

## **Resolution No. 1 on appointment of Chairperson for the Annual General Meeting**

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

### Section 1

Mr **Robert Aleksander Ignatiuk**, a Shareholder, is hereby appointed Chairperson of the Annual General Meeting.

### Section 2

This Resolution has been passed by secret ballot.

Number of votes cast:

- 129,696,097 votes in favour of the resolution, representing 70.15% of the share capital of Grupa LOTOS S.A.
- 0 votes against the resolution
- 0 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

## **Resolution No. 2 on approval of the financial statements of Grupa LOTOS S.A. for 2014**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, and pursuant to Art. 9.1 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 15/VIII/2015 and Resolution of the Supervisory Board No. 24/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

### Section 1

The General Meeting hereby approves the financial statements of Grupa LOTOS S.A. for 2014, comprising:

- 1) statement of comprehensive income for 2014, showing a net loss of PLN 1,285,910 thousand and a total comprehensive loss of PLN 1,762,097 thousand,
- 2) statement of financial position as at December 31st 2014, showing total assets and total equity and liabilities of PLN 14,339,743 thousand,
- 3) statement of cash flows for 2014, showing a net increase in cash of PLN 31,669 thousand,
- 4) statement of changes in equity for 2014, showing a decrease in equity of PLN 788,819 thousand,
- 5) notes to the financial statements.

### Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,611,977 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 4,419 votes against the resolution
- 79,701 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

### **Resolution No. 3 on approval of the Directors' Report on the operations of Grupa LOTOS S.A. in 2014**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, and pursuant to Art. 9.1 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 16/VIII/2015 and Resolution of the Supervisory Board No. 25/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

#### Section 1

The General Meeting hereby approves the Directors' Report on the operations of Grupa LOTOS S.A. in 2014.

#### Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,611,977 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 4,419 votes against the resolution
- 79,701 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**At this point Mr. Bogdan Kamola, a Shareholder, submitted an objection to the above resolution.**

### **Resolution No. 4 on approval of the consolidated financial statements of the LOTOS Group for 2014**

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 Resolution of the Management Board No. 17/VIII/2015 and Resolution of the Supervisory Board No. 26/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

#### Section 1

The General Meeting hereby approves the consolidated financial statements of the LOTOS Group for 2014, comprising:

- 1) consolidated statement of comprehensive income for 2014, showing a net loss of PLN 1,466,372 thousand and a total comprehensive loss of PLN 1,902,137 thousand,
- 2) consolidated statement of financial position as at December 31st 2014, showing total assets and total equity and liabilities of PLN 18,947,157 thousand,
- 3) consolidated statement of cash flows for 2014, showing a net decrease in cash of PLN 163,612 thousand,
- 4) consolidated statement of changes in equity for 2014, showing a decrease in equity of PLN 931,133 thousand,
- 5) notes to the financial statements.

#### Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,611,977 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 0 votes against the resolution
- 84,120 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 5 on approval of the Directors' Report on the operations of the LOTOS Group in 2014**

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 Resolution of the Management Board No. 18/VIII/2015 and Resolution of the Supervisory Board No. 27/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting hereby approves the Directors' Report on the operations of the LOTOS Group in 2014.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,611,977 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 0 votes against the resolution
- 84,120 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 6 on coverage of the 2014 net loss of Grupa LOTOS S.A.**

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 9.3 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 31/VIII/2015 and Resolution of the Supervisory Board No. 28/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting resolves that the 2014 net loss of Grupa LOTOS S.A. of PLN 1,285,909,803.46 (one billion, two hundred and eighty-five million, nine hundred and nine thousand, eight hundred and three zloty, 46/100) shall be covered by future profits.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,696,097 votes in favour of the resolution, representing 70.15% of the share capital of Grupa LOTOS S.A.
- 0 votes against the resolution
- 0 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 7 on approval of the performance of duties by Mr Paweł Olechnowicz, President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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 Resolution of the Supervisory Board No. 32/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

#### Section 1

The General Meeting hereby approves the performance of duties by Mr **Paweł Olechnowicz**, President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014.

#### Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,611,977 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
  - 0 votes against the resolution
  - 84,120 abstaining votes
- Total number of valid votes: 129,696,097  
Total number of validly voted shares: 129,696,097

### **Resolution No. 8 on approval of the performance of duties by Mr Marek Sokołowski, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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 Resolution of the Supervisory Board No. 33/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

#### Section 1

The General Meeting hereby approves the performance of duties by Mr **Marek Sokołowski**, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014.

#### Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,616,396 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
  - 0 votes against the resolution
  - 79,701 abstaining votes
- Total number of valid votes: 129,696,097  
Total number of validly voted shares: 129,696,097

### **Resolution No. 9 on approval of the performance of duties by Mr Mariusz Machajewski, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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 Resolution of the Supervisory Board No. 34/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

## Section 1

The General Meeting hereby approves the performance of duties by **Mr Mariusz Machajewski**, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014.

## Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,611,977 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 0 votes against the resolution
- 84,120 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 10 on approval of the performance of duties by Mr Maciej Szozda, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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 Resolution of the Supervisory Board No. 35/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

## Section 1

The General Meeting hereby approves the performance of duties by Mr **Maciej Szozda**, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014.

## Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,616,396 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 0 votes against the resolution
- 79,701 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 11 on approval of the performance of duties by Mr Zbigniew Paszkowicz, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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 Resolution of the Supervisory Board No. 36/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

## Section 1

The General Meeting hereby approves the performance of duties by **Mr Zbigniew Paszkowicz**, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014.

## Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,616,396 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 0 votes against the resolution
- 79,701 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 12 on approval of the performance of duties by Mr Wiesław Skwarko, Chairman of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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. hereby resolves as follows:

## Section 1

The General Meeting hereby approves the performance of duties by **Mr Wiesław Skwarko**, Chairman of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014.

## Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,607,433 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 242 votes against the resolution
- 88,422 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 13 on approval of the performance of duties by Ms Agnieszka Trzaskalska, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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. hereby resolves as follows:

## Section 1

The General Meeting hereby approves the performance of duties by Ms **Agnieszka Trzaskalska**, Member of the Supervisory Board, serving also as Deputy Chairperson of the Supervisory Board from July 28th to December 31st 2014, in the period from January 1st to December 31st 2014.

## Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,607,433 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 242 votes against the resolution
- 88,422 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 14 on approval of the performance of duties by Mr Oskar Pawłowski, Secretary of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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. hereby resolves as follows:

Section 1

The General Meeting hereby approves the performance of duties by Mr **Oskar Pawłowski**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014, including as Secretary of the Supervisory Board of Grupa LOTOS S.A. in the periods from January 1st to June 30th 2014, and from July 28th to December 31st 2014.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,607,433 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 242 votes against the resolution
- 88,422 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 15 on approval of the performance of duties by Ms Małgorzata Hirszel, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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. hereby resolves as follows:

Section 1

The General Meeting hereby approves the performance of duties by Ms **Małgorzata Hirszel**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,607,433 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 242 votes against the resolution
- 88,422 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 16 on approval of the performance of duties by Mr Michał Rumiński, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014**

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. hereby resolves as follows:

Section 1

The General Meeting hereby approves the performance of duties by **Mr Michał Rumiński**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2014.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,607,433 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 242 votes against the resolution
- 88,422 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 17 on approval of the performance of duties by Ms Magdalena Bohusz-Boguszewska, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from June 30th to December 31st 2014**

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. hereby resolves as follows:

Section 1

The General Meeting hereby approves the performance of duties by **Ms Magdalena Bohusz-Boguszewska**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from June 30th to December 31st 2014.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,607,433 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 242 votes against the resolution
- 88,422 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 18 on approval of the performance of duties by Mr Marcin Majeranowski, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to June 30th 2014**

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. hereby resolves as follows:



## Section 1

The General Meeting hereby approves the performance of duties by Mr **Marcin Majeranowski**, Member of the Supervisory Board of Grupa LOTOS S.A. acting as Deputy Chairman of the Supervisory Board, in the period from January 1st to June 30th 2014.

## Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,607,433 votes in favour of the resolution, representing 70.11% of the share capital of Grupa LOTOS S.A.
- 242 votes against the resolution
- 88,422 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 19 concerning: liquidation of the special account established to finance Grupa LOTOS S.A.'s CSR projects.**

Acting pursuant to Art. 9.11 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 6/VIII/2015 and Resolution of the Supervisory Board No. 21/IX/2015, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

## Section 1

The special account established under Resolution No. 3 of the Extraordinary General Meeting of Grupa LOTOS S.A. of February 20th 2008 for the purposes of financing the Company's corporate social responsibility projects is hereby liquidated.

## Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 129,691,553 votes in favour of the resolution, representing 70.15% of the share capital of Grupa LOTOS S.A.
- 242 votes against the resolution
- 4,302 abstaining votes

Total number of valid votes: 129,696,097

Total number of validly voted shares: 129,696,097

**Resolution No. 20 on adjournment of the Annual General Meeting**

Acting pursuant to Art. 408.2 of the Commercial Companies Code and Par. 7.13 of the Rules of Procedure for the General Meeting, the Annual General Meeting hereby resolves as follows:

## Section 1

The General Meeting hereby adjourns its proceedings until 10:00am on June 30th 2015.

## Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 119,173,976 votes in favour of the resolution, representing 64.46% of the share capital of Grupa LOTOS S.A.
- 0 votes against the resolution
- 10,522,121 abstaining votes

Total number of valid votes: 129,696,097  
Total number of validly voted shares: 129,696,097