

Gdańsk, 02.06.2021

Management Board of Grupa LOTOS S.A.

**REQUEST
TO THE GENERAL MEETING
OF GRUPA LOTOS S.A.**

Acting pursuant to Art. 9.14 of the Articles of Association, the Management Board of Grupa LOTOS S.A. (the "Company" or "GL S.A.") requests the General Meeting to approve amendment of the Articles of Association of Grupa LOTOS S.A.

RATIONALE

The Management Board of Grupa LOTOS S.A. requests that the Company's General Meeting approve amendments to the Articles of Association in order to adapt their content to the current legal regulations resulting from amendments to the Commercial Companies Code.

The amendments to the Articles of Association of Grupa LOTOS S.A. are presented in the document "Proposed amendments to the Articles of Association of Grupa LOTOS S.A." attached as Appendix 1 hereto.

In view of these considerations, the Company's Management Board proposes as first above stated.

Appendix 1 – Proposed amendments to the Articles of Association of Grupa LOTOS S.A.

Yours faithfully,
Management Board of Grupa LOTOS S.A.

Jarosław Wróbel
Vice President of
the Management
Board

Krzysztof Nowicki
Vice President of
the Management
Board

Jarosław Wittstock
Vice President of
the Management
Board

Piotr Walczak
Vice President of
the Management
Board

Zofia Paryła
President of the
Management Board

Proposed amendments to the Articles of Association of Grupa LOTOS S.A.**1. The existing provisions of Art. 8.8, reading as follows:**

“8. The Management Board may make a decision to broadcast the proceedings of the General Meeting in real time.”

shall be replaced with Art. 8.8 reading:

“8. The proceedings of the General Meeting shall be broadcast in real time.”

2. Art. 9.24 shall be added in Art. 9, reading as follows:

“24. Adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board.

3. The existing provisions of Art. 12.1, Art. 12.3, Art. 12.4 and Art. 12.5, reading as follows:

“1. Meetings of the Supervisory Board shall be held as needed, but at least once every two months. In addition, the Chair of the Supervisory Board is required to convene a Supervisory Board meeting upon a written request from the Management Board or any member of the Supervisory Board, specifying the proposed agenda of the meeting. A Supervisory Board meeting shall be convened within two weeks from the date of receiving the request; otherwise, the party submitting the request may proceed to convene such meeting, specifying the meeting’s date, venue, and proposed agenda. Notwithstanding the foregoing provisions, in the case of urgent business the Chair shall convene a meeting of the Supervisory Board at a written request of the Management Board, within two days of receiving the request. If this is the case, the Chair of the Supervisory Board may shorten the period referred to in Art. 12.2 to two days, specifying the procedure for delivery of the notices. In periods between Supervisory Board meetings, declarations of will and letters to the Supervisory Board shall be accepted by the Chair or, in the event of the Chair’s absence, by the Deputy Chair of the Supervisory Board.

3. The Supervisory Board may hold a meeting if all the Supervisory Board members have been properly invited. Meetings of the Supervisory Board may also be held without being formally convened, provided that all members of the Supervisory Board are present and give their consent to the meeting and its agenda. The Supervisory Board may adopt resolutions by written ballot or using means of remote communication, subject to Art. 388.4 of the Commercial Companies Code. For a resolution to be passed in this manner, its draft shall first be presented to all Supervisory Board members, and all resolutions so

adopted shall be presented at the next meeting of the Supervisory Board, along with the voting results.

4. Members of the Supervisory Board may participate in the adoption of Supervisory Board resolutions by casting their votes in writing 'for' or 'against' a resolution through the agency of another member of the Supervisory Board, provided that they received a draft of the resolution together with the meeting agenda. Resolutions concerning matters referred to in Art. 388.4 of the Commercial Companies Code may not be adopted in this manner.
5. Subject to Art. 12.4 and Art. 14.4, resolutions of the Supervisory Board shall be passed by an absolute majority of validly cast votes, provided that at least half of the Supervisory Board members are present.”

shall be replaced with Art. 12.1, Art. 12.3, Art. 12.4, Art. 12.5 reading as follows:

- “1. Meetings of the Supervisory Board shall be held as needed, but at least once every two months. In addition, the Chair of the Supervisory Board is required to convene a Supervisory Board meeting upon a written request from the Management Board or any member of the Supervisory Board, specifying the proposed agenda of the meeting. A Supervisory Board meeting shall be convened within two weeks from the date of receiving the request; otherwise, the party submitting the request may proceed to convene such meeting, specifying the meeting’s date, venue, and proposed agenda. Notwithstanding the foregoing provisions, in the case of urgent business the Chair shall convene a meeting of the Supervisory Board at a written request of the Management Board, within two days of receiving the request. If this is the case, the Chair of the Supervisory Board may shorten the period referred to in Art. 12.2, specifying the procedure for delivery of the notices. In periods between Supervisory Board meetings, declarations of will and letters to the Supervisory Board shall be accepted by the Chair or, in the event of the Chair’s absence, by the Deputy Chair of the Supervisory Board.
3. The Supervisory Board may hold a meeting if all the Supervisory Board members have been properly invited. Meetings of the Supervisory Board may also be held without being formally convened, provided that all members of the Supervisory Board are present and give their consent to the meeting and its agenda. It also possible to participate in Supervisory Board meetings using means of remote communication
4. The Supervisory Board may adopt resolutions by written ballot or using means of remote communication. A resolution shall be valid provided that all Supervisory Board members have been notified of the contents of the draft resolution and at least half of the Supervisory Board members have taken part in the adoption of the resolution. Resolutions passed in this manner shall be

presented at the next meeting of the Supervisory Board, along with the voting results.

5. Members of the Supervisory Board may participate in the adoption of Supervisory Board resolutions by casting their votes in writing 'for' or 'against' a resolution through another member of the Supervisory Board. Matters placed on the agenda during the meeting of the Supervisory Board may not be voted on in writing.

4. Art. 12.5 shall be renumbered as Art. 12.6 and the reference contained therein shall be renumbered accordingly.

- “6. Subject to Art. 12.5 and Art. 14.4 of the Articles of Association, resolutions of the Supervisory Board shall be passed by an absolute majority of validly cast votes, provided that at least half of the Supervisory Board members are present.”

Jarosław Wróbel
Vice President of
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