

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: election of the Chairperson of the Annual General Meeting**

Acting pursuant to Article 409.1 of the Commercial Companies Code and Section 5 of the Rules of Procedure for General Meetings, the General Meeting hereby elects the Chairperson of the General Meeting.

Section 1

Mr./Ms. ... is hereby appointed Chairperson of the Annual General Meeting.

Section 2

The resolution has been adopted by secret ballot.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: approval of the financial statements of Grupa LOTOS S.A. for 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 1 of the Commercial Companies Code, and pursuant to Section 9.2 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 12/VIII/2014 and Resolution of the Supervisory Board No. 112/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting approves of the financial statements of Grupa LOTOS S.A. for 2013, comprising:

- 1) the statement of comprehensive income for 2013, showing a net loss of PLN 14,774 thousand and total comprehensive income of PLN 83,242 thousand,
- 2) the statement of financial position as on December 31<sup>st</sup>, 2013, showing total assets and total equity and liabilities of PLN 15,559.412 thousand,
- 3) the statement of cash flows for 2013, showing a net increase in cash of PLN 186,122 thousand,
- 4) the statement of changes in equity for 2013, showing an increase in equity of PLN 83,242 thousand,
- 5) additional information and explanations.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: approval of the Directors' Report on the operations of Grupa LOTOS S.A. in 2013.**

Acting pursuant to Article 393.1 and Art. 395.2 point 1 of the Commercial Companies Code, and pursuant to Section 9.1 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 13/VIII/2014 and Resolution of the Supervisory Board No. 113/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting approves of the Directors' Report on the operations of Grupa LOTOS S.A. in 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: approval of the consolidated financial statements of the Grupa LOTOS S.A. Capital Group for 2013**

Acting pursuant to Article 393.5 of the Commercial Companies Code, and pursuant to Section 9.1 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 14/VIII/2014 and Resolution of the Supervisory Board No. 114/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting approves of the consolidated financial statements of the Grupa LOTOS S.A. Capital Group for 2013, comprising:

- 1) the consolidated statement of comprehensive income for 2013, showing a net profit of PLN 39.428 thousand and total comprehensive income of PLN 123.450 thousand,
- 2) the consolidated statement of financial position as on December 31<sup>st</sup>, 2013, showing total assets and total equity and liabilities of PLN 20,299,617 thousand,
- 3) the consolidated statement of cash flows for 2013, showing a net increase in cash of PLN 245.427 thousand,
- 4) the consolidated statement of changes in equity for 2013, showing an increase in equity of PLN 123,172 thousand,
- 5) additional information and explanations.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: approval of the Report on the Operations of the Grupa LOTOS S.A.**  
**Capital Group in 2013**

Acting pursuant to Article 393.5 of the Commercial Companies Code, and pursuant to Section 9.1 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 15/VIII/2014 and Resolution of the Supervisory Board No. 115/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting approves of the Report on Operations of the Grupa LOTOS Capital Group in 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: coverage of the net loss of Grupa LOTOS S.A. for 2013**

Acting pursuant to Article 393.2 point 2 of the Commercial Companies Code, and pursuant to Section 9.3 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 34/VIII/2014 and Resolution of the Supervisory Board No. 116/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting decides to cover the net loss of Grupa LOTOS S.A. for 2013 amounting to PLN **14,774,128.10** (in words: fourteen million seven hundred seventy four thousand one hundred and twenty eight zloty 10/100) in whole from the Company's supplementary capital.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect of the performance of duties  
by Mr. Paweł Olechnowicz, President of the Management Board  
of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013  
to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 120/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting grants discharge in respect of the performance of duties by Mr. **Paweł Olechnowicz**, President of the Management Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect 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 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 121/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting grants discharge in respect 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 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.



**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect 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 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 122/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting grants discharge in respect 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 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect 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 1<sup>st</sup>, 2013  
to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 123/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting grants discharge in respect 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 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect of the performance of duties by Mr. Zbigniew Paszkowicz, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 9.2 of the Company's Articles of Association, and having considered Resolution of the Supervisory Board No. 124/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting grants discharge in respect of the performance of duties by Mr. **Zbigniew Paszkowicz**, Vice-President of the Management Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect of the performance of duties  
by Mr. Wiesław Skwarko, Chairman of the Supervisory Board  
of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013  
to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 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 grants discharge in respect of the performance of duties by Mr. **Wiesław Skwarko**, Chairman of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect of the performance of duties  
by Mr. Marcin Majeranowski, Vice-Chairman of the Supervisory  
Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013  
to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 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 grants discharge in respect of the performance of duties by Mr. **Marcin Majeranowski**, Vice-Chairman of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect of the performance of duties  
by Mr. Oskar Pawłowski, Secretary of the Supervisory Board  
of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013  
to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 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 grants discharge in respect of the performance of duties by Mr. **Oskar Pawłowski**, Secretary of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect of the performance of duties by Ms. Małgorzata Hirszel, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 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 grants discharge in respect of the performance of duties by Ms. Małgorzata Hirszel, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

**Section 2**

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect of the performance of duties  
by Ms. Agnieszka Trzaskalska, Member of the Supervisory Board  
of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013  
to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 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 grants discharge in respect of the performance of duties by Ms. **Agnieszka Trzaskalska**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.



