

Contents of the resolutions passed by the Ordinary General Meeting of Grupa Lotos S.A. on June 30, 2009

RESOLUTION NO. 1 on electing the Chairman of the Ordinary General Meeting

Pursuant to Article 409, § 1 of the Commercial Companies Code, and pursuant to § 5 of the General Meeting Bylaws, the General Meeting elects the Chairman of the General Meeting.

§ 1

The duties of the Chairman of the General Meeting shall be entrusted to Ms. Katarzyna Dawidczyk.

RESOLUTION NO 2

on approving the financial statements of the Company for the financial year ended December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 1 of the Commercial Companies Code, and pursuant to § 9, point 1 of the Company's Articles of Incorporation, and upon becoming familiar with Resolution no. 47/VI/2009 of the Management Board and Resolution no. 32/VII/2009 of the Supervisory Board, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To approve the financial statements of the Company for the financial year ended December 31, 2008, consisting of:

- 1) the balance sheet as of December 31, 2008, which shows total assets and liabilities of PLN 9,491,020,000.00 (nine billion, four hundred and ninety-one million, twenty thousand zloty and 00/100),
- 2) the profit and loss account for the period from January 1, 2008 to December 31, 2008, which shows a net loss of PLN 675,704,000.00 (six hundred seventy-five million, seven hundred and four thousand zloty and 00/100),
- 3) the statement of movements in equity for the period from January 1, 2008 to December 31, 2008, which shows a decrease in equity by PLN 675,704,000.00 (six hundred seventy-five million, seven hundred and four thousand zloty and 00/100),
- 4) the statement of cash flow for the period from January 1, 2008 to December 31, 2008, which shows an increase in net cash by PLN 139,833,000 (one hundred and thirty-nine million, eight hundred and thirty-three thousand zloty),
- 5) supplementary information and explanations.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 3

on approving the Management Report on the operations of the Company for the year ended December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 1 of the Commercial Companies Code, and pursuant to § 9, point 1 of the Company's Articles of Incorporation, and upon becoming familiar with Resolution no. 48/VI/2009 of the Management Board and Resolution no. 33/VII/2009 of the Supervisory Board, the General Meeting has resolved as follows:

§ 1

To approve the Management Report on the operations of the Company in the year ended December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

At this point Shareholder Bogdan Kamola has stated that he submits an objection to the Resolution quoted above and enclosed a written justification.

RESOLUTION NO. 4

concerning the approval of the Consolidated Financial Statement of the Capital Group of Grupa LOTOS S.A. for the year ended December 31, 2008

Pursuant to Article 395, § 5 of the Commercial Companies Code and § 9 (1) of the Company's Articles of Incorporation, having become acquainted with the Management Board's Resolution no. 49/VI/2009 and the Supervisory Board's Resolution no. 34/VII/2009, the General Meeting of Grupa LOTOS S.A. resolves as follows:

§ 1

The General Meeting approves the Consolidated Financial Statement of the Capital Group of Grupa LOTOS S.A. for the year ended December 31, 2008, comprising the following accounts:

- 1) the consolidated balance sheet prepared with data correct as at December 31, 2008, which on the assets side and liabilities & equity side shows the amount of PLN 12,201,998,000.00 (twelve billion, two hundred and one million, nine hundred and ninety-eight thousand zloty),
- 2) the consolidated profit and loss account for the period from 1 January 2008 to December 31, 2008, showing a net loss of PLN 389,933,000.00 (three hundred and eighty-nine million, nine hundred and thirty-three thousand zloty),
- 3) the consolidated statement of changes in equity for the period from 1 January 2008 to December 31, 2008, showing a decrease in the shareholders' equity by PLN 350,866,000.00 (three hundred and fifty million, eight hundred and sixty-six thousand zloty),
- 4) the consolidated statement of cash flows for the period from 1 January 2008 to December 31, 2008, showing a decrease in net cash position by PLN 138,751,000.00 (one hundred and thirty-eight million, seven hundred and fifty-one thousand zloty),
- 5) supplementary notes and explanations.

§ 2

The Resolution shall enter into force on the date of its adoption.

RESOLUTION NO. 5
concerning the approval of the report on the activities of the Capital Group
of Grupa LOTOS S.A. for the year ended December 31, 2008

Pursuant to Article 395, § 5 of the Commercial Companies Code and § 9 (1) of the Company's Articles of Incorporation, having become acquainted with the Management Board's Resolution no. 50/VI/2009 and the Supervisory Board's Resolution no. 35/VII/2009, the General Meeting of Grupa LOTOS S.A. resolves as follows:

§ 1

The General Meeting approves the report on the activities of the Capital Group of Grupa LOTOS S.A. for the year ended December 31, 2008.

§ 2

The Resolution shall enter into force on the date of its adoption.

RESOLUTION NO. 6
on covering the net loss reported by the Company for the year ended
December 31, 2008

Pursuant to Article 395, § 2, point 2 and Article 396, § 5 of the Commercial Companies Code, and pursuant to § 9, point 3 of the Company's Articles of Incorporation, and upon becoming familiar with Management Board's Resolution no. 72/VI/2009 and Supervisory Board's Resolution no. 36/VII/2009, the General Meeting of Shareholders has resolved as follows:

