

Acting pursuant to Art. 395, Art. 399.1 and Art. 402<sup>1</sup> of the Commercial Companies Code and Art. 8.1-4 and 8.7 of the Articles of Association, the Management Board of Grupa LOTOS S.A. of Gdańsk, entered in the Business Register maintained by the District Court for Gdańsk-Północ in Gdańsk, 7th Commercial Division of the National Court Register, under KRS No. 0000106150, with a share capital of PLN 184,873,362 (paid up in full), holding Tax Identification Number NIP 583-000-09-60, gives notice of the Annual General Meeting of Grupa LOTOS S.A., to be held **at 11:00am on June 30<sup>th</sup> 2021** at the Company's registered office at ul. Elbląska 135, Gdańsk, Poland.

Agenda:

1. Opening of the Meeting.
2. Appointment of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been properly convened and has the capacity to adopt resolutions.
4. Adoption of the agenda.
5. Consideration of the financial statements of Grupa LOTOS S.A. for 2020.
6. Consideration of the consolidated financial statements of the LOTOS Group for 2020.
7. Consideration of the Directors' Report on the operations of Grupa LOTOS S.A. and the LOTOS Group in 2020.
8. Consideration of the Supervisory Board's report on the activities of the Supervisory Board in 2020, the Supervisory Board's report on assessment of the separate and consolidated financial statements for 2020, the Directors' Report on the operations of the Management Board and the LOTOS Group in 2020, and the Management Board's proposal regarding coverage of net loss.
9. Consideration of the report of the Management Board of Grupa LOTOS S.A. on entertainment expenses, legal expenses, marketing costs, public relations and social communication expenses, and management consultancy fees in 2020.
10. Receipt of the financial statements of Grupa LOTOS S.A. for 2020.
11. Receipt of the consolidated financial statements of the LOTOS Group for 2020.
12. Receipt of the Directors' Report on the operations of Grupa LOTOS S.A. and the LOTOS Group in 2020.
13. Coverage of Grupa LOTOS S.A.'s net loss for 2020.
14. Granting discharge from liability to members of the Company's Management Board for the period January 1st – December 31st 2020.
15. Granting discharge from liability to members of the Company's Supervisory Board for the period January 1st – December 31st 2020.
16. Consideration and voting on a resolution to amend the Company's Articles of Association and to authorise the Supervisory Board to prepare the consolidated text of the amended Articles of Association.
17. Consideration and voting on a resolution concerning opinion on the Report on Remuneration of Members of Grupa LOTOS S.A. Management Board and Supervisory Board for 2019 and 2020.
18. Granting consent to execution of agreements with Gdańska Agencja Rozwoju Gospodarczego for purchase of land for Grupa LOTOS S.A.'s investment projects.
19. Adoption of resolutions on changes to the composition of the Company's Supervisory Board.
20. Closing of the Meeting.

## **1. SUPPLEMENTARY INFORMATION**

### **Shareholder's right to request that certain items be placed on the agenda of the General Meeting**

A shareholder or shareholders representing at least one twentieth of the Company's share capital may request that certain items be placed on the agenda of the General Meeting. The request should be submitted to the Company's Management Board no later than 21 days prior to the date of the General Meeting, i.e. by June 9<sup>th</sup> 2021. The request should be sent to the Company in the Polish language, in writing, or in electronic form to [wz@grupalotos.pl](mailto:wz@grupalotos.pl). The request should contain grounds or draft resolution concerning the proposed agenda item.

The request should be submitted along with copies of documents confirming the right of the shareholder or the proxy to participate in the General Meeting.

### **Shareholder's right to propose draft resolutions concerning items which have been or are to be placed on the agenda prior to the General Meeting**

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may, prior to the date of the General Meeting, submit to the Company, in writing at its registered office or by sending an email to [wz@grupalotos.pl](mailto:wz@grupalotos.pl), draft resolutions concerning any matters which have been or are to be placed on the Meeting's agenda. Any such draft resolutions should be in the Polish language, in the form of PDF files or MS Word-supported files. The Company promptly publishes such draft resolutions on its website. The request should be submitted along with copies of documents confirming the right of the shareholder and the proxy (if he/she makes the request) to participate in the Meeting.

### **Shareholder's right to propose draft resolutions concerning items placed on the agenda during the General Meeting**

Each shareholder has the right to propose during the General Meeting draft resolutions concerning the matters placed on the Meeting's agenda. Such draft resolutions should be prepared in the Polish language.

### **Exercise of voting rights by proxy**

A shareholder who is a natural person may participate in the General Meeting and exercise voting rights in person or through a proxy. A shareholder other than a natural person may participate in the General Meeting and exercise voting rights either through a person authorised to make declarations of will on the shareholder's behalf, with effect for the shareholder, or through a proxy.

A power of proxy or a revocation of power of proxy should, under pain of nullity, be made in writing and attached to the minutes of the General Meeting or should be made in electronic form.

A power of proxy granted in electronic form does not require a secure electronic signature verifiable with a valid qualified certificate.

A form of the power of proxy, provided at the end of this notice, and a proxy voting form will be available on the Company's website.

A shareholder should notify the Company of granting or revoking power of proxy in electronic form by sending an email to [wz@grupalotos.pl](mailto:wz@grupalotos.pl). In doing so, the shareholder should use their best endeavours to enable effective verification of validity of the power of proxy. A notice of granting power of proxy should include the proxy's and the principal's details (name, surname, PESEL (Personal Identification Number, if assigned), address of registered or actual residence, telephone number and email address), and in the case of legal persons or other organisational units – registered office address, number in the register, and registry body). A

notice of granting power of proxy should also specify the scope of the power of proxy, i.e. the number of shares to be voted at the Meeting and the name of the Company.

