

**RESOLUTION No. ...
OF THE EXTRAORDINARY GENERAL MEETING OF GRUPA LOTOS S.A.
of October 14th 2021**

concerning: appointment of Chairperson of the Extraordinary General Meeting

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

Section 1

The Extraordinary General Meeting of Grupa LOTOS S.A. resolves to appoint Mr/Ms as 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 October 14th 2021**

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

The Extraordinary General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The following agenda of the Extraordinary General Meeting of Grupa LOTOS S.A. convened for October 14th 2021 is hereby adopted:

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. Adoption of the agenda.
5. Adoption of resolution to approve disposal of organised part of Grupa LOTOS S.A. business to LOTOS Asphalt sp. z o.o. by way of non-cash contribution and subscription in exchange for all new shares in increased share capital of LOTOS Asphalt Sp. z o.o.
6. Adoption of resolution to approve acquisition by Grupa LOTOS S.A. of 19,999 shares in LOTOS Biopaliwa sp. z o.o., representing 99.95% of share capital of LOTOS Biopaliwa Sp. z o.o.
7. Adoption of resolution to approve disposal by Grupa LOTOS S.A. of 100% of shares in LOTOS Biopaliwa sp. z o.o.
8. Adoption of resolution to approve disposal by Grupa LOTOS S.A. of 100% of shares in LOTOS Terminale S.A.
9. Adoption of resolution to approve disposal by Grupa LOTOS S.A. of 100% of shares in LOTOS Paliwa sp. z o.o. and companies which will acquire part of assets of LOTOS Paliwa sp. z o.o. as a result of demerger of LOTOS Paliwa sp. z o.o.
10. Adoption of resolution to approve disposal by Grupa LOTOS S.A. of 30% of shares in LOTOS Asphalt Sp. z o.o.
11. Adoption of resolution to approve disposal by Grupa LOTOS S.A. of 100% of shares in the company which will acquire part of LOTOS Asphalt Sp. z o.o.'s assets as a result of demerger of LOTOS Asphalt Sp. z o.o.
12. Closing of the Meeting.

Section 2

This Resolution shall become effective upon its adoption.

Resolution No. [●]
the General Meeting
of Grupa LOTOS S.A.
dated October 14th 2021

to give consent to disposal of organised part of Grupa LOTOS S.A. business to LOTOS Asphalt sp. z o.o. by way of non-cash contribution and subscription in exchange for all new shares in increased share capital of LOTOS Asphalt Sp. z o.o.

Whereas:

- On March 12th 2021 The Management Board of Grupa LOTOS S.A. (the "**Company**") gave a general approval for internal organisational measures aimed at optimising the Group's structure and preparing it for implementation of the model involving the remedies outlined in the European Commission's decision of July 14th 2020 granting conditional consent to the concentration of the Company with PKN ORLEN S.A.;
- An important part of these measures is the separation of an organised part of the Company's enterprise consisting of refining assets and transfer of the assets, through contribution in kind, to LOTOS Asphalt sp. o.o., a wholly-owned subsidiary of the Company;

Pursuant to Art. 393.3 and Art. 393.4 of the Commercial Companies Code as well as Art. 9.7, Art. 9.8 and Art. 9.13 of the Articles of Association of Grupa LOTOS S.A., having considered the request of the Management Board of Grupa LOTOS S.A. contained in the Management Board's Resolution No. 152/XI/2021 of September 16th 2021 and the positive opinion of the Supervisory Board of Grupa LOTOS S.A., the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. gives its consent to the transfer to LOTOS Asphalt sp. z o.o., by way of contribution in kind, of an organised part of Grupa LOTOS S.A.'s business, comprising a set of tangible and intangible assets, as well as liabilities, used by the Company to conduct refining activities in Gdańsk, including in particular property, plant and equipment, movable assets and current assets, including inventories, ownership and usufruct rights to real property, intellectual property rights and entitlements to use intellectual property rights, amounts receivable and other rights, as well as contractual obligations and commitments, project rights, claims, permits, licences and other administrative decisions, and source documents ("organised part of enterprise", "**OPE**"), in exchange for all new shares in the increased share capital of LOTOS Asphalt Sp. z o.o., with the proviso that upon acquisition of the OPE by LOTOS Asphalt sp. z o.o., LOTOS Asphalt sp. z o.o. will acquire an appropriate part of Grupa LOTOS S.A.'s plant conducting refining operations, and the contribution of the OPE to LOTOS Asphalt Sp. z o.o. will also involve transfer of the following ownership and usufruct rights to real property:

- 1) usufruct right to land property located in Gdańsk, comprising (a) plots of land Nos. 75/11, 75/45, 75/46, 75/16, 75/17, 75/22, 75/23, 75/26, 75/49, 75/50 and (b) plots of land Nos. 75/77, 75/82, 75/87, which emerged as a result of the division of plots of land Nos. 75/52 and 75/66, as shown in Exhibit A, forming part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00046060/5, inclusive of ownership rights to all buildings, structures and equipment erected on thereon;
- 2) ownership right to real property situated in Gdańsk, consisting of plot No. 145/2, which emerged as a result of the division of plot No. 145/1, as shown in Exhibit A, forming part of real property

for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00038936/8;

- 3) ownership right to real property situated in Gdańsk, consisting of plot Nos. 146/13 and 152/1, which emerged as a result of the division of plots Nos. 146/5 and 152, as shown in Exhibit A, forming part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00039616/6;
- 4) usufruct right to land property situated in Gdańsk, consisting of (a) plot No. 75/58 and (b) plot No. 75/75, which emerged as a result of the division of plot No. 75/57, as shown in Exhibit A, forming part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00269555/1, inclusive of ownership rights to all buildings, structures and equipment erected on thereon;
- 5) usufruct right to land property situated in Gdańsk, consisting of (a) plot No. 75/62 and (b) plots Nos. 75/70 and 75/72 which emerged as a result of the division of plots Nos. 75/60 and 75/61, as shown in Exhibit A, forming part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00269556/8, inclusive of ownership rights to all buildings, structures and equipment erected on thereon;
- 6) ownership right to real property located in Przejazdów (Pruszcz Gdański municipality), consisting of plot No. 4/1, for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00078350/8;
- 7) usufruct right to land property situated in Gdańsk, consisting of (a) plot No. 129/3 and (b) plots Nos. 31/10 and 130/3 which emerged as a result of the division of plots Nos. 31/6 and 130/2, as shown in Exhibit A, forming part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00040256/4, inclusive of ownership rights to all buildings, structures and equipment erected on thereon;
- 8) ownership right to real property located in Przejazdów (Pruszcz Gdański municipality), consisting of plot No. 7/1 which is part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00014109/8;
- 9) ownership right to real property located in Przejazdów (Pruszcz Gdański municipality), consisting of plots Nos. 5/15 and 5/24 which are part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00076537/9;
- 10) usufruct right to land property situated in Gdańsk, consisting of plots Nos. 198/2, 198/3 and 198/4, constituting real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00046154/1, inclusive of ownership rights to all buildings, structures and equipment erected on thereon;
- 11) usufruct right to land property situated in Gdańsk, consisting of (a) plots Nos. 76/7, 239/2, 317, 222, 224, 220/3, 318/1, 318/4 and (b) plot No. 220/9, which emerged as a result of the division of plot No. 220/4, as shown in Exhibit B, forming part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00066346/0, inclusive of ownership rights to all buildings, structures and equipment erected on thereon;
- 12) usufruct right to land property situated in Gdańsk, consisting of (a) plots Nos. 80/1 (precinct 116), 81/1, 216/1, 223/1, 222/1, 1/1, 2/1, 274/1, 275, 79/1, 80/1 (obręb 115), 151, 152/2, 200/2, 201/2, 273/1, 286/1, 224/1, 77/3, 154/3, 150/1, 153/1, 217/1, 220/1, 90, 149/1, 82/1 and (b) plot No. 155/8, which emerged as a result of the division of plot No. 155/3, as shown in Exhibit C, forming part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00053461/8, inclusive of ownership rights to all buildings, structures and equipment erected on thereon;
- 13) usufruct right to land property situated in Przejazdów (Pruszcz Gdański municipality), consisting of plots Nos. 5/3, 103/4, 103/5, and 103/6, forming part of real property for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00066139/6, inclusive of ownership rights to all buildings, structures and equipment erected on thereon;

- 14) ownership right to real property located in Przejazdów (Pruszcz Gdański municipality), consisting of plot No. 89/1, for which the District Court for Gdańsk-Północ in Gdańsk maintains Land and Mortgage Register No. GD1G/00099804/9.

