

RESOLUTION NO.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
of Grupa LOTOS S.A.,
dated June 28th 2010

concerning : Election of Chair for the Annual General Shareholders Meeting

Acting pursuant to Art. 409.1 of the Commercial Companies Code and Par. 5 of the Rules for General Shareholders Meetings, the General Shareholders Meeting hereby elects the Chair of the General Shareholders Meeting.

Par. 1

Mr/Ms is hereby appointed as the Chair of the Annual General Shareholders Meeting.

Par. 2

This Resolution was adopted in an open vote.

RESOLUTION NO.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF Grupa LOTOS S.A.,
dated June 28th 2010

concerning: Approval of the Company's financial statements for the year ended December 31st 2009

Acting pursuant to Art. 393.1 and Art. 395.2.1 of the Commercial Companies Code, and Par. 9.1 of the Company's Articles of Association, and having considered Resolution No. 48/VII/2010 of the Management Board and Resolution No. 85/VII/2010 of the Supervisory Board, the General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The General Shareholders Meeting approves the Company's financial statements for the year ended December 31st 2009, comprising:

- 1) balance sheet as at December 31st 2009, showing total assets and total equity and liabilities of PLN 12,396,184 thousand,
- 2) income statement for the period from January 1st to December 31st 2009, showing a net profit of PLN 591,327 thousand,
- 3) statement of changes in equity for the period from January 1st to December 31st 2009, showing an increase in equity of PLN 947,897 thousand,
- 4) cash-flow statement for the period from January 1st to December 31st 2009, showing a net decrease in cash of PLN 309,495 thousand,
- 5) notes to the financial statements.

Par. 2

This Resolution shall become effective as of its date.

RESOLUTION NO.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
of Grupa LOTOS S.A.,
dated June 28th 2010

**concerning : Approval of the Directors' Report on the Operations of the
Company for year ended December 31st 2009**

Acting pursuant to Art. 393.1 and Art. 395.2.1 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. 49/VII/2010 and Resolution of the Supervisory Board No. 86/VII/2010, the General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The General Shareholders Meeting approves the Directors' Report on the Operations of the Company for the year ended December 31st 2009.

Par. 2

This Resolution shall become effective as of its date.

RESOLUTION NO.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF Grupa LOTOS S.A.,
dated June 28th 2010

concerning : Approval of the consolidated financial statements of the LOTOS Group for the year ended December 31st 2009

Acting pursuant to 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. 50/VII/2010 and Resolution of the Supervisory Board No. 87/VII/2010, the General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The General Shareholders Meeting approves the consolidated financial statements of the LOTOS Group for the year ended December 31st 2009, comprising:

- 1) consolidated balance sheet as at December 31st 2009, showing total assets and total equity and liabilities of PLN 15,062,506 thousand,
- 2) consolidated income statement for the period from January 1st to December 31st 2009, showing a net profit of PLN 911,812 thousand,
- 3) consolidated statement of changes in equity for the period from January 1st to December 31st 2009, showing an increase in equity of PLN 913,702 thousand,
- 4) consolidated cash-flow statement for the period from January 1st to December 31st 2009, showing a net decrease in cash of PLN 486,988 thousand,
- 5) notes to the consolidated financial statements.

Par. 2

This Resolution shall become effective as of its date.

RESOLUTION NO.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
of Grupa LOTOS S.A.,
dated June 28th 2010

concerning: Approval of the Directors' Report on the Operations of the LOTOS Group for year ended December 31st 2009

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. 51/VII/2010 and Resolution of the Supervisory Board No. 88/VII/2010, the General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The General Shareholders Meeting approves the Directors' Report on the Operations of the LOTOS Group for the year ended December 31st 2009.

Par. 2

This Resolution shall become effective as of its date.

RESOLUTION NO.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING of Grupa LOTOS S.A.,
dated June 28th 2010

**concerning: distribution of the Company's net profit for the year ended
December 31st 2009**

Acting pursuant to Art. 395.2.2 of the Polish Commercial Companies Code and Par. 9.3 of the Company's Articles of Association, having read Resolution No. 61/VII/2010 of the Management Board and Resolution No. 89/VII/2010 of the Supervisory Board, the General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Company's net profit for the year ended December 31st 2009, totalling PLN **591,327,135.48** (five hundred and ninety-one million, three hundred and twenty-seven thousand, one hundred and thirty-five zloty, 48/100) shall be allocated as follows:

- 1) PLN 590,327,135.48 (five hundred and ninety million, three hundred and twenty-seven thousand, one hundred and thirty-five zloty, 48/100) shall be transferred to the Company's statutory reserve funds,
- 2) PLN 1,000,000.00 (one million zloty) shall be transferred to Grupa LOTOS S.A.'s Special Account financing corporate social responsibility (CSR) projects.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of 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 2009**

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 Supervisory Board's Resolution No. 93/VII/2010, the Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders 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 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of 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 2009**

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 Supervisory Board's Resolution No. 94/VII/2010, the Annual General Shareholders Meeting of Grupa LOTOS S.A., hereby resolves as follows:

Par. 1

The Annual General Shareholders 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 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of 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 2009**

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 Supervisory Board's Resolution No. 95/VII/2010, the Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders 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 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of performance of duties by
Mr Maciej Szozda, Vice-President of the Management Board of
Grupa LOTOS S.A., in the period from June 25th to December 31st
2009**

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 Supervisory Board's Resolution No. 96/VII/2010, the Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders 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 June 25th to December 31st 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of 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 2009**

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 Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders 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 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of performance of duties by
Mr Leszek Starosta, Deputy Chairman of the Supervisory Board of
Grupa LOTOS S.A., in the period from January 1st to December
31st 2009**

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 Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby approves the performance of duties by **Mr Leszek Starosta**, Deputy Chairman of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of performance of duties by
Mr Mariusz Obszyński, Secretary of the Supervisory Board of
Grupa LOTOS S.A., in the period from January 1st to December
31st 2009**

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 Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby approves the performance of duties by **Mr Mariusz Obszyński**, Secretary of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of performance of duties by
Mr Radosław Barszcz, Member of the Supervisory Board of Grupa
LOTOS S.A., in the period from January 1st to December 31st 2009**

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 Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby approves the performance of duties by **Mr Radosław Barszcz**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of 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 2009**

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 Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders 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 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

concerning: Granting discharge in respect of performance of duties by Mr Jan Stefanowicz, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2009

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 Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby approves the performance of duties by **Mr Jan Stefanowicz**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to December 31st 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

concerning: Granting discharge in respect of performance of duties by Mr Piotr Chajderowski, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to March 10th 2009

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 Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby approves the performance of duties by **Mr Piotr Chajderowski**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from January 1st to March 10th 2009.

Par. 2

This Resolution shall become effective as of its date.

**RESOLUTION NO. ...
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF
GRUPA LOTOS S.A.,
dated June 28th 2010**

**concerning: Granting discharge in respect of performance of duties by
Mr Ireneusz Fafara, Member of the Supervisory Board of Grupa
LOTOS S.A., in the period from April 27th to December 31st 2009**

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 Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

The Annual General Shareholders Meeting of Grupa LOTOS S.A. hereby approves the performance of duties by **Mr Ireneusz Fafara**, Member of the Supervisory Board of Grupa LOTOS S.A., in the period from April 27th to December 31st 2009.

Par. 2

This Resolution shall become effective as of its date.

RESOLUTION
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING
OF GRUPA LOTOS S.A. NO.

dated June 28th 2010

concerning: Grant of annual bonus for 2009 to Paweł Olechnowicz, President of the Company's Management Board

By reference to the provisions of Art. 10.2 of the Act of Remunerating the Management Staff of Certain Legal Entities, dated March 3rd 2000 (Dz.U. of 2000, No. 26, item 306, as amended), in conjunction with Par. 4.3 of the Minister of State Treasury's Regulation concerning Detailed Rules and Procedure for Granting Annual Bonuses to the Management Staff of Certain Legal Entities, dated March 12th 2001 (Dz.U. of 2001, No. 22, item 259, as amended), and Par. 13.2.12 of the Company's Articles of Association, in appreciation of Paweł Olechnowicz's contribution to Grupa LOTOS S.A. achieving positive results in 2009, strengthening its market and sector positions, as well as:

- implementation of the package of Anti-Crisis Measures,
- effective implementation of the corporate restructuring programme and the development programme (10+ Programme),
- keeping the average annualised monthly remuneration growth ratio within the applicable limits, and
- timely payment of public charges,

considering the Supervisory Board's motion expressed in Resolution No. 99/VII/2010 of May 27th 2010, the General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

Paweł Olechnowicz, President of the Company's Management Board, is hereby granted an annual bonus of **PLN 48,572.00** (forty-eight thousand, five hundred and seventy-two złoty, 0/100) for 2009.

Par. 2

This Resolution shall become effective as of its date.

RESOLUTION NO.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING OF Grupa LOTOS S.A.,
dated June 28th 2010

**concerning: determination of the number of Members of the Supervisory Board
of the seventh term of office**

Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code and Par. 11.2 of the Company's Articles of Association, the General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

For the remaining period of the joint seventh term of office, the Supervisory Board shall be composed of members.

Par. 2

Resolution No. 34 of the General Shareholders Meeting of June 30th 2008 shall be repealed.

Par. 3

This Resolution shall become effective as of its date.

RESOLUTION No.
OF THE ANNUAL GENERAL SHAREHOLDERS MEETING of Grupa LOTOS S.A.,
dated June 28th 2010

concerning: appointment of Member of the Supervisory Board

Acting pursuant to Art. 385.1 of the Polish Commercial Companies Code as well as Par. 9.4 and Par. 11.2 of the Company's Articles of Association, the General Shareholders Meeting of Grupa LOTOS S.A. hereby resolves as follows:

Par. 1

Mr/Ms shall be appointed to serve on the Supervisory Board of Grupa LOTOS S.A. for the remaining period of the joint seventh term of office.

Par. 2

This Resolution shall become effective as of its date.