§ 1

The net loss of the Company for the financial year ended December 31, 2008 in the amount of **PLN 675,705,183.59** (six hundred and seventy-five million, seven hundred and five thousand, one hundred and eighty-three zloty and 59/100) shall be covered out of the supplementary capital of the Company.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 7
on granting discharge to Paweł Olechnowicz – President of the Management Board of
Grupa LOTOS S.A. – in respect of the performance of his duties in the period of
January 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code and pursuant to § 9, point 2 of the Company's Articles of Incorporation, and upon becoming familiar with Supervisory Board's Resolution no. 40/VII/2009, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Paweł Olechnowicz** – President of the Management Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 8
on granting discharge to Marek Sokołowski – Vice-President of the Management Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code and pursuant to § 9, point 2 of the Company's Articles of Incorporation, and upon becoming familiar with Supervisory Board's Resolution no. 41/VII/2009, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Marek Sokołowski** – Vice-President of the Management Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 9
on granting discharge to Mariusz Machajewski – Vice-President of the Management Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code and pursuant to § 9, point 2 of the Company's Articles of Incorporation, and upon becoming familiar with Supervisory Board's Resolution no. 42/VII/2009, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Mariusz Machajewski** – Vice-President of the Management Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 10
on granting discharge to Jan Stefanowicz – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period January 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Jan Stefanowicz** – Member of the Supervisory Board of Grupa LOTOS S.A., who performed the duties of the Chairman of the Supervisory Board from January 1, 2008 to June 30, 2008 – in respect of the performance of his duties in the period January 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 11

on granting discharge to Henryk Siodmok – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – June 30, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Henryk Siodmok** – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – June 30, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 12

on granting discharge to Marta Busz – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of her duties in the period of January 1, 2008 – June 30, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Marta Busz** – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of her duties in the period of January 1, 2008 – June 30, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 13

on granting discharge to Beata Zawadzka – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of her duties in the period of January 1, 2008 – June 30, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Beata Zawadzka** – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of her duties in the period of January 1, 2008 – June 30, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 14
on granting discharge to Izabela Emerling – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of her duties in the period of January 1, 2008 – June 30, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Izabela Emerling** – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of her duties in the period of January 1, 2008 – June 30, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 15
on granting discharge to Jacek Mościcki – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – June 30, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Jacek Mościcki** – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – June 30, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 16
on granting discharge to Grzegorz Szczodrowski – Secretary of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of January 1, 2008 – June 30, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Grzegorz Szczodrowski** – Member of the Supervisory Board of Grupa LOTOS S.A., who performed the duties of the Secretary of the Supervisory Board – in respect of the performance of his duties in the period of January 1, 2008 – June 30, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 17

on granting discharge to Wiesław Skwarko – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of July 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Wiesław Skwarko** – Member of the Supervisory Board of Grupa LOTOS S.A., who performed the duties of the Chairman of the Supervisory Board – in respect of the performance of his duties in the period of July 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 18

on granting discharge to Leszek Starosta – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of July 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Leszek Starosta** – Member of the Supervisory Board of Grupa LOTOS S.A., who performed the duties of the Deputy Chairman of the Supervisory Board from August 12, 2008 to December 31, 2008 – in respect of the performance of his duties in the period of July 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 19

on granting discharge to Radosław Barszcz – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of July 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Radosław Barszcz** – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period of July 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 20

on granting discharge to Piotr Chajderowski – Member of the Supervisory Board of Grupa LOTOS S.A. in respect of the performance of his duties in the period of July 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Piotr Chajderowski** – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of his duties in the period July 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 21

on granting discharge to Małgorzata Hirszel – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of her duties in the period of July 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Małgorzata Hirszel** – Member of the Supervisory Board of Grupa LOTOS S.A. – in respect of the performance of her duties in the period of July 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 22
on granting discharge to Mariusz Obszyński – Member of the Supervisory Board of
Grupa LOTOS S.A. – in respect of the performance of his duties in the period of
July 1, 2008 – December 31, 2008

Pursuant to Article 393, point 1 and Article 395, § 2, point 3 of the Commercial Companies Code, and pursuant to § 9, point 2 of the Company's Articles of Incorporation, the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

To grant discharge to **Mariusz Obszyński** – Member of the Supervisory Board of Grupa LOTOS S.A., who performed the duties of the Secretary of the Supervisory Board from August 12, 2008 to December 31, 2008 – in respect of the performance of his duties in the period of July 1, 2008 – December 31, 2008.

§ 2

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 23
on giving consent to Grupa LOTOS S.A. for the purchase of the "GATX Facility" from
GATX Rail Poland Sp. z o.o.

Acting pursuant to Article 393, point 4 of the Commercial Companies Code and pursuant to § 9, point 8 of the Company's Articles of Incorporation, and upon becoming familiar with Resolution No. 70/VI/2009 of the Management Board and Resolution No. 43/VII/2009 of the Supervisory Board, the General Meeting has resolved as follows:

§ 1

The General Meeting of Grupa LOTOS S.A. gives its consent to the purchase of the right of perpetual usufruct of a developed property for which the District Court in Gdańsk maintains entry no. KW 53461 in the Land and Mortgage Register, with the said property comprising plots 80/1, 81/1, 216/1, 223/1, 222/1, 1/1, 2/1, 10/1, 274/1, 275, 79/1, 80/1, 151, 152/2, 200/2, 201/2, 273/1, 286/1, 224/1, 77/3, 155/3, 154/3, 154/5, 150/1, 153/1, 217/1, 220/1, 90, 149/1 and 82/1, with a total area of 88,642 m², with regard to which GATX Rail Poland Sp. z o.o. holds the right of perpetual usufruct until December 5, 2089, including also all and any buildings and/or structures located on the aforementioned plots and owned by GATX Rail Poland Sp. z o.o., (hereinafter: "the Property"), under the following conditions:

- 1) should GATX Rail Poland Sp. z o.o. exercise the right to request that the Property be purchased by Grupa LOTOS S.A. (the "Put Option"):
 - a) after five years of LOTOS Kolej Sp. z o.o. holding under a lease the GATX Facility, which includes the Property, – for the net price of **PLN 18,618,750** (in words: eighteen million, six hundred and eighteen thousand, seven hundred and fifty zloty) and **EUR 150,000** (in words: one hundred and fifty thousand euro),
 - b) after ten years of LOTOS Kolej Sp. z o.o. holding under a lease the GATX Facility, which includes the Property, – for the net price of **PLN 21,942,500** (in words: twenty

one million, nine hundred and forty-two thousand, five hundred zloty) and **EUR 150,000** (in words: one hundred and fifty thousand euro).

