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**THE CHANCELLERY OF THE PRIME MINISTER
STATE TREASURY DEPARTMENT**

Warsaw, June 24th 2019

DSKP.WN2.282.24.1.2019.MK(10)

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

**PROPOSAL
OF DRAFT RESOLUTIONS ON MATTERS INCLUDED IN THE AGENDA OF THE ANNUAL
GENERAL MEETING OF GRUPA LOTOS SPÓŁKA AKCYJNA CONVENED FOR JUNE 28TH 2019,
SUBMITTED BY A SHAREHOLDER REPRESENTING AT LEAST ONE-TWENTIETH OF THE
COMPANY'S SHARE CAPITAL**

Acting on behalf of the State Treasury – President of the Polish Council of Ministers as a shareholder of Grupa LOTOS S.A. (the "Company"), holding a 53.19% interest in the Company's share capital, I hereby submit, pursuant to Art. 401.4 of the Commercial Companies Code, draft resolutions on matters included in the agenda of the General Meeting as item 16. Approval of a share capital increase at LOTOS Upstream sp. z o.o.

RATIONALE

The State Treasury, as the Company's majority shareholder, submits draft resolutions with respect to item 16 of the Annual General Meeting's agenda: *on the General Meeting's consent to the proposed subscription and payment for shares in the increased share capital of LOTOS Upstream sp. z o.o.* Compared with the initial draft resolutions presented by the Company, in the proposed draft resolutions Section 2 has been added, whereby the Company's Management Board is obliged to submit reports to the Supervisory Board on the progress of activities related to the share capital increase at LOTOS Upstream sp. z o.o.

Director
of the State Treasury Department
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Appendix:
draft resolutions of the AGM