9.2 of the Company's Articles of Association, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Mariusz Golecki**, Member of the Supervisory Board of Grupa LOTOS S.A., in respect of performance of his duties in the period from January 1st to December 31st 2017

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 29th 2018**

**concerning: granting discharge to Adam Lewandowski, Member of the  
Supervisory Board of Grupa LOTOS S.A., in respect of performance  
of his duties in the period from January 1st to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code,  
and pursuant to Art. 9.2 of the Company's Articles of Association, the General Meeting  
of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Adam Lewandowski**,  
Member of the Supervisory Board, in respect of performance of his duties in the period  
from January 1st to December 31st 2017.

Section 2.

This Resolution shall become effective as of its date.



**RESOLUTION No. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 29th 2018**

**concerning: granting discharge to Agnieszka Szklarczyk-Mierzwa, Member of the Supervisory Board of Grupa LOTOS S.A., in respect of performance of her duties in the period from January 1st to December 31st 2017**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Art. 9.2 of the Company's Articles of Association, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants discharge to **Agnieszka Szklarczyk-Mierzwa**, Member of the Supervisory Board, in respect of performance of her duties in the period from January 1st to December 31st 2017.

Section 2.

This Resolution shall become effective as of its date.

**RESOLUTION No. ...  
OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.  
of June 28th 2018**

**concerning: consent to planned subscription and payment for shares in the increased share capital of LOTOS Upstream sp. o.o.**

Acting pursuant to Art. 9.13 of the Company's Articles of Association, having considered the request of the Management Board of Grupa LOTOS S.A. set out in the Management Board Resolution No. 15/X/2018 of May 29th 2018 and the positive opinion of the Supervisory Board of Grupa LOTOS S.A. expressed in Resolution No. 85/X/2018 of May 29th 2018, the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1.

The General Meeting of Grupa LOTOS S.A. grants its consent to the planned subscription for up to 3,300,000 (three million three hundred thousand) shares in LOTOS Upstream Sp. z o.o. of Gdańsk, KRS No. 0000660548, with a par value of PLN 100 (one hundred złoty) per share, to be paid up in cash, by way of a single increase or a series of successive increases of the share capital of LOTOS Upstream Sp. z o.o. by a total amount of no more than PLN 330,000,000 (three hundred and thirty million).

Section 2.

This Resolution shall become effective as of its date.