- 2) should Grupa LOTOS S.A. exercise the right to request that the property be sold by GATX Rail Poland Sp. z o.o. ("the Call Option") after ten years of LOTOS Kolej Sp. z o.o. holding under a lease the GATX Facility, which includes the Property, – for the net price of **PLN 28,590,000** (in words: twenty eight million, five hundred and ninety thousand zloty) and **EUR 150,000** (in words: one hundred and fifty thousand euro).

§ 2

This resolution enters into force as of the day of its adoption.

RESOLUTION NO. 24 concerning changes to the Articles of Incorporation of the Company

Pursuant to Article 430 of the Commercial Companies Code and to § 9, point 10 of the Company's Articles of Incorporation, and upon becoming familiar with Management Board's Resolution No. 71/VI/2009 and Supervisory Board's Resolution No. 44/VII/2009, the General Meeting of Grupa LOTOS S.A. has resolved as follows:

§ 1

In §3, section 1 in its current text shall be deleted and it shall be replaced by section 1 with the following text:

"1. The object of the Company, in accordance with the Polish Classification of Business Activities (PKD), shall be:

- 1) Extraction of crude petroleum and natural gas - PKD 06,
- 2) Support activities for petroleum and natural gas extraction - PKD 09.1,
- 3) Other printing - PKD 18.12,
- 4) Manufacture and processing of coke and refined petroleum products - PKD 19,
- 5) Manufacture of industrial gases - PKD 20.11,
- 6) Manufacture of other inorganic basic chemicals - PKD 20.13,
- 7) Manufacture of other organic basic chemicals - PKD 20.14,
- 8) Manufacture of plastics in primary forms - PKD 20.16,
- 9) Manufacture of plastic packing goods - PKD 22.22,
- 10) Manufacture of steel drums and similar containers - PKD 25.91,
- 11) Repair and maintenance of fabricated metal products - PKD 33.11,
- 12) Repair and maintenance of machinery - PKD 33.12,
- 13) Repair and maintenance of electrical equipment – PKD 33.14,
- 14) Installation of industrial machinery and equipment - PKD 33.2,
- 15) Electricity, gas, steam, hot water and air conditioning supply - PKD 35,
- 16) Water collection, treatment and supply - PKD 36,
- 17) Sewage collection and treatment - PKD 37,
- 18) Waste collection, treatment and disposal activities; materials recovery – PKD 38,
- 19) Remediation activities and other waste management services – PKD 39,
- 20) Works related to the construction of pipelines or utility projects for electricity and telecommunications – PKD 42.2,
- 21) Electrical, plumbing and other construction installation activities – PKD 43.2,
- 22) Other specialised construction activities n.e.c. – PKD 43.99,
- 23) Agents involved in the sale of fuels, ores, metals and industrial chemicals – PKD 46.12,
- 24) Wholesale of fuels and related products - PKD 46.71,
- 25) Wholesale of chemical products – PKD 46.75,

- 26) Non-specialised wholesale trade – PKD 46.9,
- 27) Retail sale of automotive fuel in specialised stores (fuel stations) - PKD 47.3,
- 28) Other retail sale not in stores, stalls or markets - PKD 47.99,
- 29) Freight rail transport - PKD 49.2,
- 30) Freight transport by road - PKD 49.41,
- 31) Transport via pipeline - PKD 49.5,
- 32) Sea and coastal freight water transport - PKD 50.2,
- 33) Warehousing and storage – PKD 52.1,
- 34) Service activities incidental to land transportation – PKD 52.21,
- 35) Service activities incidental to water transportation – PKD 52.22,
- 36) Service activities incidental to air transportation – PKD 52.23,
- 37) Cargo handling – PKD 52.24,
- 38) Publishing of books, periodicals and other publishing activities, except software - PKD 58.1,
- 39) Other software publishing - PKD 58.29,
- 40) Wired telecommunications activities - PKD 61.1,
- 41) Other telecommunications activities - PKD 61.9,
- 42) Computer programming, consultancy and related activities - PKD 62,
- 43) Data processing, hosting and related activities; web portals – PKD 63.1,
- 44) Other information service activities n.e.c. – PKD 63.99,
- 45) Other financial service activities, except insurance and pension funding n.e.c. – PKD 64.99,
- 46) Security and commodity contracts brokerage – PKD 66.12,
- 47) Other activities auxiliary to financial services, except insurance and pension funding – PKD 66.19,
- 48) Buying and selling of own real estate – PKD 68.1,
- 49) Renting and operating of own or leased real estate – PKD 68.2,
- 50) Accounting, bookkeeping and auditing activities; tax consultancy – PKD 69.2,
- 51) Activities of head offices; management consultancy activities – PKD 70,
- 52) Engineering activities and related technical consultancy - PKD 71.12,
- 53) Technical testing and analysis – PKD 71.2,
- 54) Other research and experimental development on natural sciences and engineering - PKD 72.19,
- 55) Advertising, market research and public opinion polling - PKD 73,
- 56) Specialised design activities – PKD 74.1,
- 57) Other professional, scientific and technical activities n.e.c. – PKD 74.9,
- 58) Renting and leasing of motor vehicles, except motorcycles – PKD 77.1,
- 59) Renting and leasing of construction and civil engineering machinery and equipment – PKD 77.32,
- 60) Renting and leasing of office machinery and equipment (including computers) – PKD 77.33,
- 61) Renting and leasing of water transport equipment – PKD 77.34,
- 62) Renting and leasing of other machinery, equipment and tangible goods n.e.c. – PKD 77.39,
- 63) Leasing of intellectual property and similar products, except copyrighted works – PKD 77.4,
- 64) Activities of employment placement agencies – PKD 78.1,
- 65) Other human resources provision – PKD 78.3,
- 66) Security and investigation activities – PKD 80,
- 67) Services related to cleaning in buildings and landscaping activities – PKD 81,
- 68) Office administrative and support activities – PKD 82.1,
- 69) Activities of call centres – PKD 82.2,
- 70) Packaging activities – PKD 82.92,
- 71) Other business support service activities n.e.c. – PKD 82.99,
- 72) Fire service activities – PKD 84.25,

- 73) Other education n.e.c. – PKD 85.59,
- 74) Repair of computers and communication equipment - PKD 95.1.”

