

# THE CHANCELLERY OF THE PRIME MINISTER

STATE TREASURY DEPARTMENT

Warsaw, June 7th 2018

DSKP.WN2.282.33.1.2018.MK

Mr  
Mateusz Aleksander Bonca  
President of the Management Board  
of Grupa LOTOS S.A.

## **REQUEST**

***SUBMITTED BY A SHAREHOLDER REPRESENTING AT LEAST ONE-TWENTIETH OF  
THE SHARE CAPITAL  
TO PLACE SPECIFIC MATTERS ON THE AGENDA OF THE GENERAL MEETING  
OF GRUPA LOTOS SPÓŁKA AKCYJNA  
CONVENED FOR JUNE 28TH 2018***

Acting on behalf of the State Treasury – the Prime Minister of Poland, as a shareholder in Grupa Lotos S.A. (the “Company”) with a 53.19% equity interest in the Company’s share capital, I request, pursuant to Art. 401.1 of the Commercial Companies Code and Art. 8.6 of the Company’s Articles of Association, that the following items be placed on the agenda for the Annual General Meeting, convened for June 28th 2018:

1. “Adoption of a resolution on amendment of the Company’s Articles of Association.”
2. “Adoption of a resolution on authorising the Supervisory Board to prepare the consolidated text of the amended Articles of Association of the Company.”
3. “Adoption of resolutions on changes in the composition of the Company’s Supervisory Board.”

## **FOUNDATIONS**

The State Treasury, as a shareholder in Grupa LOTOS S.A., with respect to the above items 1 and 2, proposes to amend the existing wording of Art. 11.2, Art. 13.2.4, and Art. 18.1 of the Company’s Articles of Association, i.e. to clarify these provisions and bring them in compliance with the Act on State Property Management of December 16th 2016 (Dz.U. of 2016, item 2259, as amended) and the Accounting Act of September

29th 1994 (Dz.U. of 2018, item 395, as amended). The request specified in item 3 above, concerning changes to the composition of the Supervisory Board, follows from the fact that the General Meeting has the power to appoint and remove Supervisory Board members; its purpose is to strengthen the

supervision of the Company’s operations by the Supervisory Board.

### Appendices:

- draft resolution of the AGM
- power of attorney, Ref. No. DSKP.WOP.5112.7.2018.DL

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

**on amendment of the Articles of Association of Grupa LOTOS S.A.**

Acting pursuant to Art. 430.1 of the Commercial Companies Code and Art. 9.14 of the Company's Articles of Association, the Annual General Meeting of Grupa LOTOS S.A. of Gdańsk (the "Company") resolves as follows:

**Section 1**

The Annual General Meeting resolves to introduce the following amendments to the Articles of Association of Grupa LOTOS S.A.:

1. The existing Art. 11.2 shall be amended to read as follows:

"Members of the Supervisory Board shall be appointed and removed from office by the General Meeting. Notwithstanding the foregoing, as long as the State Treasury remains a shareholder in the Company, the entity authorised to exercise voting rights attached to the shares held by the State Treasury has the right to appoint one member of the Supervisory Board by submitting a written declaration."

2. The existing Art. 13.2.4 shall be amended to read as follows:

"selection of the audit firm to audit the Company's and the Group's financial statements, in compliance with the provisions of the Accounting Act;"

3. The existing Art. 18.1 shall be amended to read as follows:

"An auction shall be announced in the Public Information Bulletin on the website of the entity authorised to exercise voting rights attached to the shares held by the State Treasury, on the Company's website, in a public area of the Company's registered office where such announcement is clearly visible, and in other places customarily used for posting announcements."

**Section 2**

This Resolution shall come into force as of its date.

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

**on authorising the Supervisory Board to prepare the consolidated text of the amended Articles of Association**

Acting pursuant to Art. 430.5 of the Commercial Companies Code, the Annual General Meeting of Grupa LOTOS S.A. of Gdańsk (the "Company") resolves as follows:

**Section 1**

In connection with Resolution No. ... on amendment of the Company's Articles of Association, passed by the General Meeting of Grupa LOTOS S.A. on June 28th 2018, the General Meeting of Grupa LOTOS S.A. hereby authorises the Supervisory Board of Grupa LOTOS S.A. to prepare the consolidated text of the Company's Articles of Association incorporating the amendment introduced by the above-mentioned resolution.

**Section 2**

This Resolution shall come into force as of its date.

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

**on removal of member of the Supervisory Board of Grupa LOTOS S.A.**

Pursuant to Art. 385.1 of the Commercial Companies Code and Art. 9.4 of the Company's Articles of Association:

**Section 1**

..... is hereby removed from the Supervisory Board of Grupa LOTOS S.A.

**Section 2**

This Resolution shall come into force as of its date.

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

**concerning: appointment of a Member of the Supervisory Board of Grupa LOTOS S.A.**

Pursuant to Art. 385.1 of the Commercial Companies Code and Art. 9.4 of the Company's Articles of Association:

**Section 1**

..... is hereby appointed to the Supervisory Board of Grupa LOTOS S.A.

**Section 2**

This Resolution shall come into force as of its date.