

Warsaw, June 14th 2022

**Management Board  
Grupa LOTOS S.A.**

**Re: Submission of a draft resolution concerning item 13 of the agenda of the General Meeting to be held on June 17th 2022 in Gdańsk**

Nationale-Nederlanden Otwarty Fundusz Emerytalny (the “Fund”) of Warsaw, with its registered address at ul. Topiel 12, 00-342 Warsaw, Poland, entered in the Register of Pension Funds maintained by the District Court in Warsaw, 7th Civil Family and Registry Division, under No. RFe 4, holding Industry Identification Number (REGON) 014849960 and Tax Identification Number (NIP) 5262355586, represented by Nationale-Nederlanden Powszechnie Towarzystwo Emerytalne S.A. of Warsaw, with its registered address at ul. Topiel 12, 00-342 Warsaw, Poland, entered in the Business Register maintained by the District Court for the Capital City of Warsaw, XII Commercial Division, under No. KRS 0000042153, as a shareholder of Grupa LOTOS S.A. (the “Company”) hereby submits a draft resolution concerning the following item of the agenda of the Company’s Annual General Meeting to be held on June 17th 2022:

**13. Allocation of Grupa LOTOS S.A.’s net profit for 2021**

**Rationale:**

The liquidity and strength of the Company’s balance sheet justify payment of a portion of profit as dividend to shareholders. However, if Grupa LOTOS is not effectively merged with PKN Orlen, account should be taken of the Company’s needs arising from the challenging and volatile environment (the need to secure the raw material supplies) and the expenditure on the implementation of the long-term transformation strategy by Grupa LOTOS on its own.

**The draft resolution and deposit certificate are attached hereto.**

Signature Not Verified

Document signed by

Szymon Ożóg

Date and time: 2022.06.14 16:45:05 CEST

**DRAFT RESOLUTION:**

**RESOLUTION No. ...  
OF THE ANNUAL GENERAL MEETING OF GRUPA LOTOS S.A.  
of June 17th 2022 concerning: allocation of Grupa LOTOS S.A.'s net profit for 2021**

Section 1

1. The General Meeting of Grupa LOTOS S.A., acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 9.3 of the Company's Articles of Association, resolves that the net profit of Grupa LOTOS S.A. for 2021, in the amount of PLN 2,519,835,199.42 (two billion, five hundred and nineteen million, eight hundred and thirty five thousand, one hundred and ninety nine zloty 42/100), be allocated as follows:
  - a) PLN 647,056,767.00 (six hundred and forty-seven million, fifty-six thousand, seven hundred and sixty-seven zloty, 00/100) shall be distributed as dividend to shareholders,
  - b) the remaining part of the net profit, in the amount of PLN 1,872,778,432.42 (one billion, eight hundred and seventy-two million, seven hundred and seventy-eight thousand, four hundred and thirty-two zloty, 42/100), shall be transferred to statutory reserve funds.
2. The General Meeting sets the dividend record date for June 23rd 2022.
3. The dividend payment date shall be July 29th 2022.

Section 2

The net profit for 2021 shall be distributed as specified in Section 1 provided that the General Meeting of PKN ORLEN S.A. of Plock, entered in the National Court Register under No. 28860 ("PKN ORLEN"), and the General Meeting of Grupa LOTOS S.A. pass resolutions to merge PKN ORLEN S.A. with Grupa LOTOS S.A.

through the transfer of all assets, equity and liabilities of Grupa LOTOS S.A. to PKN ORLEN in exchange for shares to be issued by PKN ORLEN to the shareholders of Grupa LOTOS S.A.

Section 3

Should the condition referred to in Section 2 not be met, Grupa LOTOS S.A.'s entire net profit for 2021, in the amount of PLN 2,519,835,199.42 (two billion, five hundred and nineteen million, eight hundred and thirty-five thousand, one hundred and ninety-nine zloty, 42/100), shall be withheld from distribution and transferred to the Company's statutory reserve funds.

Section 4

This Resolution shall become effective as of its date.