Section 2

The General Meeting of Grupa LOTOS S.A. acknowledges that pursuant to Section 1.4 of the Management Board's Resolution No. 151/XI/2021 of September 16th 2021, the Management Board decided that the disposal of the OPE referred to in item section 1 above of this Resolution will be effected by Grupa LOTOS S.A. only if the amount of excise duty, within the meaning of the Act on Excise Duty of December 6th 2008, payable by Grupa LOTOS S.A. as a negative tax effect of the disposal, does not exceed PLN 41,500,000.00 (forty-one million, five hundred thousand złoty), i.e. the amount of non-refundable excise duty which is considered as the outer limit of reasonableness of consolidation of the refining assets at LOTOS Asfalt Sp. z o.o.

Section 3

The General Meeting of Grupa LOTOS S.A. acknowledges that as at June 30th 2021 the book value of the OPE was PLN 4 596 800 000.00 (four billion five hundred and ninety-six million eight hundred thousand złoty).

Section 4

This Resolution shall come into force upon its adoption, but shall not be enforceable during the period in which the minister competent for state-owned assets has the right to object to the resolution pursuant to Art. 2 of the Act on special rights of the Minister competent for state-owned assets of March 18th 2010 and their exercise at certain companies or group of companies operating in the power, oil and gas fuels sectors (Dz. U. of 2020, item 2173).

Exhibits:

- 1) Exhibit A (plot division plan approved by final decision of the Mayor of Gdańsk of August 24th 2021, Ref. No. WG-I.6831.197.2021. AL);
- 2) Exhibit B (plot division plan approved by final decision of the Mayor of Gdańsk of August 16th 2021, Ref. No. WG-I.6831.190.2021. AL);
- 3) Exhibit C (plot division plan approved by final decision of the Mayor of Gdańsk of August 16th 2021, Ref. No. WG-I.6831.190.2021. AL).

Number of votes cast:

... votes in favour of the resolution (... % of the Company's share capital),

... votes against the resolution,

... abstaining votes

Total number of valid votes cast: ...

Total number of validly voted shares: ...

Resolution No. [●]
the General Meeting
of Grupa LOTOS S.A.
dated October 14th 2021
to give consent to acquisition by Grupa LOTOS S.A. of shares
in LOTOS Biopaliwa Sp. z o.o.

Whereas:

- On February 27th 2018, the State Treasury and PKN Orlen S.A. (“**PKN Orlen**”) signed a letter of intent on acquisition by PKN Orlen of a controlling equity interest in Grupa LOTOS S.A. (the “**Company**”), understood as acquisition by PKN Orlen, directly or indirectly, of an at least 53% interest in the share capital of the Company;
- On August 26th 2019, the State Treasury, the Company and PKN Orlen entered into an agreement whereby the parties made a preliminary conditional decision to consolidate the crude oil sector in Poland;
- On July 14th 2020, the European Commission issued a decision (the “**Decision**”) approving the concentration between PKN Orlen and the Company through the acquisition of control over the Company by PKN Orlen (the “**Concentration**”);
- In connection with the signing of the letter of intent referred to above and the issuance of the Decision by the European Commission, on August 18th 2020 the State Treasury, the Company and PKN Orlen concluded an agreement concerning future execution of the purchase of the Company shares by PKN Orlen from the State Treasury, representing at least 53% of the share capital and voting rights in the Company, which would result in PKN Orlen taking control of the Company either directly or indirectly;
- On May 12th 2021, the Company, PKN Orlen, PGNiG S.A. (“**PGNiG**”) and the State Treasury entered into a cooperation agreement concerning the recommended scenario for consolidation of PKN Orlen, PGNiG and the Company through acquisition of control by PKN Orlen of the Company and PGNiG through merger by acquisition in one or two separate merger processes;
- The European Commission has made the final approval of the Concentration conditional, inter alia, on the sale to an unrelated third party of 100% of shares in LOTOS Biopaliwa sp. z o.o. (“**LOTOS Biopaliwa**”) and 100% of shares in LOTOS Terminale S.A. (“**LOTOS Terminale**”);
- In order to comply with the obligations towards the European Commission and facilitate the transaction, it is reasonable that the Company purchases from LOTOS Terminale all shares in LOTOS Biopaliwa held by LOTOS Terminale and then sells 100% of the shares in LOTOS Terminale and 100% of the shares in LOTOS Biopaliwa to unrelated third parties;

Pursuant to Art. 9.13 of the Articles of Association of Grupa LOTOS S.A., having considered the request of the Management Board of Grupa LOTOS S.A. contained in the Management Board's Resolution No. 152/XI/2021 of September 16th 2021 and the positive opinion of the Supervisory Board of Grupa LOTOS S.A., the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. gives its consent to the acquisition by Grupa LOTOS S.A. from LOTOS Terminale S.A. of 19,999 shares in LOTOS Biopaliwa sp. z o.o., representing 99.95% of shares in the share capital of LOTOS Biopaliwa sp. z o.o.

