

### 53.1. Special Rights of the State Treasury and How These Rights Are Exercised in Companies

The Act on Special Rights Vested in the State Treasury and How These Rights Should Be Exercised in Companies of Material Importance to Public Order or Safety ("strategic companies"), dated June 3rd 2005 (Dz.U. No. 132, item 1108) ("the Act") introduced the institution of observers on behalf of the State Treasury. Grupa LOTOS S.A. was included in the list of strategic companies referred to in Art. 8 of the Act, published in the Polish Council of Ministers' Regulation on the list of companies of material importance to public order or safety, dated December 13th 2005 (Dz.U. of December 29th 2005). The responsibility of the observers acting on behalf of the State Treasury at strategic companies is to monitor the operations of these companies regarding, among other things, the following issues:

- management of company assets of material importance to its operations,
- changes of the actual business profile, changes of the intended use or discontinuation of the use of a company's asset of material importance,
- adoption by the General Shareholders Meeting of resolutions concerning dissolution of the company, relocation of its registered office abroad, change of its business profile, sale or lease of its business or an organised part of its business, or encumbrance of the business or its organised part with limited property rights,

if there is reasonable suspicion that such a legal action would violate public order or safety.

The assumptions of the state's policies concerning social or economic life spheres of material importance to public order or safety will be published in Monitor Polski.

The observers are authorised to request from companies any documents or explanations regarding the above issues, and, having analysed them, they are required to submit the obtained materials to the Minister of the State Treasury, together with their position expressed in writing and the statement of reasons.

The State Treasury Minister is required in certain cases, and in other cases he is authorised, to voice his objection to an action of a given strategic company of which he has been notified by the observers. Provided that it is not appealed against, such an objection renders a given legal action invalid as of the date on which it was performed.

By the date of approval of these consolidated financial statements, Grupa LOTOS S.A. received no statement on the appointment of an observer for the Company.

### **53.2. Information on the Agreement with and Remuneration Payable to the Qualified Auditor of Financial Statements, and Information on the Appointment of the Qualified Auditor to Audit the Financial Statements of Grupa LOTOS S.A.**

On June 29th 2007, Grupa LOTOS S.A. and Deloitte Audyt Sp. z o.o. of Warsaw concluded an agreement providing amongst other things for:

- review of the non-consolidated and consolidated financial statements for the first six months of 2007, 2008 and 2009
- audit of the non-consolidated and consolidated financial statements in 2007–2009.

Furthermore, selected members of the LOTOS Group and Deloitte Audyt Sp. z o.o. of Warsaw concluded agreements providing amongst other things for the audit of the non-consolidated and consolidated financial statements in 2007–2009.

The total remuneration for the audit, review of and verification procedures with respect the financial statements referred to above, as well as for other services provided by Deloitte Audyt Sp. z o.o. is set forth below.

PLN '000	2009	2008
Audit of the annual non-consolidated and consolidated financial statements of Grupa LOTOS S.A.	466	466
Audit of the annual non-consolidated and consolidated financial statements of selected members of the LOTOS Group <sup>(1)</sup>	468	408
Confirmation services, including:	388	378
- review of the semi-annual non-consolidated and consolidated financial statements of Grupa LOTOS S.A.	243	243

- other confirmation services for the LOTOS Group companies	15	5
Other services	-	110
Tax advisory services	-	-
<b>TOTAL</b>	<b>1,322</b>	<b>1,362</b>

<sup>(1)</sup> The remuneration for the audit of selected members of the LOTOS Group is payable on the basis of separate agreements between the auditor and the particular companies.

Based on the resolution adopted by the Supervisory Board of Grupa LOTOS S.A. on December 17th 2009, Ernst&Young Audit Sp. z o.o., entered in the register of entities qualified to audit financial statements maintained by the National Board of Chartered Auditors under entry No. 130, was selected as the qualified auditor to audit the Company's financial statements for 2010, 2011 and 2012.

*This is a translation of a document originally issued in Polish*