



FORM TO EXERCISE VOTING RIGHTS BY PROXY

This form allows to exercise the shareholder's voting rights at the Annual General Meeting of LPP SA ("LPP SA", "Company"), held on 07 June 2019, by a proxy

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(first name and family name / company name, place and address of residence / registered office address, type and number of identity document / register and entry number, Resident Identification Number / Tax Identification Number)

acting on behalf of the Shareholder

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(first name and family name / company name, place and address of residence / registered office address, type and number of identity document / register and entry number, Resident Identification Number / Tax Identification Number)

As a shareholder entitled to exercise voting rights at the Annual General Meeting of LPP SA convened on 07 June 2019, with this form, I hereby provide instruction on voting by proxy on the resolutions to be adopted according to the agenda presented in the notice on convening of the Annual General Meeting of LPP SA.

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(Place, date and signature)

Information:

The Company draws attention to the fact that the use of this form by proxy and the shareholder is not mandatory. The form does not replace the power of attorney granted by the shareholder.

The Company does not verify the voting carried out by proxy, i.e. it does not examine whether the proxy exercises the right to vote in accordance with the instructions received from the shareholder. Voting made in violation of this instruction does not affect the effectiveness of the act.

The form contains the draft resolutions intended to be adopted by the Annual General Meeting held on 07 June 2019, together with instructions on how to vote provided to the proxy by the shareholder. In a situation where the shareholder authorizes a proxy to vote differently from the shares held by him/her, the proxy should indicate in the appropriate box the number of votes and the number of shares for which

he/she votes "for", "against" or abstains from voting. The form filled incorrectly or inconclusively will not be taken into account in the results of the vote on a given resolution.

In case of open voting, the form filled by the shareholder may constitute a voting card for the proxy. The proxy voting using the form should submit the form to the Chairman of the Annual General Meeting after the vote has been cast for a given resolution. The Chairman of the Annual General Meeting will inform the General Meeting of Shareholders on voting using the form and will take into account the ballot when counting votes cast for a given resolution. In case of a secret ballot, the form filled by the shareholder is treated merely as a written instruction on how to vote by proxy in the vote and should be retained by him/her.

For voting at the Annual General Meeting using the system of electronic voting the form constitutes the instructions for the proxy on how to vote on a given matter.

LPP

Re: Item 1 of the agenda:

**RESOLUTION No. 1
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 07 June 2019
on the election of the Chairman of the Meeting**

Based on Article 409 § 1 of the Commercial Companies Code, the Annual General Meeting elects [...] as the Chairman of today's Meeting.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
	Number of votes:	



Re: Item 3 of the agenda:

**RESOLUTION No. 2
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 07 June 2019
on approval of the agenda**

The Annual General Meeting of LPP SA adopts the following agenda of today's Meeting:

1. Opening of the session and election of the Chairman of the Meeting.
2. Establishing whether the General Meeting has been duly convened and has the capacity to adopt resolutions, the drawing up of the list of attendance.
3. Adoption of the agenda.
4. Presentation of the resolutions of:
 - a) the Supervisory Board on their opinion on matters put on the agenda of the Annual General Meeting,
 - b) the Supervisory Board on their evaluation of the Management Board's report on the operations of the Company's Capital Group (incorporating the report on the Company's operations) in the financial year 2018,
 - c) the Supervisory Board on their evaluation of the Company's financial statements for the financial year 2018,
 - d) the Supervisory Board on their evaluation of the consolidated financial statements of the LPP SA Capital Group for the financial year 2018,
 - e) the Management Board on the motion for the division of the Company's profit generated in the financial year 2018,
 - f) the Supervisory Board on their examination of the Management Board's motion for the division of the Company's profit generated in the financial year 2018,
 - g) the Supervisory Board on the comprehensive evaluation of the Company's situation in 2018, including, in particular: (i) evaluation of the financial reporting process, (ii) evaluation of the internal control system, internal audit and risk management system, (iii) evaluation of financial audit activities, (iv) evaluation of the impartiality of the statutory auditor reviewing financial statements of the Company and the LPP SA Capital Group;
 - h) the Supervisory Board on the approval of the Supervisory Board's report on their activity in the financial year 2018,
 - i) the Supervisory Board on the approval of the evaluation of the means of fulfilment by the Company of reporting duties concerning the application of corporate governance principles

arising from good practices and regulations on current and interim information submitted by issuers of securities,

