

Acting pursuant to Article 399.1 of the Commercial Companies Code and Sections 8.1, 8.2, 8.3, 8.4 and 8.7 of the Company's Articles of Association, the Management Board of Grupa LOTOS S.A. having its registered office in Gdańsk, entered into the Register of Entrepreneurs kept by the District Court for Gdańsk - Północ in Gdańsk, 7th Commercial Division of the National Court Register under the KRS number 0000106150, share capital of PLN 129,873,362 (fully paid up), tax identification number NIP: 583-000-09-60, hereby convenes the Annual General Meeting of Grupa LOTOS S.A. to be held at **11.00 am on June 30th, 2014** in the Company's registered office at Elbląska Street 135.

Agenda:

1. Opening of the Meeting.
2. Election of the Chairperson.
3. Confirmation that the Meeting has been properly convened and has the capacity to adopt resolutions.
4. Approval of the agenda.
5. Review of Grupa LOTOS S.A.'s financial statements for 2013 and of the Directors' Report on the operations of Grupa LOTOS S.A. in 2013.
6. Review of the Grupa LOTOS S.A. Capital Group's consolidated financial statements for 2013 and of the Report on the Grupa LOTOS S.A. Capital Group's operations in 2013.
7. Review of the Supervisory Board's reports for 2013.
8. Approval of Grupa LOTOS S.A.'s financial statements for 2013 and of the Directors' Report on the operations of Grupa LOTOS S.A. in 2013.
9. Approval of the Grupa LOTOS S.A. Capital Group's consolidated financial statements for 2013 and of the Report on the Grupa LOTOS S.A. Capital Group's operations in 2013.
10. Coverage of the Company's net loss for 2013.
11. Approval of the performance of duties by members of the Company's Management Board for the period from January 1st, 2013 to December 31st, 2013.
12. Approval of the performance of duties by members of the Company's Supervisory Board for the period from January 1st, 2013 to December 31st, 2013.
13. Granting consent to purchase of land properties for implementation of future investment projects.
14. Granting of a jubilee award to the President of the Management Board.
15. Determination of the Number of Supervisory Board Members for the 9th term of office.
16. Appointment of the Supervisory Board for the 9th term of office.
17. Closing of the Meeting.

1. GENERAL INFORMATION

Shareholder's right to request that certain items be placed on the agenda of the General Meeting

A shareholder or shareholders representing at least 1/20 of the Company's share capital may request that certain items be placed on the agenda of the General Meeting. Any such request should be submitted to the Company's Management Board no later than 21 days prior to the date of the General Meeting, i.e. by June 9th 2014. The request should be in the Polish language and should be sent to the Company in writing, or in the electronic form to the following e-mail address: wz@grupalotos.pl. It should contain grounds or a draft resolution concerning the proposed agenda item.

The request should be submitted along with the attached copies of documents confirming the entitlement of the shareholder or the proxy to participate in the Meeting.

Shareholder's right to propose draft resolutions concerning items which have been or are to be placed on the agenda prior to the General Meeting

A shareholder or shareholders representing at least 1/20 of the Company's share capital may, before a General Meeting, submit in writing at the Company's registered office, or in the electronic form to the e-mail address wz@grupalotos.pl, draft resolutions concerning items which have been or are to be placed on the agenda of the General Meeting. Any such draft resolutions should be in the Polish language in the form of a PDF file or in another format readable by MS Word. The Company shall promptly publish draft resolutions on its website. The request should be submitted along with the attached copies of documents confirming the entitlement of the shareholder or the proxy (if submitted by a proxy) to participate in the Meeting.

Shareholder's right to propose draft resolutions concerning items placed on the agenda during a General Meeting

During a Company's General Meeting, each shareholder may submit draft resolutions concerning items placed on the agenda. Such draft resolutions should be in the Polish language.

Exercise of voting rights by proxy

A shareholder being a natural person may participate in the General Meeting and exercise voting rights in person or by proxy. A shareholder who is not a natural person may participate in the General Meeting and exercise voting rights through a person authorised to make declarations of will on its behalf or through a proxy.

On pain of nullity, a power of proxy should be granted either in writing and attached to the minutes of the General Meeting, or in the electronic form.

A power of proxy in the electronic form does not require a secure electronic signature verified with a valid qualified certificate.

A form of the power of proxy, provided at the end of this notice, and a proxy voting form will be available on the Company's website.

A shareholder should notify the Company of granting a power of proxy in electronic form by sending an e-mail to the following e-mail address: wz@grupalotos.pl; in doing so, the shareholder should take all due care to facilitate the validation of the power of proxy. Information on the granting of a power of proxy should contain details of the proxy and of the appointing shareholder (including first name, surname, Personal Identification Number (PESEL), if applicable, registered address and address of residence, telephone number and e-mail, and – in the case of legal persons and other organisations – registered address, number in the relevant register and name of the registrar). Information on the granting of a power of proxy should also provide details on the scope of the power, i.e. it should specify the number of shares in respect of which voting rights will be exercised and the name of the Company.

