

RESOLUTION NO.
OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
of Grupa LOTOS S.A.
dated December 17th 2009

on: election of the Chairperson of the Extraordinary General Shareholders Meeting

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

Par. 1

Mr/Ms is hereby appointed as Chairperson of the Extraordinary General Shareholders Meeting

Par. 2

This Resolution has been adopted in a secret ballot.

RESOLUTION NO.
OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
of Grupa LOTOS S.A.
dated December 17th 2009

on: determination of the amount of monthly remuneration for the President of the Management Board of Grupa LOTOS S.A.

Acting pursuant to the Act on Remunerating Persons Who Manage Certain Legal Entities of March 3rd 2000 (Dz.U.2000.26.306, as amended), the General Shareholders Meeting of Grupa LOTOS S.A., having considered the Supervisory Board's Resolution No. 63/VII/2009 of November 13th 2009, hereby resolves as follows:

Par. 1

1. The monthly remuneration for the President of the Management Board of Grupa LOTOS S.A. is hereby set at six times the average monthly remuneration in the enterprise sector, net of bonuses paid out from profit in the fourth quarter of the preceding year, as announced by the President of the Central Statistics Office
2. The President of the Management Board of Grupa LOTOS S.A. shall be entitled to the remuneration referred to in Par. 1.1 above starting from July 24th 2009.
3. If Grupa LOTOS S.A. qualifies as an entity of special importance to the Polish State, in accordance with Art. 9 of the Act on Remunerating Persons Who Manage Certain Legal Entities of March 3rd 2000, the General Shareholders Meeting hereby authorises the Supervisory Board to increase the monthly remuneration for the President of the Management Board of Grupa LOTOS S.A., referred to in Par. 1.1 above, by 50%, in accordance with the abovementioned Act.

Par. 2

The General Shareholders Meeting's Resolutions No. 2/2000, 3/2000, 4/2000 and 5/2000 of August 18th 2000 are hereby repealed.

Par. 3

This Resolution shall come into force on the date of its adoption.

RESOLUTION NO. 63/VII/2009

OF THE SUPERVISORY BOARD OF GRUPA LOTOS S.A.

dated November 13th 2009

on: a motion to the General Shareholders Meeting to change the amount of monthly remuneration for the President of the Management Board

Acting pursuant to the Act on Remunerating Persons Who Manage Certain Legal Entities of March 3rd 2000 (Dz.U.2000.26.306, as amended), the Supervisory Board hereby resolves as follows:

Par. 1

The Supervisory Board presents a motion to the General Shareholders Meeting of Grupa LOTOS S.A. to set the amount of monthly remuneration for the President of the Management Board at six times the average monthly remuneration in the enterprise sector, net of bonuses paid out from profit in the fourth quarter of the preceding year, as announced by the President of the Central Statistics Office, with effect from July 24th 2009.

Par. 2

This Resolution shall come into force on the date of its adoption.

Extract from Notarial Deed No. Rep. A 3105/2000 of August 18th 2000

The Extraordinary General Shareholders Meeting adopted, in an open vote, Resolution No. 2/2000, reading as follows:

Pursuant to Art. 6 of the Act on Remunerating Persons Who Manage Certain Legal Entities of March 3rd 2000 (Dz. U No. 26, item 306), the Extraordinary General Shareholders Meeting hereby adopts the following rules for remunerating members of the Management Board:

Par. 1

1. Members of the Management Board shall be employed on the basis of an employment contract.
2. In the event of removal from office or termination of the employment contract for reasons other than a breach of basic duties resulting from the employment relationship, the President, Vice-President and members of the Management Board may receive severance pay of up to three times their monthly remuneration.