- j) the Supervisory Board on the evaluation of the rationale for charity and sponsorship policy followed by the Company.
- 5. Presentation, examination and approval of the Management Board's report on the operations of the LPP SA Capital Group and the Company in the financial year 2018.
- 6. Presentation, examination and approval of the Supervisory Board's report on their activity in the financial year 2018.
- 7. Presentation, examination and approval of the Company's financial statements for the financial year 2018.
- 8. Presentation, examination and approval of the consolidated financial statements of the LPP SA Capital Group for the financial year 2018.
- 9. Discharging members of the Company's Management Board for performing their duties in the financial year 2018.
- 10. Discharging members of the Company's Supervisory Board for performing their duties in the financial year 2018.
- 11. Division of the Company's profit generated in the financial year 2018.
- 12. Adoption of the resolution on the approval of an incentive programme for key management of-ficers of the Company.
- 13. Closing of the Meeting's session.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
	Number of votes:	

LPP

Re: Item 5 of the agenda:

**RESOLUTION No. 3
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 07 June 2019**

**on the approval of the Management Board's report on the operations of the Company and the
Company's Capital Group in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(1) of the Commercial Companies Code and § 33.1.1 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby approves the Management Board's report on the operations of the Company's Capital Group, incorporating the report on the Company's operations, in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
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LPP

Re: Item 6 of the agenda:

**RESOLUTION No. 4
OF ANNUAL GENERAL MEETING OF LPP SA
of 07 June 2019**

on the approval of the Supervisory Board's report on its activity in the financial year 2018

Under § 33.1.1 of the Articles of Association, the Annual General Meeting of LPP SA hereby approves the Supervisory Board's report on its activity in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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Number of shares:	I DISSENT	Number of shares:
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LPP

Re: Item 7 of the agenda:

**RESOLUTION NO. 5
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 07 June 2019
on the approval of the Company's financial statements for the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(1) of the Commercial Companies Code, Article 53(1) of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2018, item 395, as amended) and § 33.1.1 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby approves the Company's financial statements for the financial year 2018, including:

- 1) profit and loss account for the period from 1 January 2018 to 31 December 2018 with the net profit of PLN 592 294 929. 66,
- 2) balance sheet as at 31 December 2018 with total assets, equity and liabilities equal to PLN 5 143 265 323. 17,
- 3) statement of changes in equity, disclosing an increase in equity during the financial year ending 31 December 2018 by PLN 527 740 683. 66,
- 4) cash flow statement disclosing an increase in cash during the financial year ending 31 December 2018 by PLN 422 503 147. 19,
- 5) accounting principles (policies) and additional notes to the financial statements for the financial year ending 31 December 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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Number of shares: Number of votes:	I DISSENT Number of shares: Number of votes:	Number of shares: Number of votes:



Re: Item 8 of the agenda:

**RESOLUTION NO. 6
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2018
on the approval of the consolidated financial statements of the LPP SA Capital Group for the
financial year 2018**

Under Article 395 § 5 of the Commercial Companies Code and Article 63c(4) of the Accounting Act of 29 September 1994 (consolidated text: Journal of Laws of 2018, item 395, as amended), the Annual General Meeting of LPP SA hereby approves the consolidated financial statements of the LPP SA Capital Group for the financial year 2018, including:

- 1) consolidated profit and loss account for the period from 1 January 2018 to 31 December 2018 with the net profit of PLN 505 176 079. 34,
- 2) consolidated balance sheet as at 31 December 2018 with total assets, equity and liabilities equal to PLN 5 380 808 108. 83,
- 3) statement of changes in consolidated equity for the period from 1 January 2017 to 31 December 2018, disclosing an increase in equity by PLN 417 107 419. 24,
- 4) consolidated cash flow statement for the period from 1 January 2017 to 31 December 2018, disclosing an increase in cash by PLN 528 541 776. 05,
- 5) accounting principles (policies) and additional notes to the consolidated financial statements for the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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Number of shares: Number of votes:	I DISSENT Number of shares: Number of votes:	Number of shares: Number of votes:

LPP

Re: Item 9 of the agenda:

**RESOLUTION NO. 7
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

**on discharging Marek Piechocki for fulfilling his duties as President of the Management Board
of LPP SA in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Marek Piechocki for fulfilling his duties in the Management Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
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LPP

Re: Item 9 of the agenda:

**RESOLUTION NO. 8
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

**on discharging Jacek Kujawa for fulfilling his duties as Vice-President of the Management
Board of LPP SA in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Jacek Kujawa for fulfilling his duties in the Management Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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Number of shares:	I DISSENT	Number of shares:
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LPP

Re: Item 9 of the agenda:

**RESOLUTION NO. 09
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

**on discharging Przemysław Lutkiewicz for fulfilling his duties as Vice-President of the
Management Board of LPP SA in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Przemysław Lutkiewicz for fulfilling his duties in the Management Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
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LPP

Re: Item 9 of the agenda:

**RESOLUTION NO. 10
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

on discharging Sławomir Łoboda for fulfilling his duties as Vice-President of the Management Board of LPP SA in the financial year 2018

