

Governance structure

Structure of the LOTOS Group

The LOTOS Group is composed of 18 direct subsidiaries, some of which are parents of their own groups. Grupa LOTOS S.A. is both the parent of the Group and an integrator of the key management and support functions. The LOTOS Group companies focus on exploration for, production of and refining hydrocarbons as well as trading in petroleum products and provision of services.


Management Board

The Management Board of Grupa LOTOS S.A. runs the affairs of the LOTOS Group and represents it in all business dealings and transactions, with the exception of any matters expressly reserved for the General Meeting or the Supervisory Board and those falling outside the ordinary course of business. Such matters are defined in the Rules of Procedure for the Management Board. Matters which do not require a resolution of the Management Board are decided individually by the President and Management Board members in line with the division of powers and responsibilities.

Pursuant to Management Board resolutions of March 1st 2018 and September 25th 2018, the Management Board's organisational structure changed after the closing of the following organisational units: Chief Strategy and Development Officer and Chief Refining Officer, and establishing the following organisational units and divisions: Vice President of the Management Board, Chief Financial Officer, Vice President of the Management Board, Corporate Affairs, and Vice President of the Management Board, Chief Refining and Marketing Officer, who, together with the President of the Grupa LOTOS S.A. Management Board, manage the Company's business.

DIVISION OF POWERS AND RESPONSIBILITIES WITHIN THE MANAGEMENT BOARD OF GRUPA LOTOS S.A.

President of the Management Board	Vice President of the Management Board, Chief Investment and Innovation Officer	Vice President of the Management Board, Chief Refining and Marketing Officer	Vice President of the Management Board, Chief Financial Officer	Vice President of the Management Board, Corporate Affairs
Strategy and Development	Efficiency	Refining	Finance	Compliance
Critical Infrastructure and Defence	EFRA Project	Technology/Maintenance/Turnarounds	Investor Relations	Corporate Supervision
Management Board Office	Innovation	Refining Efficiency	Management Control	Human Resources
Data Security	Technology Development	Occupational Health and Safety	IT	Communication
Supply Chain Management	Project Management	Environmental Protection	Purchases	Marketing
Legal office		Commodity Trading	Planning and Reporting	Process Management
Enterprise Risk Management		Logistics		Organisation and Management System
Internal Security		Trade in Refinery Products		
Audit/Control				

 More information on the powers and responsibilities of individual members of the Management Board and its Rules of Procedure

COMPOSITION OF THE GRUPA LOTOS MANAGEMENT BOARD AS AT DECEMBER 31ST 2018:

- **Mateusz Aleksander Bonca** – President of the Management Board
- **Jarosław Kawula** – Vice President of the Management Board, Chief Refining and Marketing Officer
- **Patryk Demski** – Vice President of the Management Board, Chief Investment and Innovation Officer
- **Robert Sobków** – Vice President of the Management Board, Chief Financial Officer
- **Jarosław Wittstock** – Vice President of the Management Board, Corporate Affairs

 Current composition of the Grupa LOTOS Management Board

Supervisory Board

The Supervisory Board of Grupa LOTOS S.A. exercises ongoing supervision of the Company's operations. Its powers include issuing opinions (including submitting motions and proposals) on all matters related to the organisation's business, delegating its members to perform specific functions and appointing standing or ad hoc committees to supervise particular areas of the Group's operations. Grupa LOTOS has three standing committees: the Audit Committee, the Strategy and Development Committee, and the Organisation and Management Committee, which act as advisory, support and consultative bodies.

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 2018:

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

 [More information on the Supervisory Board of Grupa LOTOS](#)

General Meeting

The powers and responsibilities of the General Meeting cover a range of matters as laid down 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.

 [More information on the General Meetings of Grupa LOTOS](#)