

**Resolution No. [●]
the General Meeting
of Grupa LOTOS S.A.
dated October 14th 2021**

to give consent to disposal by Grupa LOTOS S.A. of shares in LOTOS Asphalt Sp. z o.o.

Whereas:

- On February 27th 2018, the State Treasury and PKN Orlen S.A. (“**PKN Orlen**”) signed a letter of intent on acquisition by PKN Orlen of a controlling equity interest in Grupa LOTOS S.A. (the “**Company**”), understood as acquisition by PKN Orlen, directly or indirectly, of an at least 53% interest in the share capital of the Company;
- On August 26th 2019, the State Treasury, the Company and PKN Orlen entered into an agreement whereby the parties made a preliminary conditional decision to consolidate the crude oil sector in Poland;
- On July 14th 2020, the European Commission issued a decision (the “**Decision**”) approving the concentration between PKN Orlen and the Company through the acquisition of control over the Company by PKN Orlen (the “**Concentration**”);
- In connection with the signing of the letter of intent referred to above and the issuance of the Decision by the European Commission, on August 18th 2020 the State Treasury, the Company and PKN Orlen concluded an agreement concerning future execution of the purchase of the Company shares by PKN Orlen from the State Treasury, representing at least 53% of the share capital and voting rights in the Company, which would result in PKN Orlen taking control of the Company either directly or indirectly;
- On May 12th 2021, the Company, PKN Orlen, PGNiG S.A. (“**PGNiG**”) and the State Treasury entered into a cooperation agreement concerning the recommended scenario for consolidation of PKN Orlen, PGNiG and the Company through acquisition of control by PKN Orlen of the Company and PGNiG through merger by acquisition in one or two separate merger processes;
- The European Commission has made the final approval of the Concentration conditional, inter alia, on the sale to an unrelated third party of 30% of shares in an entity owning the assets comprising the refinery in Gdańsk; these assets, in their entirety, will become the property of LOTOS Asphalt sp. z o.o. (“**LOTOS Asphalt**”) as a result of adoption and implementation of the draft resolution of the General Meeting of the Company approved by way of a resolution of the Supervisory Board of the Company;

Pursuant to Art. 9.10 of the Articles of Association of Grupa LOTOS S.A., having considered the request of the Management Board of Grupa LOTOS S.A. contained in the Management Board's Resolution No. 152/XI/2021 of September 16th 2021 and the positive opinion of the Supervisory Board of Grupa LOTOS S.A., the General Meeting of Grupa LOTOS S.A. resolves as follows:

Section 1

The General Meeting of Grupa LOTOS S.A. gives its consent to the disposal by Grupa LOTOS S.A. of shares in LOTOS Asphalt Sp. z o.o., representing as at the date of their disposal 30% of shares in the share capital of LOTOS Asphalt Sp. z o.o., provided that Grupa LOTOS S.A. merges with PKN Orlen S.A. or PKN Orlen S.A. acquires, directly or indirectly, at least 53.19% of shares in Grupa LOTOS S.A.

Section 2

This Resolution shall become effective upon its adoption.

Number of votes cast:

... votes in favour of the resolution (... % of the Company's share capital),

... votes against the resolution,

... abstaining votes

Total number of valid votes cast: ...

Total number of validly voted shares: ...