

Governance structure

General Meeting

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The powers and responsibilities of the General Meeting cover a range of matters as set out in the Articles of Association of Grupa LOTOS. All matters are first presented for consideration by the Supervisory Board. The Rules of Procedure for Grupa LOTOS S.A. General Meetings specify the procedures for convening and cancelling General Meetings, the proceedings of the Meetings, holding elections to the Supervisory Board, as well as the rules of attendance and voting at General Meetings.

Supervisory Board

The Supervisory Board exercises ongoing supervision of the Company's business, across all areas of its operations. It has the power to delegate its members to perform specific functions and to establish standing or ad hoc committees as collective bodies operating within the Supervisory Board responsible for providing advice and forming opinions. Its duties are discharged by presenting to the Supervisory Board proposals, recommendations, opinions and reports, based on the Rules of Procedure for the Supervisory Board and the rules of procedure for its committees. Grupa LOTOS has three standing committees: The Audit Committee, Strategy and Development Committee, and Organisation and Management Committee.

In accordance with the applicable laws, the Supervisory Board selects an auditor and recommends it to the key companies of the Group to audit their financial statements.

Composition of the Grupa LOTOS Supervisory Board as at December 31st 2019:

- Beata Kozłowska-Chyła – Chairwoman
- Piotr Ciach – Deputy Chairman
- Katarzyna Lewandowska – Secretary
- Agnieszka Szklarczyk-Mierzwa – Member
- Dariusz Figura – Member
- Adam Lewandowski – Member
- Grzegorz Rybicki – Member

Composition of the Supervisory Board by age and gender

	Number of persons	Percentage
Under 30 years	0	0%
30-50 years	5	71%
Over 50 years	2	29%
Women	3	43%
Women	4	57%
Total	7	100%

Source: the Company.

Management Board

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The Management Board represents Grupa LOTOS S.A. before third parties and manages all its corporate affairs. Individual members of the Management Board perform duties in line with the division of powers and responsibilities resulting from their operational functions within the Company. Each member of the Management Board is also authorised to represent the Company in all judicial and non-judicial business relating to the Company's operations, excluding matters reserved for the General Meeting or Supervisory Board under the Commercial Companies Code or the Company's Articles of Association, as well as matters falling outside the scope of ordinary management of the business where they require the Management Board's prior resolution and matters within the powers of another member of the Management Board.

Pursuant to Supervisory Board Resolution No. 136/X/2018 of September 10th 2018, the composition of the Management Board of the 10th joint term of office is as follows:

- President of the Management Board
- Vice President of the Management Board, Chief Financial Officer
- Vice President of the Management Board, Chief Refining and Marketing Officer
- Vice President of the Management Board, Chief Investment and Innovation Officer
- Vice President of the Management Board, Corporate Affairs

Composition of the Grupa LOTOS Management Board as at December 31st 2019:

- Jarosław Wittstock – acting President, Vice President of the Management Board, Corporate Affairs
- Jarosław Kawula – Vice President of the Management Board, Chief Refining and Marketing Officer
- Marian Krzemiński – Vice President of the Management Board, Chief Investment and Innovation Officer
- Zofia Paryła – Vice President of the Management Board, Chief Financial Officer

As at March 12th 2020, the Management Board of Grupa LOTOS S.A. consisted of:

- Paweł Jan Majewski – President of the Management Board
- Jarosław Kawula – Vice President of the Management Board, Chief Refining and Marketing Officer
- Marian Krzemiński – Vice President of the Management Board, Chief Investment and Innovation Officer
- Zofia Paryła – Vice President of the Management Board, Chief Financial Officer
- Jarosław Wittstock – Vice President of the Management Board, Corporate Affairs

Management Board members' remits

President of the Management Board	Vice President of the Management Board, Chief Investment and Innovation Officer	Vice President of the Management Board, Chief Investment and Innovation Officer	Vice President of the Management Board, Chief Financial Officer	Vice President of the Management Board, Corporate Affairs
Strategy	Upstream support	Refining	Finance and accounting	Organisation building
Support for corporate bodies	EFRA Project	Technology	Financial management	Process management
Critical infrastructure	Innovation	Assets	Management control	SCM
Human resources	Investments	Refining efficiency	Reporting	IT
Physical security and protection		Domestic sales and purchases of products	Taxes	Compliance
Information security		Biofuel component purchases	Financial risks	Administration
Enterprise risk		Trading	Procurement	
Corporate supervision		Occupational health and safety		
Investor relations		Process and product safety		
Legal support		Environmental protection		
Internal audit		Technology development		
Internal control		Feedstock purchases		
Communication		Logistics		
Sponsorship and CSR				
Marketing				

Source: the Company.

Composition of the Management Board by age and gender

	Number of persons	Percentage
Under 30 years	0	0%
30–50 years	1	25%
Over 50 years	3	75%
Total	4	100%
Women	1	25%
Men	3	75%
Total	4	100%

Source: the Company.