RESOLUTION NO. 25
concerning changes to the Articles of Incorporation of the Company

Pursuant to Article 430 of the Commercial Companies Code and to § 9, point 10 of the Company's Articles of Incorporation, and upon becoming familiar with Management Board's Resolution No. 71/VI/2009 and Supervisory Board's Resolution No. 44/VII/2009, the General Meeting of Grupa LOTOS S.A. has resolved as follows:

§ 1

In § 7, the following text of section 3 shall be added:

“3. The dividend shall be paid on the day specified in the resolution of the General Meeting. Should no such day be specified in the resolution of the General Meeting, the dividend shall be paid on the day specified by the Supervisory Board.”

RESOLUTION NO. 26
concerning changes to the Articles of Incorporation of the Company

Pursuant to Article 430 of the Commercial Companies Code and to § 9, point 10 of the Company's Articles of Incorporation, and upon becoming familiar with Resolution No. 71/VI/2009 of the Management Board and Resolution No. 44/VII/2009 of the Supervisory Board, the General Meeting of Grupa LOTOS S.A. has resolved as follows:

§1

In §9, points 15, 16 and 18 in their current text shall be deleted and the current points 17 and 19 shall be re-numbered as points 15 and 16, respectively.

RESOLUTION NO. 27
concerning changes to the Articles of Incorporation of the Company

Pursuant to Article 430 of the Commercial Companies Code and to § 9, point 10 of the Company's Articles of Incorporation, and upon becoming familiar with Management Board's Resolution No. 71/VI/2009 and Supervisory Board's Resolution No. 44/VII/2009, the General Meeting of Grupa LOTOS S.A. has resolved as follows:

§1

In §10, section 3 in its current text shall be deleted and it shall be replaced by section 3 with the following text:

“3. As long as the State Treasury or Nafta Polska S.A. remain shareholders in the Company, with a holding giving each respective shareholder the right to at least one-fifth of the total votes existing in the Company, the voting rights of the shareholders in the Company are limited in such a way that at a General Meeting none of the shareholders may exercise more than one-fifth of the total votes existing in the Company on the day of the General Meeting.

The limitation of voting rights, mentioned in the preceding sentence, does not pertain to the State Treasury or Nafta Polska S.A. or to subsidiaries thereof. For the purpose of this section, exercising the voting right by a subsidiary is deemed as exercising the voting right by the parent company, within the meaning of the Act of July 29, 2005 on public offering and the terms of introducing financial instruments to an organized system of trading, and on listed companies (the "Public Offering Act"), with the provision that a "parent company" and a "subsidiary" shall also mean, respectively, any entity whose votes, resulting from directly or indirectly held shares in the Company, are to be considered cumulatively with the votes of another entity or entities under the conditions stipulated in the Public Offering Act with regard to holding, divesting of or acquiring significant packages of shares in the Company. A shareholder whose voting rights have been limited, keeps in each case the right to exercise at least one vote."

RESOLUTION NO. 28
concerning changes to the Articles of Incorporation of the Company

Pursuant to Article 430 of the Commercial Companies Code and to § 9, point 10 of the Company's Articles of Incorporation, and upon becoming familiar with Management Board's Resolution No. 71/VI/2009 and Supervisory Board's Resolution No. 44/VII/2009, the General Meeting of Grupa LOTOS S.A. has resolved as follows:

§1

In §13, section 2, point 1 in its current text shall be deleted and it shall be replaced by point 1 with the following text:

"1) appointing and dismissing the President, Vice-Presidents and other members of the Management Board of the Company, and establishing the rules and amounts of their remuneration, unless a specific regulation of law stipulates otherwise,"

RESOLUTION NO 29
concerning changes to the Articles of Incorporation of the Company

Pursuant to Article 430 of the Commercial Companies Code and to § 9, point 10 of the Company's Articles of Incorporation, and upon becoming familiar with Management Board's Resolution No. 71/VI/2009 and Supervisory Board's Resolution No. 44/VII/2009, the General Meeting of Grupa LOTOS S.A. has resolved as follows:

In §13, section 2, point 12 in its current text shall be deleted and it shall be replaced by point 12 with the following text:

"12) granting annual bonuses to the President, Vice-Presidents and members of the Management Board, unless a specific regulation of law stipulates otherwise,"

RESOLUTION NO. 30
concerning changes to the Articles of Incorporation of the Company

Pursuant to Article 430 of the Commercial Companies Code and to § 9, point 10 of the Company's Articles of Incorporation, and upon becoming familiar with Management Board's Resolution No. 71/VI/2009 and Supervisory Board's Resolution No. 44/VII/2009, the General Meeting of Grupa LOTOS S.A. has resolved as follows:

§ 1

In §14, section 2 in its current text shall be deleted and it shall be replaced by section 2 with the following text:

"2. The President, Vice Presidents and other members of the Management Board shall be appointed by the Supervisory Board."

RESOLUTION NO. 31
concerning changes to the Articles of Incorporation of the Company

Pursuant to Article 430 of the Commercial Companies Code and to § 9, point 10 of the Company's Articles of Incorporation, and upon becoming familiar with Resolution No. 71/VI/2009 of the Management Board and Resolution No. 44/VII/2009 of the Supervisory Board, the General Meeting of Grupa LOTOS S.A. has resolved as follows:

§1

In §16, section 7 in its current text shall be deleted and it shall be replaced by section 7 with the following text:

"7. A representative of the Supervisory Board, designated by the Supervisory Board, shall conclude employment contracts with the President, Vice-Presidents and other members of the Management Board in accordance with the terms and conditions stipulated in the resolutions of the Supervisory Board or those of the General Meeting. All other legal transactions between the Company and the members of the Management Board shall be carried out in the same manner."