A power of proxy in electronic form should be prepared as separate document signed by the shareholder or person(s) authorised to represent the shareholder. A scan of the power of proxy should be sent as an attachment in the PDF format to [wz@grupalotos.pl](mailto:wz@grupalotos.pl)

Documents evidencing the shareholder's right to participate in the General Meeting as well as documents (valid excerpt from the relevant register) confirming the authority of the power of proxy's signatory to represent the shareholder who is not a natural person must be obligatorily submitted along with an electronic power of proxy.

The Company will take appropriate steps to verify the shareholder's and the proxy's identity in order to check the validity of a power of proxy granted in electronic form. The verification procedure may in particular involve contacting the shareholder or the proxy via a return electronic message or by telephone in order to confirm the fact of granting of the power of proxy and its scope. The Company reserves the right to treat the lack of reply to any questions asked during a verification process as inability to verify the power of proxy, which will be sufficient basis to refuse admission of the proxy to the General Meeting. On arrival at the Meeting and prior to signing the attendance list, the proxy should present the original of the identity document specified in the power of proxy in order to confirm his or her identity.

The right to represent a shareholder who is not a natural person should be evidenced by an official copy of the entry in the relevant register or a sequence of powers of proxy, to be presented at the time of drawing up the attendance list. Details of the person(s) granting power of proxy on behalf of a shareholder who is not a natural person should be specified in a valid excerpt from the relevant register or other relevant documents. All shareholders and proxies should carry a valid identity document.

The above procedure for identifying the principal applies accordingly to a notice of revoking a power of proxy. Proxy appointment or revocation notices which are not compliant with the requirements set out above have no legal effect with respect to the Company.

Members of the Company's Management Board and Company employees may act as shareholders' proxies at the General Meeting.

If a Management Board member, a Supervisory Board member, the liquidator of the Company, a Company employee or a member of the governing bodies or an employee of a subsidiary of the Company acts as a proxy at the General Meeting, the power of proxy is valid for one General Meeting only. The proxy is obliged to disclose to the shareholder any circumstances leading to any actual or potential conflict of interest and may vote exclusively in line with the voting instructions issued by the appointing shareholder. Granting further powers of proxy is not permitted.

### **Record date for participation in the General Meeting**

The record date for participation in the General Meeting is the date falling 16 days prior to the General Meeting, that is June 14<sup>th</sup> 2021 (the "Record Date").

### **Information about the right to participate in the General Meeting**

Only persons who are the Company's shareholders on the Record Date are entitled to participate in the General Meeting.

Holders of rights under registered shares or provisional certificates as well as pledgees and usufructuaries holding voting rights are entitled to participate in the General Meeting, provided that they are entered in the share register on the Record Date.

At the request of holder of rights under the Company bearer shares in book-entry form, made no earlier than after the date of the notice of the General Meeting, that is no earlier than on

June 2<sup>nd</sup> 2021, and no later than on the first day following the Record Date, that is on June 15<sup>th</sup> 2021, the entity keeping the securities account will issue a personal certificate confirming the holder's right to participate in the General Meeting.

It is recommended that the shareholders collect the certificate and take it with them to the Annual General Meeting.

The Company draws up the list of shareholders eligible to participate in the Annual General Meeting on the basis of the list provided by the Central Securities Depository of Poland (the CSDP).

The list of shareholders eligible to participate in the General Meeting will be displayed at the Company's registered office three weekdays (i.e. from June 25<sup>th</sup> 2020 to June 29<sup>th</sup> 2021) prior to the General Meeting.

Shareholders may request that the list of shareholders eligible to participate in the General Meeting be delivered to them free of charge via electronic mail, providing their own email address to which the list is to be delivered.

Magnetic cards will be used for voting at the General Meeting. Persons entitled to participate in the General Meeting are requested to register and collect their voting cards directly at the entry to the General Meeting's venue thirty minutes before the beginning of the General Meeting.

Acting pursuant to Art. 406<sup>5</sup>.1 second sentence of the Commercial Companies Code the Company does not intend to enable:

- a) participation in the General Meeting using electronic means of communication,
- b) taking the floor during the General Meeting using electronic means of communication,
- c) exercising the right to vote by postal ballot or using electronic means of communication.

### **Access to documents**

Documents to be presented to the General Meeting, as well as draft resolutions to be voted on, will be available on the Company's website from the date of the General Meeting's notice, in accordance with Art. 402<sup>3</sup>.1 of the Commercial Companies Code.

Any comments from the Management or Supervisory Boards concerning matters which have been or are to be placed on the agenda prior to the date of the General Meeting will be posted on the Company's website promptly after they are issued.

**For information on the General Meeting, visit the Company's website: [www.lotos.pl](http://www.lotos.pl)**

Management Board of Grupa LOTOS S.A.

Power of proxy form

[place, date]

**POWER OF PROXY**

I, [first name and surname], holder of identity card No. [document number] / [name of legal person, registered address, registry number, name of registry body] hereby grant power of proxy to Mr/Ms [first name and surname], holder of identity card No. [document number], to participate in the Annual General Meeting which is to be held on June 30th 2021 and to exercise the voting rights attached to the Grupa LOTOS shares held by me/held by [name of legal person].