Section 2

This Resolution shall become effective upon its adoption.

Number of votes cast:

... votes in favour of the resolution (... % of the Company's share capital),

... votes against the resolution,

... abstaining votes

Total number of valid votes cast: ...

Total number of validly voted shares: ...

Resolution No. [●]
the General Meeting
Grupa LOTOS S.A.
dated October 14th 2021
to give consent to disposal by Grupa LOTOS S.A. of shares
in LOTOS Biopaliwa Sp. z o.o.

Whereas:

- On February 27th 2018, the State Treasury and PKN Orlen S.A. (“**PKN Orlen**”) signed a letter of intent on acquisition by PKN Orlen of a controlling equity interest in Grupa LOTOS S.A. (the “**Company**”), understood as acquisition by PKN Orlen, directly or indirectly, of an at least 53% interest in the share capital of the Company;
- On August 26th 2019, the State Treasury, the Company and PKN Orlen entered into an agreement whereby the parties made a preliminary conditional decision to consolidate the crude oil sector in Poland;
- On July 14th 2020, the European Commission issued a decision (the “**Decision**”) approving the concentration between PKN Orlen and the Company through the acquisition of control over the Company by PKN Orlen (the “**Concentration**”);
- In connection with the signing of the letter of intent referred to above and the issuance of the Decision by the European Commission, on August 18th 2020 the State Treasury, the Company and PKN Orlen concluded an agreement concerning future execution of the purchase of the Company shares by PKN Orlen from the State Treasury, representing at least 53% of the share capital and voting rights in the Company, which would result in PKN Orlen taking control of the Company either directly or indirectly;
- On May 12th 2021, the Company, PKN Orlen, PGNiG S.A. (“**PGNiG**”) and the State Treasury entered into a cooperation agreement concerning the recommended scenario for consolidation of PKN Orlen, PGNiG and the Company through acquisition of control by PKN Orlen of the Company and PGNiG through merger by acquisition in one or two separate merger processes;
- The European Commission has made the final approval of the Concentration conditional, inter alia, on the sale to an unrelated third party of 100% of shares in LOTOS Biopaliwa sp. z o.o. (“**LOTOS Biopaliwa**”) and 100% of shares in LOTOS Terminale S.A. (“**LOTOS Terminale**”);
- In order to comply with the obligations towards the European Commission and facilitate the transaction, it is reasonable that the Company purchases from LOTOS Terminale all shares in LOTOS Biopaliwa held by LOTOS Terminale and then sells 100% of the shares in LOTOS Terminale and 100% of the shares in LOTOS Biopaliwa to unrelated third parties;

Pursuant to Art. 9.10 of the Articles of Association of Grupa LOTOS S.A., having considered the request of the Management Board of Grupa LOTOS S.A. contained in the Management Board's Resolution No. 152/XI/2021 of September 16th 2021 and the positive opinion of the Supervisory Board of Grupa LOTOS S.A., the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. gives its consent to the disposal by Grupa LOTOS S.A. of 20,000 (twenty thousand) shares in LOTOS Biopaliwa Sp. z o.o., representing as at the date of their disposal 100% of shares in the share capital of LOTOS Biopaliwa Sp. z o.o., provided that Grupa

LOTOS S.A. merges with PKN Orlen S.A. or PKN Orlen S.A. acquires, directly or indirectly, at least 53.19% of shares in Grupa LOTOS S.A.

Section 2

This Resolution shall become effective upon its adoption.

Number of votes cast:

... votes in favour of the resolution (... % of the Company's share capital),

... votes against the resolution,

... abstaining votes

Total number of valid votes cast: ...

Total number of validly voted shares: ...

**Resolution No. [●]
the General Meeting
of Grupa LOTOS S.A.
dated October 14th 2021**

to give consent to disposal by Grupa LOTOS S.A. of shares in LOTOS Terminale S.A.

