

### **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 General Meetings, the General Meeting hereby appoints the Chairperson of the General Meeting.

#### Section 1

**Mr Robert Aleksander Ignatiuk** is hereby appointed as Chairperson of the Annual General Meeting.

#### Section 2

This Resolution has been adopted by secret ballot.

Number of votes cast:

- 88,269,084 votes in favour of the resolution, representing 67.96% of the share capital of Grupa LOTOS S.A.
- 6,940 votes against the resolution
- 25,067 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

### **Resolution No. 2 on approval of the financial statements of Grupa LOTOS S.A. for 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, and pursuant to Par. 9.1 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 20/VIII/2013 and Resolution of the Supervisory Board No. 71/VIII/2013, 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 2012, comprising:

- 1) the statement of comprehensive income for 2012, showing a net profit of PLN 836,431 thousand and total comprehensive income of PLN 1,218,911 thousand,
- 2) the statement of financial position as at December 31st 2012, showing total assets and total equity and liabilities of PLN 16,012,117 thousand,
- 3) the statement of cash flows for 2012, showing a net decrease in cash of PLN 240,372 thousand,
- 4) the statement of changes in equity for 2012, showing an increase in equity of PLN 1,218,911 thousand,
- 5) notes to the consolidated financial statements.

#### Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 87,584,293 votes in favour of the resolution, representing 67.44% of the share capital of Grupa LOTOS S.A.
- 683,371 votes against the resolution
- 33,427 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

### **Resolution No. 3 on approval of the Directors' Report on the operations of Grupa LOTOS S.A. in 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, and pursuant to Par. 9.1 of the Company's Articles of Association, and having considered Resolution of the Management

Board No. 21/VIII/2013 and Resolution of the Supervisory Board No. 72/VIII/2013, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. hereby approves the Directors' Report on the operations of Grupa LOTOS S.A. in 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 87,584,293 votes in favour of the resolution, representing 67.44% of the share capital of Grupa LOTOS S.A.
- 691,731 votes against the resolution
- 25,067 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

***At this point Mr. Bogdan Kamola, a shareholder, submitted a dissenting opinion with respect to the above resolution.***

**Resolution No. 4 on approval of the consolidated financial statements of the LOTOS Group for 2012**

Acting pursuant to Art. 395.5 of the Commercial Companies Code and Par. 9.1 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 22/VIII/2013 and Resolution of the Supervisory Board No. 73/VIII/2013, 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 2012, comprising:

- 6) the consolidated statement of comprehensive income for 2012, showing a net profit of PLN 922,970 thousand and total comprehensive income of PLN 1,280,238 thousand,
- 7) the consolidated statement of financial position as at December 31st 2012, showing total assets and total equity and liabilities of PLN 20,056,379 thousand,
- 8) the consolidated statement of cash flows for 2012, showing a net decrease in cash of PLN 402,207 thousand,
- 9) the consolidated statement of changes in equity for 2012, showing an increase in equity of PLN 1,280,056 thousand,
- 10) notes to the consolidated financial statements.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 87,584,293 votes in favour of the resolution, representing 67.44% of the share capital of Grupa LOTOS S.A.
- 691,731 votes against the resolution
- 25,067 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**Resolution No. 5 on approval of the Directors' Report on the operations of the LOTOS Group in 2012**

Acting pursuant to Art. 395.5 of the Commercial Companies Code and Par. 9.1 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 23/VIII/2013 and Resolution of the Supervisory Board No. 74/VIII/2013, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. hereby approves the Directors' Report on the operations of the LOTOS Group in 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 87,584,293 votes in favour of the resolution, representing 67.44% of the share capital of Grupa LOTOS S.A.
- 683,371 votes against the resolution
- 33,427 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**Resolution No. 6 on distribution of the 2012 net profit of Grupa LOTOS S.A.**

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Par. 9.3 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 39/VIII/2013 and Resolution of the Supervisory Board No. 88/VIII/2013, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The 2012 net profit of Grupa LOTOS S.A. of **PLN 836,431,320.89** (eight hundred and thirty-six million, four hundred and thirty-one thousand, three hundred and twenty złoty, 89/100) shall be allocated as follows:

- PLN 834,931,320.89 (eight hundred and thirty-four million, nine hundred and thirty-one thousand, three hundred and twenty złoty, 89/100) shall be transferred to statutory reserve funds,
- PLN 1,500,000.00 (one million and five hundred thousand złoty) shall be transferred to the Special Account to finance corporate social responsibility (CSR) projects.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,975 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,427 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**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 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 78/VIII/2013, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. 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 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**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 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 79/VIII/2013, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. 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 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**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 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 80/VIII/2013, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. 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 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091  
Total number of validly voted shares: 88,301,091

**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 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 81/VIII/2013, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. 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 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091  
Total number of validly voted shares: 88,301,091

**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 June 28th to December 31st 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 82/VIII/2013, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. 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 June 28th to December 31st 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091  
Total number of validly voted shares: 88,301,091

**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 2011**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 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 of Grupa LOTOS S.A. 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 2012.

#### Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

### **Resolution No. 13 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 February 29th to December 31st 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 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 of Grupa LOTOS S.A. hereby approves the performance of duties by Mr **Marcin Majeranowski**, Member and – from March 8th to December 31st 2012 – Deputy Chairman of the Supervisory Board of Grupa LOTOS S.A., in the period from February 29th to December 31st 2012.

#### Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

### **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 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 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 of Grupa LOTOS S.A. hereby approves 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 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**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 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 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 of Grupa LOTOS S.A. 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 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**Resolution No. 16 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 February 29th to December 31st 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 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 of Grupa LOTOS S.A. hereby approves the performance of duties by Ms **Agnieszka Trzaskalska**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from February 29th to December 31st 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,625 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**Resolution No. 17 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 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 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 of Grupa LOTOS S.A. 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 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,179,685 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,689 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,294,151

Total number of validly voted shares: 88,294,151

**Resolution No. 18 on approval of the performance of duties by Mr Leszek Starosta, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to February 29th 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 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 of Grupa LOTOS S.A. hereby approves the performance of duties by **Mr Leszek Starosta**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to February 29th 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,603 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,711 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091



**Resolution No. 19 on approval of the performance of duties by Mr Rafał Wardziński, Deputy Chairman of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to January 27th 2012**

Acting pursuant to Art. 393.1 and Art. 395.2.3 of the Commercial Companies Code, and pursuant to Par. 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 of Grupa LOTOS S.A. hereby approves the performance of duties by **Mr Rafał Wardziński**, Deputy Chairman of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to January 27th 2012.

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 88,186,603 votes in favour of the resolution, representing 67.90% of the share capital of Grupa LOTOS S.A.
- 80,711 votes against the resolution
- 33,777 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**Resolution No. 20 on granting of annual bonus for 2012 to Mr Paweł Olechnowicz, President of the Company's Management Board**

Pursuant to the provisions of the Act on Remunerating Persons Who Manage Certain Legal Entities, dated March 3rd 2000, (Dz. U. of 2000, No. 26, item 306, as amended) and Par. 13.2.13 of the Company's Articles of Association, acting on the motion of the Supervisory Board set out in Resolution No. 92/VIII/2013 of May 23rd 2013, in appreciation of:

- substantial improvement in the Company's financial performance in 2012,
- strengthening of the Company's position on the market and in the industry,
- effective execution of the development programme despite difficult market conditions caused by the economic slowdown (the implementation of the Optimal Expansion Programme in 2012 generated a financial effect of PLN 446m),
- timely payment of public charges,

the Annual General Meeting hereby resolves as follows:

Section 1

Paweł Olechnowicz, President of the Management Board of Grupa LOTOS S.A., is hereby granted an annual bonus for 2012 of **PLN 62,182.44** (sixty-two thousand, one hundred and eighty-two złoty, 44/100).

Section 2

This Resolution shall become effective as of its date.

Number of votes cast:

- 83,920,261 votes in favour of the resolution, representing 64.62% of the share capital of Grupa LOTOS S.A.
- 4,355,763 votes against the resolution
- 25,067 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091

**Resolution No. 21 on approval of the sale of organised parts of Grupa LOTOS S.A.'s business, in the form of the fuel depot in Piotrków Trybunalski and the fuel depot in Rypin**

Acting pursuant to Art. 393.3 of the Commercial Companies Code and Par. 9.7 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 42/VIII/2013 and Resolution of the Supervisory Board No. 94/VIII/2013, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

**Section 1**

In line with the Management Board's proposal set forth in Resolution No. 42/VIII/2013 of May 16th 2013, the General Meeting of Grupa LOTOS S.A. hereby approves the sale of organised parts of Grupa LOTOS S.A.'s business, consisting in warehousing and storage of liquid fuels in owned tanks, i.e. the fuel depots located in:

- a) Piotrków Trybunalski, at ul. Przemysłowa 41-45, for a price not lower than **PLN 5,790,000.00** (five million, seven hundred and ninety thousand złoty),
- b) Rypin, at ul. Dworcowa 27, for a price not lower than **PLN 7,850,000.00** (seven million, eight hundred and fifty thousand złoty).

to LOTOS Czechowice S.A.

**Section 2**

This Resolution shall become effective as of its date.

Number of votes cast:

- 73,706,372 votes in favour of the resolution, representing 56.75% of the share capital of Grupa LOTOS S.A.
- 10,715,983 votes against the resolution
- 3,878,736 abstaining votes

Total number of valid votes: 88,301,091

Total number of validly voted shares: 88,301,091