**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting discharge in respect of the performance of duties  
by Mr. Michał Rumiński, Member of the Supervisory Board  
of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013  
to December 31<sup>st</sup>, 2013**

Acting pursuant to Article 393.1 and Article 395.2 point 3 of the Commercial Companies Code, and pursuant to Section 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 grants discharge in respect of the performance of duties by Mr. **Michał Rumiński**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1<sup>st</sup>, 2013 to December 31<sup>st</sup>, 2013.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting consent to purchase of properties for implementation of  
future investment projects**

Acting pursuant to Article 393.4 of the Commercial Companies Code, and pursuant to Section 9.8 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 48/VIII/2014 and Resolution of the Supervisory Board No. 132/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

The General Meeting grants its consent to purchase by Grupa LOTOS S.A. of land properties situated in Gdańsk, within precinct 300S, of the total area of approx. 12.9 hectares, i.e.:

- a) undeveloped plot of land no. 147/1 for which the District Court Gdańsk-Północ keeps a land and mortgage register KW GD1G/00082692/8,
- b) plot of land no. 147/2, with a residential building and utility buildings located thereon, for which the District Court Gdańsk-Północ keeps a land and mortgage register KW GD1G/00016287/3,
- c) undeveloped plot of land no. 148/2 for which the District Court Gdańsk-Północ keeps a land and mortgage register KW GD1G/00083468/6,
- d) undeveloped plot of land no. 148/3 for which the District Court Gdańsk-Północ keeps a land and mortgage register KW GD1G/00015267/0,
- e) undeveloped plot of land no. 149/1 for which the District Court Gdańsk-Północ keeps a land and mortgage register KW GD1G/00015641/6,
- f) undeveloped plot of land no. 149/2 for which the District Court Gdańsk-Północ keeps a land and mortgage register KW GD1G/00086637/3,
- g) plot of land no. 151, with a residential building and utility buildings located thereon, for which the District Court Gdańsk-Północ keeps a land and mortgage register KW GD1G/00015636/8,

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: expressing consent to increase of the real property purchase costs**

Acting pursuant to Article 393.4 of the Commercial Companies Code, and pursuant to Section 9.8 of the Company's Articles of Association, and having considered Resolution of the Management Board No. 48/VIII/2014 and Resolution of the Supervisory Board No. 132/VIII/2014, the General Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Section 1

1. The General Meeting hereby expresses its consent to the increase of cost of purchase by the Company of the land properties referred to in Resolution of the Annual General Meeting of Grupa LOTOS S.A. No. .... of June 30<sup>th</sup>, 2014.
2. Total cost of the land properties referred to above shall not exceed the amount of PLN 17.5 m (in words: seventeen million and five hundred thousand zloty) net.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: granting of a jubilee award to Paweł Olechnowicz, President of the Management Board**

Acting pursuant to Article 5.2 of the Act on Remuneration for Management Staff of Certain Legal Entities of March 3<sup>rd</sup>, 2000 (Journal of Laws of 2000, No. 26, point 306, as amended), and Section 3.1 point 1 and Section 2.2 point 1d of the Regulation of the President of the Council of Ministers of January 21<sup>st</sup>, 2003, which provides a detailed list of additional benefits that can be granted to the managers of certain legal entities and the procedure for granting them (Journal of Laws of 2003 No. 14 point 139), the General Meeting, at the request of the Supervisory Board expressed in the Resolution No. 103/VIII/2013 dated September 24<sup>th</sup>, 2013, resolves as follows:

Section 1

The General Meeting grants a jubilee award of **PLN 41,454.96** (in words: forty one thousand four hundred and fifty four zloty, 96/100) to Mr. Paweł Olechnowicz, President of the Management Board for 35 years of work.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: determination of the Number of Supervisory Board Members for  
the ninth term of office**

Acting pursuant to Article 385.1 of the Commercial Companies Code and Section 11.1 of the Company's Articles of Association, and Section 9.1 of the Rules of Procedure for General Meetings, the General Meeting hereby resolves as follows:

Section 1

The General Meeting has decided that the Supervisory Board for the ninth term of office will be composed of ..... members.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: appointment of the Chairperson of the Supervisory Board  
of Grupa LOTOS S.A.**

Acting pursuant to Article 385.1 of the Commercial Companies Code and Sections 9.4, 11.2 and 11.4 of the Company's Articles of Association, the General Meeting hereby resolves as follows:

Section 1

The General Meeting appoints Mr./ Ms.....to the Supervisory Board of Grupa LOTOS S.A. for the ninth joint term of office and entrusts him/ her with the function of the Supervisory Board Chairperson.

Section 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ....**  
**OF THE ANNUAL GENERAL MEETING of Grupa LOTOS S.A.**  
**of June 30<sup>th</sup>, 2014**

**concerning: appointment of the Member of the Supervisory Board of Grupa LOTOS S.A.**

Acting pursuant to Article 385.1 of the Commercial Companies Code and Sections 9.4 and 11.2 of the Company's Articles of Association, the General Meeting hereby resolves as follows:

Section 1

The General Meeting appoints Mr./ Ms.....to the Supervisory Board of Grupa LOTOS S.A. for the joint ninth term of office.

Section 2

This Resolution shall become effective as of its date.