Whereas:

- On February 27th 2018, the State Treasury and PKN Orlen S.A. (“**PKN Orlen**”) signed a letter of intent on acquisition by PKN Orlen of a controlling equity interest in Grupa LOTOS S.A. (the “**Company**”), understood as acquisition by PKN Orlen, directly or indirectly, of an at least 53% interest in the share capital of the Company;
- On August 26th 2019, the State Treasury, the Company and PKN Orlen entered into an agreement whereby the parties made a preliminary conditional decision to consolidate the crude oil sector in Poland;
- On July 14th 2020, the European Commission issued a decision (the “**Decision**”) approving the concentration between PKN Orlen and the Company through the acquisition of control over the Company by PKN Orlen (the “**Concentration**”);
- In connection with the signing of the letter of intent referred to above and the issuance of the Decision by the European Commission, on August 18th 2020 the State Treasury, the Company and PKN Orlen concluded an agreement concerning future execution of the purchase of the Company shares by PKN Orlen from the State Treasury, representing at least 53% of the share capital and voting rights in the Company, which would result in PKN Orlen taking control of the Company either directly or indirectly;
- On May 12th 2021, the Company, PKN Orlen, PGNiG S.A. (“**PGNiG**”) and the State Treasury entered into a cooperation agreement concerning the recommended scenario for consolidation of PKN Orlen, PGNiG and the Company through acquisition of control by PKN Orlen of the Company and PGNiG through merger by acquisition in one or two separate merger processes;
- The European Commission has made the final approval of the Concentration conditional, inter alia, on the sale to an unrelated third party of 100% of shares in LOTOS Terminale S.A. (“**LOTOS Terminale**”);

Pursuant to Art. 9.10 of the Articles of Association of Grupa LOTOS S.A., having considered the request of the Management Board of Grupa LOTOS S.A. contained in the Management Board's Resolution No. 152/XI/2021 of September 16th 2021 and the positive opinion of the Supervisory Board of Grupa LOTOS S.A., the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. gives its consent to the disposal by Grupa LOTOS S.A. of shares in LOTOS Terminal S.A., representing as at the date of their disposal 100% of shares in the share capital of LOTOS Terminal S.A., provided that Grupa LOTOS S.A. merges with PKN Orlen S.A. or PKN Orlen S.A. acquires, directly or indirectly, at least 53.19% of shares in Grupa LOTOS S.A.

Section 2

This Resolution shall become effective upon its adoption.

Number of votes cast:

... votes in favour of the resolution (... % of the Company's share capital),

... votes against the resolution,

... abstaining votes

Total number of valid votes cast: ...

Total number of validly voted shares: ...

**Resolution No. [●]
the General Meeting
of Grupa LOTOS S.A.
dated October 14th 2021**

to give consent to disposal by Grupa LOTOS S.A. of shares in LOTOS Paliwa Sp. z o.o.

Whereas:

- On February 27th 2018, the State Treasury and PKN Orlen S.A. (“**PKN Orlen**”) signed a letter of intent on acquisition by PKN Orlen of a controlling equity interest in Grupa LOTOS S.A. (the “**Company**”), understood as acquisition by PKN Orlen, directly or indirectly, of an at least 53% interest in the share capital of the Company;
- On August 26th 2019, the State Treasury, the Company and PKN Orlen entered into an agreement whereby the parties made a preliminary conditional decision to consolidate the crude oil sector in Poland;
- On July 14th 2020, the European Commission issued a decision (the “**Decision**”) approving the concentration between PKN Orlen and the Company through the acquisition of control over the Company by PKN Orlen (the “**Concentration**”);
- In connection with the signing of the letter of intent referred to above and the issuance of the Decision by the European Commission, on August 18th 2020 the State Treasury, the Company and PKN Orlen concluded an agreement concerning future execution of the purchase of the Company shares by PKN Orlen from the State Treasury, representing at least 53% of the share capital and voting rights in the Company, which would result in PKN Orlen taking control of the Company either directly or indirectly;
- On May 12th 2021, the Company, PKN Orlen, PGNiG S.A. (“**PGNiG**”) and the State Treasury entered into a cooperation agreement concerning the recommended scenario for consolidation of PKN Orlen, PGNiG and the Company through acquisition of control by PKN Orlen of the Company and PGNiG through merger by acquisition in one or two separate merger processes;
- The European Commission has made the final approval of the Concentration conditional, inter alia, on the sale to an unrelated third party of the entire wholesale business and part of the retail business of LOTOS Paliwa Sp. z o.o. („**LOTOS Paliwa**”);
- In order to comply with the obligations towards the European Commission and to facilitate the transaction, it is reasonable to separate the wholesale business or part of the retail business of LOTOS Paliwa by way of demerger of LOTOS Paliwa into one or multiple separate companies and then selling 100% of the shares of one or multiple companies and LOTOS Paliwa to which the wholesale business and part of the retail business of LOTOS Paliwa will transferred, to an unrelated third party or unrelated third parties;