RESOLUTION NO. 32
concerning changes to the Articles of Incorporation of the Company

Pursuant to Article 430 of the Commercial Companies Code and to § 9, point 10 of the Company's Articles of Incorporation, and upon becoming familiar with Management Board's Resolution No. 71/VI/2009 and Supervisory Board's Resolution No. 44/VII/2009, the General Meeting of Grupa LOTOS S.A. has resolved as follows:

§1

1. In § 8, sections 4, 5 and 6 in their current text shall be deleted and they shall be replaced by sections 4, 5, 6 and 7 with the following text:

"4. An Ordinary General Meeting shall be convened by the Management Board upon its own initiative. The Supervisory Board may convene an Ordinary General Meeting if the Management Board fails to convene such a Meeting within the term stipulated in §8, section 3 of the Company's Articles of Incorporation."

5. An Extraordinary General Meeting shall be convened by the Management Board upon its own initiative. The Supervisory Board may convene an Extraordinary General Meeting, should it consider it advisable to do so. An Extraordinary General Meeting may also be convened by shareholders representing at least half of the share capital or at least half of the total number of votes in the Company.

6. A shareholder or shareholders who represent at least one-twentieth of the share capital may request that an Extraordinary General Meeting be convened and that specific matters be placed on the agenda of such a General Meeting. The request to convene an Extraordinary General Meeting shall be submitted to the Management Board in writing or electronically. If the Extraordinary General Meeting is not convened within two weeks from the date when the request was submitted to the Management Board, the Court of Registration may authorize the shareholders who submitted the request, to convene an Extraordinary General Meeting.

7. A General Meeting shall be convened by publishing an announcement on the Company website and in the manner prescribed for submitting current information, in accordance with the regulations on the public offering of securities and terms of introducing financial instruments into an organized trading system and on publicly traded companies. The announcement shall be made at least twenty-six days before the scheduled date of the General Meeting.”

2. In §8, the current section 7 shall be re-numbered as section 8.

3. In § 10 section 4 shall be deleted and the current section 5 shall thus be re-numbered as section 4

4. In §18, section 1 in its current text shall be deleted and it shall be replaced by section 1 with the following text:

“1. Announcements made by the Company, as required by law and these Articles of Incorporation, shall be published in *Monitor Sądowy i Gospodarczy*, unless prescribed otherwise in the generally binding regulations of law.”

§2

This resolution shall enter into force as of August 3, 2009.

RESOLUTION NO. 33 concerning changes to the Bylaws of General Meetings

Pursuant to § 8, section 10 of the Company’s Articles of Incorporation and § 11, section 1 of the Bylaws of General Meetings of Grupa LOTOS S.A., and upon becoming familiar with Management Board’s Resolution No. 76/VI/2009 and Supervisory Board’s Resolution No. 45/VII/2009 the General Meeting of Grupa LOTOS S.A. has resolved as follows:

§ 1

The following changes shall be made to the Bylaws of General Meetings:

1) In § 1, sections 1 and 2 shall be deleted and they shall be replaced by the following text of sections 1 and 2:

- ”1. These Bylaws determine the organization and course of Extraordinary and Ordinary General Meetings of Grupa LOTOS S.A., with its registered office in Gdańsk. The Bylaws are made available to the public on the Company website and at the Office of the Management Board of the Company.
2. General Meetings shall be held in accordance with the provisions of the Commercial Companies Code, the Articles of Incorporation of the Company and these Bylaws.”

2) §2, §3 and §4 shall be deleted and they shall be replaced by the following text of §2, §3 and §4:

”§2 The manner in which General Meetings shall be convened or cancelled

1. An Ordinary General Meeting shall be convened by the Management Board upon its own initiative. The Supervisory Board may convene an Ordinary General Meeting should the Management Board fail to convene such a Meeting within six months after the close of each financial year.
2. An Extraordinary General Meeting shall be convened by the Management Board upon its own initiative. The Supervisory Board may convene an Extraordinary General Meeting, should it consider it advisable to do so. An Extraordinary General Meeting may also be convened by shareholders representing at least half of the share capital or at least half of the total number of votes in the Company.
3. A shareholder or shareholders who represent at least one-twentieth of the share capital may request that an Extraordinary General Meeting be convened and that specific matters be placed on the agenda of such a General Meeting. The request to convene an Extraordinary General Meeting shall be submitted to the Management Board in writing or electronically. If the Extraordinary General Meeting is not convened within two weeks from the date when the request was submitted to the Management Board, the Court of Registration may authorize the shareholders who submitted the request, to convene an Extraordinary General Meeting.
4. The request to convene a General Meeting and to place specific matters on the agenda, submitted by the parties who have the right to do so, should be justified. The Supervisory Board, or a shareholder/shareholders who request that an Extraordinary General Meeting be convened shall be simultaneously obliged to submit to the Management Board drafts of the Resolutions they propose to be adopted, along with a written justification of the request and the draft resolutions submitted, within the time allowing to place these items on the agenda in accordance with the stipulations of the Commercial Companies Code.
5. The Management Board shall have the obligation to announce the changes to the agenda introduced upon the shareholders’ request, doing so without delay, yet no later than eighteen days before the scheduled date of the General Meeting. The announcement shall be made in the manner prescribed for the convening of a General Meeting.
6. A General Meeting convened upon the shareholders’ request shall be held within the time indicated in the request or – should keeping this deadline meet with significant obstacles – at the nearest date which makes it possible for the General Meeting to decide the matters brought to the agenda.
7. No resolution may be adopted in matters not listed on the agenda, unless the entire share capital is represented at the General Meeting and none of those present has raised any objection concerning passing such a resolution.
8. A General Meeting shall be convened by publishing an announcement on the Company website and in the manner prescribed for submitting current information in accordance with the regulations on the public offering of securities, the terms of introducing financial instruments into an organized trading system and on publicly traded companies. The announcement shall be made at least twenty-six days before the scheduled date of the General Meeting
9. The announcement shall:

- 9.1. indicate the date, time and place of the General Meeting and the detailed agenda thereof,
 - 9.2. provide a precise description of the procedures with regard to participating in the General Meeting and exercising the right to vote, and specifically, provide information on:
 - 9.2.1. a shareholder's right to request that specific matters be placed on the General Meeting agenda,
 - 9.2.2. a shareholder's right to submit draft resolutions concerning matters listed on the agenda of the General Meeting or matters which are to be placed on the agenda before the date of the General Meeting,
 - 9.2.3. a shareholder's right to submit draft resolutions concerning matters placed on the agenda during the General Meeting,
 - 9.2.4. the manner in which the right to vote by proxy can be exercised, and specifically, on the forms used when voting by proxy and on the manner of notifying the Company, via electronic means of communication, about establishing a proxy.
 - 9.3. indicate the date of registration for participation in the General Meeting,
 - 9.4. provide information that only the persons who are Company shareholders on the date of registration for participation in the General Meeting shall have the right to attend the General Meeting,
 - 9.5. indicate where and in what manner a person eligible to attend the General Meeting may obtain the full text of the documentation which is to be presented to the General Meeting and the draft resolutions or, if there are no resolutions planned to be adopted, comments by the Management Board or the Supervisory Board of the Company concerning the matters placed on the agenda of the General Meeting or the matters which are to be placed on the agenda before the date of the General Meeting,
 - 9.6. indicate the address of the website where information concerning the General Meeting will be made available.
10. General Meetings shall be held at the registered office of the Company. The authority with the right to convene a General Meeting should specify the place and time of the General Meeting in such a way as to make it possible for the widest possible circle of shareholders to attend the Meeting.
11. Cancellation of a General Meeting on whose agenda specific matters have been placed at the request of eligible parties or which has been convened at such request, shall be possible only upon the consent given by the requesting parties. In other cases, a General Meeting may be cancelled if holding such a Meeting meets with extraordinary obstacles or if it is obviously pointless. Cancellation shall be made in the same way in which the Meeting was convened, while ensuring the least effect for the Company and its shareholders, in any case, no later than eighteen days before the initially scheduled date. A change of the date when the General Meeting is to be held shall be effected in the same way as its cancellation, regardless of whether there is or is not any change to the proposed agenda.
12. A shareholder or shareholders who represent at least one-twentieth of the share capital may, before the date of the General Meeting, submit to the Company, in writing or by means of electronic communication, draft resolutions concerning the matters placed on the agenda or the matters which are to be placed on the agenda, along with their justification in writing. The Company shall immediately publish the draft resolutions along with their written justification on the website .

§3 Right to participate and list of shareholders

1. The persons who have the right to attend a General Meeting shall be only those who are Company shareholders sixteen days before the date of the General Meeting (the date of registration for participation in the General Meeting).

2. Eligible holders of registered shares and temporary certificates, as well as lienors and users eligible to vote, shall have the right to attend the General Meeting if they are listed in the share register on the date of registration for participation in the General Meeting.
3. Bearer shares existing in the form of a document shall give their holder the right to attend the General Meeting if the share documents are submitted to the Company no later than on the day of registration for participation in the General Meeting and are not collected before the end of that day. Instead of shares, a certificate confirming that the shares have been deposited with a notary, a bank or an investment firm with a registered office or branch in the territory of the EU or a country which is a party to the EEA Treaty, indicated in the announcement about convening the General Meeting, may be submitted. The certificate shall list the numbers of share documents and state that the share documents will not be released before the end of the day of registration for participation in the General Meeting.
4. The list of shareholders eligible to attend the General Meeting shall be drawn up and signed by the Management Board. The list shall contain names and surnames or company names of the eligible parties, their address of residence (registered office), quantity, type and numbers of shares and the number of votes representing these shares, and it should be made available for inspection at the office of the Management Board for the duration of three working days prior to the General Meeting taking place.
5. A shareholder may inspect the list of shareholders at the office of the Management Board and may request a copy of the list upon reimbursement of the costs of making such a copy. A shareholder shall have the right to request copies of motions concerning the matters placed on the agenda within a week before the General Meeting. A shareholder may request that the list of shareholders be sent to him/her free of charge via electronic mail, providing the address to which the list should be sent.
6. Members of the Management Board and Supervisory Board of the Company should participate in a General Meeting.
7. A certified accountant should attend an Ordinary General Meeting and also an Extraordinary General Meeting if the financial affairs of the Company are placed on the agenda of the Meeting.
8. The Management Board may invite other people, whose participation is justified.
9. The Chairman of a General Meeting shall make a decision concerning attendance at the Meeting of persons other than shareholders, in particular advisers and consultants to shareholders, and also the representatives of the media.
10. The course of a General Meeting may be recorded on sound and image media for the purposes of the Company, unless decided otherwise by the General Meeting.

§4 Forms of participation

1. A shareholder may participate in a General Meeting and exercise his/her right to vote in person or by proxy.
2. Participation by proxy in a General Meeting and exercising the right to vote by proxy require that a power of attorney be granted in writing or electronically. To grant a power of attorney electronically it is not required that it should bear a safe digital signature verified by a valid qualified certificate.
3. If the proxy at the General Meeting is a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of the Company or an officer or employee of a company or cooperative which is a subsidiary of the Company, the power of attorney may authorize its holder to attend only one General Meeting. The proxy shall be obliged to disclose to the shareholder any circumstances which indicate the existence or the possibility of existence of a conflict of interest. Granting further power of attorney is excluded.
4. The proxy, mentioned in section 3, shall vote in accordance with the instructions given by the shareholder. The proxy mentioned in this section shall have the obligation to

disclose his/her status when registering for participation in the General Meeting before collecting his/her voting card. Information on the status of the proxy shall be provided on the shareholder attendance list.