A power of proxy in electronic form should be prepared as a separate document and signed by a shareholder or a person/persons authorised to represent a shareholder; the scanned version of the power of proxy should be sent as an attachment in the PDF format to the following e-mail address: wz@grupalotos.pl.

Along with the power of proxy in the electronic form, it is obligatory to send copies of documents confirming the shareholder's entitlement to participate in the General Meeting, as well as documents confirming the right of the person who signed the power of proxy to

represent a shareholder who is not a natural person (an up-to-date official copy of the entry in the relevant register).

The Company will take appropriate steps to confirm the identity of a shareholder and proxy, in order to verify the validity of the powers of proxy given in the electronic form. In particular, the validation procedure may involve enquiring the shareholder or the proxy by e-mail or by phone whether the power of proxy has indeed been granted and whether its scope is as declared. In such a case, the Company reserves the right to treat a lack of reply to any questions asked for verification purposes as inability to confirm the validity of the power of proxy, which will be a sufficient basis to refuse admission of the proxy to the Annual General Meeting. On arrival at the Meeting and prior to signing the attendance list, the proxy should present the original of the identity document specified in the power of proxy in order to confirm his or her identity.

The right to represent a shareholder who is not a natural person should be documented by an official copy of the entry in the relevant register or, if applicable, by a series of powers of proxy, in each case to be presented on drawing up the attendance list. A person/persons granting a power of proxy on behalf of a shareholder who is not a natural person should be indicated in a valid excerpt from a register or other documents relevant to a given shareholder. While at the General Meeting, all shareholders and proxies should carry a valid identity document.

Members of the Company's Management Board and Company employees may act as proxies of shareholders at the General Meeting.

If a person acting as a proxy is a Management Board member, a Supervisory Board member, a liquidator, an employee of the Company, or a member of the governing bodies or an employee of the Company's subsidiary, the relevant power of proxy may authorise such person to represent the shareholder at one General Meeting only. The proxy is obliged to disclose to the shareholder any circumstances leading to any actual or potential conflict of interests and may vote exclusively in line with the voting instructions issued by the appointing shareholder. Granting further powers of proxy is not permitted.

Use of electronic communication

The Company's Articles of Association and the Rules of Procedure for General Meetings do not provide for the possibility to:

- a) participate in General Meetings by means of electronic communication,
- b) take the floor during General Meetings by means of electronic communication,
- c) exercise voting rights by postal ballot or by means of electronic communication.

Record date for participation in the General Meeting

The record date for participation in the General Meeting is a date falling 16 days prior to the Meeting, that is June 14th, 2014J("Record Date").

Right to participate in the General Meeting

Only persons who are the Company's shareholders on the Record Date are entitled to participate in the General Meeting.

Holders of rights under registered shares or provisional certificates (świadcstwa tymczasowe) as well as pledgees and usufructuaries holding voting rights are entitled to participate in the General Meeting, provided that they are entered in the Share Register on the Record Date.

At the request of a holder of rights under the Company bearer shares in book-entry form, made no earlier than after the date of the notice of the General Meeting (i.e. June 4th 2014), and no later than on the first day following the Record Date (i.e. June 16th 2014), the entity keeping the securities account shall issue a certificate to such holder's name confirming its entitlement to participate in the General Meeting.

A list of shareholders entitled to participate in the General Meeting will be displayed at the Company's registered office three weekdays prior to the General Meeting.

The Company's shareholders may request that the list of shareholders eligible to participate in the General Meeting be delivered to them free of charge via electronic mail, and provide an e-mail address to which the list should be delivered.

Magnetic cards will be used for voting at the General Meeting. Persons entitled to participate in the General Meeting are requested to register and collect the magnetic cards in front of the room where the Meeting is to be held half an hour before the Meeting commences.

Access to documents

In compliance with Art. 402³.1 of the Commercial Companies Code, all the documentation which is to be presented to the General Meeting, along with the draft resolutions, will be available on the Company's website from the date of the notice convening the General Meeting.

The Management Board's or Supervisory Board's comments concerning the items which have been or will be placed on the agenda prior to the General Meeting, will be posted on the Company's website as soon as they are available.

For further information on the General Meeting, see the Company's website at:
www.lotos.pl

Management Board of Grupa LOTOS S.A.

Power of Attorney - Form

[place, date]

POWER OF ATTORNEY

I, [first name and surname], holder of identity card No. [document number] / [name of legal person, No. in the National Court Register (KRS)] hereby grant a power of proxy to Mr./Ms. [first name and surname], holder of identity card No. [document number], to participate in the Annual General Meeting which is to be held on June 30th 2014 and to exercise the voting rights attached to the Grupa LOTOS shares held by me/ held by [name of legal person].