Pursuant to Art. 9.10 of the Articles of Association of Grupa LOTOS S.A., having considered the request of the Management Board of Grupa LOTOS S.A. contained in the Management Board's Resolution No. 152/XI/2021 of September 16th 2021 and the positive opinion of the Supervisory Board of Grupa LOTOS S.A., the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1

Provided that Grupa LOTOS S.A. merges with PKN Orlen S.A. or PKN Orlen S.A. acquires, directly or indirectly, at least 53.19% of shares in Grupa LOTOS S.A., the General Meeting of Grupa LOTOS S.A. gives its consent to the disposal by Grupa LOTOS S.A. of:

- a) shares in LOTOS Paliwa Sp. z o.o., representing 100% of shares in LOTOS Paliwa sp. z o.o. as at the date of their disposal, and
- b) shares in one or more limited liability companies, representing as at the date of their disposal 100% of shares in the share capital of such companies owned by Grupa LOTOS S.A., which companies as at the date of disposal of the shares will hold assets of LOTOS Paliwa sp. z o.o. related to the wholesale business of LOTOS Paliwa sp. z o.o. or part of LOTOS Paliwa Sp. z o.o.'s retail business acquired as a result of demerger of LOTOS Paliwa sp. z o.o.

Section 2

This Resolution shall become effective upon its adoption.

Number of votes cast:

... votes in favour of the resolution (... % of the Company's share capital),

... votes against the resolution,

... abstaining votes

Total number of valid votes cast: ...

Total number of validly voted shares: ...

**Resolution No. [●]
the General Meeting
of Grupa LOTOS S.A.
dated October 14th 2021**

to give consent to disposal by Grupa LOTOS S.A. of shares in LOTOS Asphalt Sp. z o.o.

Whereas:

- On February 27th 2018, the State Treasury and PKN Orlen S.A. (“**PKN Orlen**”) signed a letter of intent on acquisition by PKN Orlen of a controlling equity interest in Grupa LOTOS S.A. (the “**Company**”), understood as acquisition by PKN Orlen, directly or indirectly, of an at least 53% interest in the share capital of the Company;
- On August 26th 2019, the State Treasury, the Company and PKN Orlen entered into an agreement whereby the parties made a preliminary conditional decision to consolidate the crude oil sector in Poland;
- On July 14th 2020, the European Commission issued a decision (the “**Decision**”) approving the concentration between PKN Orlen and the Company through the acquisition of control over the Company by PKN Orlen (the “**Concentration**”);
- In connection with the signing of the letter of intent referred to above and the issuance of the Decision by the European Commission, on August 18th 2020 the State Treasury, the Company and PKN Orlen concluded an agreement concerning future execution of the purchase of the Company shares by PKN Orlen from the State Treasury, representing at least 53% of the share capital and voting rights in the Company, which would result in PKN Orlen taking control of the Company either directly or indirectly;
- On May 12th 2021, the Company, PKN Orlen, PGNiG S.A. (“**PGNiG**”) and the State Treasury entered into a cooperation agreement concerning the recommended scenario for consolidation of PKN Orlen, PGNiG and the Company through acquisition of control by PKN Orlen of the Company and PGNiG through merger by acquisition in one or two separate merger processes;
- The European Commission has made the final approval of the Concentration conditional, inter alia, on the sale to an unrelated third party of 30% of shares in an entity owning the assets comprising the refinery in Gdańsk; these assets, in their entirety, will become the property of LOTOS Asphalt sp. z o.o. (“**LOTOS Asphalt**”) as a result of adoption and implementation of the draft resolution of the General Meeting of the Company approved by way of a resolution of the Supervisory Board of the Company;

Pursuant to Art. 9.10 of the Articles of Association of Grupa LOTOS S.A., having considered the request of the Management Board of Grupa LOTOS S.A. contained in the Management Board's Resolution No. 152/XI/2021 of September 16th 2021 and the positive opinion of the Supervisory Board of Grupa LOTOS S.A., the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. gives its consent to the disposal by Grupa LOTOS S.A. of shares in LOTOS Asphalt Sp. z o.o., representing as at the date of their disposal 30% of shares in the share capital of LOTOS Asphalt Sp. z o.o., provided that Grupa LOTOS S.A. merges with PKN Orlen S.A. or PKN Orlen S.A. acquires, directly or indirectly, at least 53.19% of shares in Grupa LOTOS S.A.