5. In the announcement about convening a General Meeting, the Management Board of the Company shall each time specify the method to be used, via means of electronic communication, to notify the Company about authorizing a proxy .”

3) In §5, section 1 shall be deleted and it shall be replaced by the following text of section 1:

- “1. A General Meeting shall be opened by the Chairman of the Supervisory Board or a member of the Supervisory Board designated by the Chairman, and in his/her absence – the President of the Management Board or another person designated by the Management Board. The person opening the General Meeting shall immediately call for the election of the Chairman of the General Meeting among the persons eligible to participate in the Meeting, except for the situations when:
 - a) an Extraordinary General Meeting has been convened by shareholders representing at least half of the share capital or at least half of the votes in the Company – the Chairman of the General Meeting shall be elected by these shareholders,
 - b) the Management Board has failed to convene an Extraordinary General Meeting upon the request of shareholders representing at least one-twentieth of the share capital and the Court of Registration has authorized the requesting shareholders to convene the Meeting - the Chairman of the General Meeting shall be designated by the Court.”

4) In §7, section 5 shall be deleted and it shall be replaced by the following text of section 5:

- ”5. A shareholder has the right to submit proposals of changes and supplements to draft resolutions and to submit his/her own draft resolutions, included on the agenda of the General Meeting – up to the moment when the discussion concerning the point of the agenda including the draft resolution concerning such a proposal is closed.”

5) In §8, the following text of section 10 shall be added:

- ”10. A shareholder may vote differently on each share held.”

6) In §9, section 4 shall be deleted and it shall be replaced by the following text of section 4:

- ”4. A shareholder who proposes candidates to the Supervisory Board shall make justification available to the Company for any such proposed candidate, along with the candidate’s Curriculum Vitae, within the time which makes it possible for shareholders to familiarize themselves with that information and to adopt a resolution with adequate awareness. A member of the Supervisory Board should have appropriate education, as well as professional and life experience, should be of high moral standing and should be able to devote the necessary amount of time to his or her duties on the Board, enabling him/her to perform these duties in a proper manner.”

7) In §10, section 2 shall be deleted and it shall be replaced by the following text of section 2:

- ”2. In the minutes it shall be established that the General Meeting has been properly convened and is capable to adopt resolutions and the resolutions adopted by the Meeting shall be listed, along with the following information provided for each resolution: the number of shares representing valid votes cast, the percentage share of these shares in the share capital, the total number of valid votes cast, the number of votes “for”, “against”

and “abstaining”, and any objections submitted . A copy of the attendance list with the signatures of the participants of the General Meeting shall be enclosed with the minutes. The evidence that the General Meeting has been convened shall be enclosed by the Management Board in the Minutes Book.”

8) In §10, section 4 shall be deleted and it shall be replaced by the following text of section 4:

”4. A copy of the minutes shall be placed by the Management Board in the Minutes Book.”

9) In §10, the following text of section 7 shall be added:

”7. Within a week from the conclusion of the General Meeting, the Company shall disclose the results of voting on its website.”

10) In §11, section 2 shall be deleted and it shall be replaced by the following text of section 2:

”2. These Bylaws shall enter into force on the day of the next General Meeting, however, not before August 3, 2009.”

§2

Changes to the Bylaws of General Meetings, specified in §1, shall enter into force at the earliest on August 3, 2009 .

§3

The General Meeting shall authorize the Management Board to develop and publish the consolidated text of the Bylaws of General Meetings, incorporating the changes specified above.

§4

This resolution shall enter into force as of the date of its adoption.

RESOLUTION NO. 34

on the matter of increasing the registered capital of the Company by issuing new ordinary bearer shares of series C, in the form of a private subscription with excluded preemptive rights, addressed to the State Treasury, and introducing the respective changes into the Company's Articles of Incorporation

Based on Article 431, §1 and §2, p. 1), Article 432 and Article 433, §2 of the Commercial Companies Code, in connection with §9, p. 5) and p. 10) of the Company's Articles of Incorporation and Resolution No. 4 of the Extraordinary General Meeting of 20 February, 2008, the General Meeting resolved as follows:

§1

1. The registered capital of Grupa LOTOS S.A. shall be increased from 113.700.000 PLN (one hundred and thirteen million, seven hundred thousand zloty) to 129 873 362 PLN (one hundred and twenty-nine million, eight hundred and seventy-three thousand, three hundred and sixty-two zloty) based on the following principles:

- 1) the registered capital shall be increased by issuing 16.173.362 (in words: sixteen million, one hundred and seventy-three thousand, three hundred and sixty-two) new ordinary bearer shares of series C with the par value of 1.00 PLN (in words: one zloty) each,
 - 2) the issue price of a share of series C shall amount to 22.07 PLN (in words: twenty-two zloty 07/100),
 - 3) all shares of series C shall be offered to the shareholder, the State Treasury, in the form of a private subscription as specified in Article 431, clause 2, p. 1 of the Commercial Companies Code, while depriving other shareholders of their preemptive rights to new shares of series C,
 - 4) all shares of series C shall be intended for the State Treasury and covered in full with non-monetary contributions of the total estimated value of PLN 356,946,108.00 (In words three hundred and fifty –six million, nine hundred and forty-six thousand, one hundred and eight zloty) in the form of the following assets owned by the State Treasury:
 - a) 2,801,400 (two million, eight hundred and one thousand, four hundred) shares of the Oil and Gas Deposit Surveying and Operating Company "Petrobaltic" S.A., based in Gdańsk, with the par value of 10.00 PLN (ten zloty) each,
 - b) 375,000 (three hundred and seventy-five thousand) shares of LOTOS Czechowice S.A., based in Czechowice-Dziedzice, with the par value of 10.00 PLN (ten zloty) each,
 - c) 300,000 (three hundred thousand) shares of LOTOS Jasło S.A., based in Jasło, with the par value of 8.00 PLN (eight zloty) each,
 - 5) following full payment for the shares, Grupa LOTOS S.A. shall pay back to the State Treasury the sum of PLN 8.66 (in words: eight zloty and 66/100), resulting from the difference between the total estimated value of the non-monetary contribution and the total issue price,
 - 6) shares of series C shall participate in the dividend, to which the right shall arise, in accordance with Article 348, §2 of the Commercial Companies Code, starting from the day when the issue of shares of series C is registered by the Court of Registration.
2. The Management Board of Grupa LOTOS S.A. shall be granted the powers to:
- 1) submit to the State Treasury the offer to accept shares of series C and pay for them with the non-monetary contribution specified in clause 1, p. 4 based on the principles described herein,
 - 2) conclude, as a result of the State Treasury's acceptance of the offer, the contract on accepting the shares issued, based on the principles specified herein, no later than within two months from the date when of passing this resolution

§2

1. Having considered the Conclusion of the Management Board of Grupa LOTOS S.A., which specifies the reasons for excluding the preemptive rights of other shareholders with regard to the shares of series C and indicates the principles for the determination of the issue price, contained in the Resolutions of the Management Board Nos. 80/VI/2009 and 81/VI/2009, and based on the well understood interest of the Company, it is decided that the other shareholders' preemptive rights for shares of series C shall be entirely excluded.
2. "The Conclusion of the Management Board of the LOTOS Joint-Stock Company Group, based in Gdańsk, regarding the exclusion of the preemptive rights to shares of series C and the determination of the issue price" constitutes an attachment hereto.

§3

1. In connection with the increase in the registered capital, §4 clause 1 of the Company's Articles of Incorporation shall be subject to change, and it shall now read as follows:

"1. The registered capital amounts to 129,873,362.00 (one hundred and twenty-nine million, eight hundred and seventy-three thousand, three hundred and sixty-two) zloty and is divided into 129,873,362 (one hundred and twenty-nine million, eight hundred and seventy-three thousand, three hundred and sixty-six) shares with the par value of 1.00 (in words: one) zloty each, of which:

- 1) 78,700,000 (seventy-eight million, seven hundred thousand) ordinary registered shares of series A numbered from A-00000001 to A-78700000,
 - 2) 35,000,000 (thirty-five million) ordinary bearer shares of series B numbered from B-00000001 to B-35000000, and
 - 3) 16,173,362 (sixteen million, one hundred and seventy-three thousand, three hundred and sixty-six) ordinary bearer shares of series C numbered from C-00000001 to C-16173362."
2. The Management Board of the Company shall be entitled to apply to the Court of Registration for registering changes in the Company's Articles of Incorporation as specified in Article 431, §4 of the Commercial Companies Code.

§3

The resolution shall enter into force on the day of its adoption.

RESOLUTION NO.35

on the matter of authorizing the Management Board to take the steps required to list the shares of series C and subscription rights to shares of series C on the Warsaw Stock Exchange:

In connection with Resolution No. of the General Meeting of 30 June, 2009 on increasing the Company's registered capital by issuing new ordinary bearer shares of series C in the form of a private subscription addressed to the State Treasury with the exclusion of the preemptive rights, and on making appropriate changes to the Company's Articles of Incorporation, the General Meeting has resolved as follows:

§1

The General Meeting of Grupa LOTOS S.A. decides hereby to apply for the approval of shares of series C and subscription rights thereto for trading on the Warsaw Stock Exchange, and for listing these shares on the Warsaw Stock Exchange, as well as for the dematerialization of shares of series C and subscription rights thereto.

§ 2

The Management Board shall be granted the powers to take the steps required for listing the shares of series C and subscription rights to these shares on the Warsaw Stock Exchange, including:

- 1) submitting the respective applications and notifications to the Commission of Financial Supervision (KNF),

- 2) concluding with the National Depository of Securities a contract on the registration of the shares of series C and subscription rights to these shares in the deposit of securities maintained by the National Depository of Securities,
- 3) submitting applications for the approval of the shares of series C and subscription rights to these shares for trading on the Warsaw Stock Exchange and for listing the shares of series C and the subscription rights thereto on the Warsaw Stock Exchange.

§3

The resolution shall enter into force on the day of its adoption.

RESOLUTION NO. 36

on authorizing the Supervisory Board of Grupa LOTOS S.A. to determine the consolidated text of the Company's Articles of Incorporation

Pursuant to Article 430, § 5 of the Commercial Companies Code, and pursuant to Article 9, section 4 of the Act of 20 August 1997 on the National Court Register (consolidated text: *Journal of Laws* 2001, No. 17, item 209, as subsequently amended), the General Meeting of Shareholders of Grupa LOTOS S.A. has resolved as follows:

§ 1

In relation to the adoption on June 30, 2009 by the General Meeting of Grupa LOTOS S.A. of resolutions concerning changes in the Articles of Incorporation of the Company, the General Meeting of Grupa LOTOS S.A. shall authorize the Supervisory Board of Grupa LOTOS S.A. to determine the consolidated text of the Company's Articles of Incorporation, taking into consideration any changes made to these Articles, whether by means of a single Resolution or by several Resolutions, in accordance with the needs related to the requirement that the notification of the changes adopted on June 30, 2009 by the Ordinary General Meeting of Grupa LOTOS S.A. be submitted to the Business Register of the National Court Register.

§ 2

This resolution shall enter into force as of the date of its adoption.