

INDEPENDENT AUDITORS' OPINION

To the (General) Shareholders Meeting and the Supervisory Board of Grupa LOTOS S.A.

1. We have audited the attached financial statements for the year ended 31 December 2014 of Grupa LOTOS S.A. ('the Company') located in Gdańsk at ul. Elbląska 135, containing statement of financial position as at 31 December 2014, the statement of comprehensive income, the statement of cash flow, the statement of changes in equity for the period from 1 January 2014 to 31 December 2014 and the notes to the financial statements ('the attached financial statements').
2. The truth and fairness¹ of the attached financial statements, the preparation of the attached financial statements in accordance with the required applicable accounting policies and the proper maintenance of the accounting records are the responsibility of the Company's Management Board. In addition, the Company's Management Board and Members of the Supervisory Board are required to ensure that the attached financial statements and the Directors' Report meet the requirements of the Accounting Act dated 29 September 1994 (Journal of Laws 2013.330 with subsequent amendments – 'the Accounting Act'). Our responsibility was to audit the attached financial statements and to express an opinion on whether, based on our audit, these financial statements comply, in all material respects, with the required applicable accounting policies, whether they truly and fairly² reflect, in all material respects, the financial position and results of the operations of the Company and whether the accounting records that form the basis for their preparation are, in all material respects, properly maintained.
3. We conducted our audit of the attached financial statements in accordance with:
 - chapter 7 of the Accounting Act;
 - National Auditing Standards issued by the National Council of Statutory Auditors;in order to obtain reasonable assurance whether these financial statements are free of material misstatement. In particular, the audit included examining, to a large extent on a test basis, documentation supporting the amounts and disclosures in the attached financial statements. The audit also included assessing the accounting principles adopted and used and significant estimates made by the Company's Management Board, as well as evaluating the overall presentation of the attached financial statements. We believe our audit has provided a reasonable basis to express our opinion on the attached financial statements treated as a whole.
4. In our opinion, the attached financial statements, in all material respects:
 - present truly and fairly all information material for the assessment of the results of the Company's operations for the period from 1 January 2014 to 31 December 2014, as well as its financial position³ as at 31 December 2014;

¹ Translation of the following expression in Polish: 'rzetelność i jasność'

² Translation of the following expression in Polish: 'rzetelnie i jasno'

³ Translation of the following expression in Polish: 'sytuacja majątkowa i finansowa'

The Polish original should be referred to in matters of interpretation.
Translation of auditors' report originally issued in Polish.

- have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and based on properly maintained accounting records;
 - are in respect of the form and content, in accordance with legal regulations governing the preparation of financial statements and the Company's Articles of Association.
5. Without qualifying our opinion, we draw attention, that in the attached financial statements the Company has presented shares in the subsidiaries and joint-ventures at cost⁴ less any impairment write down. In accordance with the accounting policies resulting from International Financial Reporting Standards, LOTOS Capital Group ("The LOTOS Group"), of which the Company is the dominant entity, prepared its consolidated financial statements dated 5 March 2015. The consolidated net loss of LOTOS Group for the year ended 31 December 2014 amounts to PLN 1 466 372 thousand, the consolidated equity as at 31 December 2014 amounts to PLN 8 258 463 thousand and the consolidated assets amounts to PLN 18 947 157 thousand.
6. We have read note 36 from the additional notes to the attached financial statements, which includes selected items of the balance sheet and the profit and loss account, drafted separately for specific types of business activity as prescribed in Article 44 Section 2 of the Energy Law Act of 10 April 1997 (Journal of Laws, Dz. U. 1997 No. 54 Item 348, as amended) ("the Energy Law"), as well as the related principles of allocation of assets, liabilities, costs and revenues. We have concluded that the information presented in note 36 is compliant, in all material aspects, with Article 44 Section 2 of the Energy Law, and the performed allocation of assets, liabilities, costs and revenues to specific types of business activity is compliant, in all material aspects, with the principles of allocation described therein.
7. We have read the 'Directors' Report for the period from 1 January 2014 to 31 December 2014 and the rules of preparation of annual statements' ('the Directors' Report') and concluded that the information derived from the attached financial statements reconciles with these financial statements. The information included in the Directors' Report corresponds with the relevant regulations of Decree of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent the information required by laws of non-EU member states (Journal of Laws 2014.133 with subsequent amendments).

on behalf of
Ernst & Young Audyt Polska spółka
z ograniczoną odpowiedzialnością sp. k.
Rondo ONZ 1, 00-124 Warsaw
Reg. No 130

Key Certified Auditor

Marcin Zieliński
certified auditor No. 10402

Warsaw, 5 March 2015

⁴ Translation of the following expression in Polish language: "*cena nabycia*"