Section 2

This Resolution shall become effective upon its adoption.

Number of votes cast:

... votes in favour of the resolution (... % of the Company's share capital),

... votes against the resolution,

... abstaining votes

Total number of valid votes cast: ...

Total number of validly voted shares: ...

Resolution No. [●]
the General Meeting
of Grupa LOTOS S.A.
dated October 14th 2021

to give consent to disposal by Grupa LOTOS S.A. of shares in the company which will acquire part of LOTOS Asphalt Sp. z o.o.'s assets as a result of demerger of LOTOS Asphalt Sp. z o.o.

Whereas:

- On February 27th 2018, the State Treasury and PKN Orlen S.A. (“**PKN Orlen**”) signed a letter of intent on acquisition by PKN Orlen of a controlling equity interest in Grupa LOTOS S.A. (the “**Company**”), understood as acquisition by PKN Orlen, directly or indirectly, of an at least 53% interest in the share capital of the Company;
- On August 26th 2019, the State Treasury, the Company and PKN Orlen entered into an agreement whereby the parties made a preliminary conditional decision to consolidate the crude oil sector in Poland;
- On July 14th 2020, the European Commission issued a decision (the “**Decision**”) approving the concentration between PKN Orlen and the Company through the acquisition of control over the Company by PKN Orlen (the “**Concentration**”);
- In connection with the signing of the letter of intent referred to above and the issuance of the Decision by the European Commission, on August 18th 2020 the State Treasury, the Company and PKN Orlen concluded an agreement concerning future execution of the purchase of the Company shares by PKN Orlen from the State Treasury, representing at least 53% of the share capital and voting rights in the Company, which would result in PKN Orlen taking control of the Company either directly or indirectly;
- On May 12th 2021, the Company, PKN Orlen, PGNiG S.A. (“**PGNiG**”) and the State Treasury entered into a cooperation agreement concerning the recommended scenario for consolidation of PKN Orlen, PGNiG and the Company through acquisition of control by PKN Orlen of the Company and PGNiG through merger by acquisition in one or two separate merger processes;
- The European Commission has made the final approval of the Concentration conditional, inter alia, on the sale to an unrelated third party of a part of LOTOS Asphalt’s enterprise, comprising two production plants located in Czechowice-Dziedzice and Jasło and the employees of LOTOS Asphalt sp. z o.o. (“**LOTOS Asphalt**”) (including the bitumen sales team) as well as tangible and intangible assets necessary to conduct operations at those plants (“**Demerged Business of LOTOS Asphalt**”);
- In order to comply with the obligations towards the European Commission and facilitate the transaction, it is reasonable to transfer the Demerged Business of LOTOS Asphalt to a limited liability company and then sell 100% of the shares in the company to an unrelated third party;
- On the date of disposal of the company to which the Demerged Business of LOTOS Asphalt will be transferred, Grupa LOTOS S.A. will hold 100% of shares in the company;

Pursuant to Art. 9.10 of the Articles of Association of Grupa LOTOS S.A., having considered the request of the Management Board of Grupa LOTOS S.A. contained in the Management Board's Resolution No. 152/XI/2021 of September 16th 2021 and the positive opinion of the Supervisory Board of Grupa LOTOS S.A., the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. gives its consent to the disposal by Grupa LOTOS S.A. shares in a limited liability company which will be established as a result of demerger of LOTOS Asphalt Sp. z o.o. and to which the Demerged Business of LOTOS Asphalt will be transferred, with the shares

representing 100% of the share capital of LOTOS Asphalt Sp. z o.o. on the date of the disposal, provided that Grupa LOTOS S.A. merges with PKN Orlen S.A. or PKN Orlen S.A. acquires, directly or indirectly, at least 53.19% of shares in Grupa LOTOS S.A.

Section 2

This Resolution shall become effective upon its adoption.

Number of votes cast:

... votes in favour of the resolution (... % of the Company's share capital),

... votes against the resolution,

... abstaining votes

Total number of valid votes cast: ...

Total number of validly voted shares: ...