Par. 2

1. For their services, including performance of the responsibilities entrusted to them on the basis of the Company's internal regulations, members of the Management Board shall be entitled exclusively to monthly remuneration at the following rates:
 - 1) President of the Management Board – up to 4 (four) times the average monthly remuneration in the enterprise sector, net of bonuses paid out from profit in the fourth quarter of the preceding year, as announced by the President of the Central Statistics Office. The amount of the monthly remuneration for the President of the Management Board shall be defined in a separate resolution of the General Shareholders Meeting.
 - 2) Vice-President of the Management Board – up to 3.9 (three and nine-tenths) times the average monthly remuneration in the enterprise sector, net of bonuses paid out from profit in the fourth quarter of the preceding year, as announced by the President of the Central Statistics Office. The amount of the monthly remuneration for the Vice-President of the Management Board shall be defined in a separate resolution of the General Shareholders Meeting.
 - 3) Member of the Management Board – up to 3.9 (three and nine-tenths) times the average monthly remuneration in the enterprise sector, net of bonuses paid out from profit in the fourth quarter of the preceding year, as announced by the President of the Central Statistics Office. The amount of the monthly remuneration for individual members of the Management Board shall be defined in a separate resolution of the General Shareholders Meeting.
2. If the Company qualifies as an entity of special importance to the Polish State, in accordance with Art. 9 of the Act on Remunerating Persons Who Manage Certain Legal Entities, the remuneration amount provided for in Par. 2.1 above shall be increased by 50%.

3. The amounts referred to in Par. 2.1 above, irrespective of the basis for the establishment of employment relationship or the type of contract that is the basis of employment, shall include all remuneration components provided for in the labour law.

Par. 3

The General Shareholders Meeting hereby obligates the Supervisory Board to delegate its representative to bring the existing employment contracts with the members of the Management Board in line with the applicable regulations, with due regard to the provisions of Par. 1 and Par. 2 of this Resolution.

Par. 4

The remuneration and employment rules set forth in this Resolution shall be effective as of September 1st 2000.

Par. 5

This Resolution shall come into force on the date of its adoption.

The Extraordinary General Shareholders Meeting adopted, in an open vote, Resolution No. 3/2000, reading as follows:

Pursuant to Art. 6.2 of the Act on Remunerating Persons Who Manage Certain Legal Entities of March 3rd 2000 (Dz. U No. 26, item 306), the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

1. Monthly remuneration of a person holding the post of the President of the Management Board under his or her employment relationship shall amount to four times the average monthly remuneration in the enterprise sector, net of bonuses paid out from profit in the fourth quarter of the preceding year, as announced by the President of the Central Statistics Office.
2. If the Company qualifies as an entity of special importance to the Polish State, in accordance with Art. 9 of the Act on Remunerating Persons Who Manage Certain Legal Entities, the remuneration amount provided for in Par. 1.1 above shall be increased by 50%.

This Resolution shall come into force on the date of its adoption with effect from September 1st 2000.

The Extraordinary General Shareholders Meeting adopted, in an open vote, Resolution No. 4/2000, reading as follows:

Pursuant to Art. 6.2 of the Act on Remunerating Persons Who Manage Certain Legal Entities of March 3rd 2000 (Dz. U No. 26, item 306), the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

1. Monthly remuneration of a person holding the post of the Vice-President of the Management Board under his or her employment relationship shall amount to 3.9 (three and nine-tenths) times the average monthly remuneration in the enterprise sector, net of bonuses paid out from profit in the fourth quarter of the preceding year, as announced by the President of the Central Statistics Office.
2. If the Company qualifies as an entity of special importance to the Polish State, in accordance with Art. 9 of the Act on Remunerating Persons Who Manage Certain Legal Entities, the remuneration amount provided for in Par. 1.1 above shall be increased by 50%.

This Resolution shall come into force on the date of its adoption with effect from September 1st 2000.

The Extraordinary General Shareholders Meeting adopted, in an open vote, Resolution No. 5/2000, reading as follows:

Pursuant to Art. 6.2 of the Act on Remunerating Persons Who Manage Certain Legal Entities of March 3rd 2000 (Dz. U No. 26, item 306), the Extraordinary General Shareholders Meeting hereby resolves as follows:

Par. 1

1. Monthly remuneration of a person holding the post of a member of the Management Board under his or her employment relationship shall amount to 3.9 (three and nine-tenths) times the average monthly remuneration in the enterprise sector, net of bonuses paid out from profit in the fourth quarter of the preceding year, as announced by the President of the Central Statistics Office.
2. If the Company qualifies as an entity of special importance to the Polish State, in accordance with Art. 9 of the Act on Remunerating Persons Who Manage Certain Legal Entities, the remuneration amount provided for in Par. 1.1 above shall be increased by 50%.

This Resolution shall come into force on the date of its adoption with effect from September 1st 2000.