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Sławomir Łoboda for fulfilling his duties in the Management Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
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LPP

Re: Item 10 of the agenda:

**RESOLUTION NO. 11
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

**on discharging Jerzy Lubianiec for fulfilling his duties as Chairman of the Supervisory Board
of LPP SA in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Jerzy Lubianiec for fulfilling his duties in the Supervisory Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
	Number of votes:	

LPP

Re: Item 10 of the agenda:

**RESOLUTION NO. 12
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

**on discharging Wojciech Olejniczak for fulfilling his duties as Member of the Supervisory
Board of LPP SA in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Wojciech Olejniczak for fulfilling his duties in the Supervisory Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
	Number of votes:	

LPP

Re: Item 10 of the agenda:

**RESOLUTION NO. 13
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

**on discharging Magdalena Sekuła for fulfilling her duties as Member of the Supervisory Board
of LPP SA in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Magdalena Sekuła for fulfilling her duties in the Supervisory Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
	Number of votes:	

LPP

Re: Item 10 of the agenda:

**RESOLUTION NO. 14
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

**on discharging Piotr Piechocki for fulfilling his duties as Member of the Supervisory Board of
LPP SA in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Piotr Piechocki for fulfilling his duties in the Supervisory Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
	Number of votes:	

LPP

Re: Item 10 of the agenda:

**RESOLUTION NO. 15
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

**on discharging Antoni Tymiński for fulfilling his duties as Member of the Supervisory Board of
LPP SA in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Antoni Tymiński for fulfilling his duties in the Supervisory Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
	Number of votes:	

LPP

Re: Item 10 of the agenda:

**RESOLUTION NO. 16
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

**on discharging Miłosz Wiśniewski for fulfilling her duties as Member of the Supervisory Board
of LPP SA in the financial year 2018**

Under Article 393(1) of the Commercial Companies Code, Article 395 § 2(3) of the Commercial Companies Code and § 33.1.4 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA hereby discharges Miłosz Wiśniewski for fulfilling her duties in the Supervisory Board of LPP SA in the financial year 2018.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
	Number of votes:	

LPP

Re: Item 11 of the agenda:

**RESOLUTION NO. 17
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019
on the division of net profit generated in the financial year 2018**

Under Article 395 § 2(2) of the Commercial Companies Code and § 33.1.3 of the Articles of Association of LPP SA, the Annual General Meeting of LPP SA resolves as follows:

§ 1. [Division of profit]. The Annual General Meeting of LPP SA resolves to divide net profit generated by the Company in the financial year 2018 in the amount of PLN 592 294 929. 66 as follows:

1. PLN 110 065 020 to be divided among the shareholders as dividend,
2. the remaining net profit amounting to PLN 482 229 909. 66 to be excluded from division and allocated for the Company's supplementary capital.

§ 2. [Dividend date and dividend payment date]. Under Article 348 § 3 of the Commercial Companies Code, the Annual General Meeting of LPP SA resolves that:

1. the dividend date (date of establishing the list of shareholders eligible for the dividend) is 18 June 2019,
2. the dividend payment date is 27 July 2019.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares: Number of votes:	I DISSENT Number of shares: Number of votes:	Number of shares: Number of votes:

LPP

Re: Item 12 of the agenda:

**RESOLUTION NO. 18
OF THE ANNUAL GENERAL MEETING OF LPP SA
of 7 June 2019**

on the approval of an incentive programme for key management officers of the Company

§ 1

[Purpose and rationale for the resolution]

In view of the fact that the work of key management officers of the Company has and will have a major impact on the Company's operations, its goodwill and the value of shares in the share capital held by shareholders, acting in the interest of the Company and its shareholders in terms of maximisation of profit from investing in securities issued by the Company, in order to create incentives and mechanisms motivating such persons to effectively manage the Company and entities in the Company's capital group, ensuring a long-term growth of the Company's goodwill, and taking into consideration the need for stability of the Company's key management officers, and considering the fact that current incentive programmes for the Company's key management officers have been completed, the Annual General Meeting resolves to adopt a new incentive programme for the Company's key management officers specified in this resolution ("Programme" or "Incentive Programme").

§ 2

[Incentive Programme]

1. The Incentive Programme for the Company's key management officers specified in § 3 is hereby created.
2. Under the Programme, the Company shall offer the Programme Participants the possibility of acquiring from the Company treasury shares of LPP SA, acquired by the Company, in the total number of up to 907 shares in the Company.

§ 3

[Programme Participants]

The Incentive Programme shall be addressed to:

1. Mr. Marek Piechocki;
2. Mr. Jacek Kujawa;
3. Mr. Przemysław Lutkiewicz;
4. Mr. Sławomir Łoboda.

[further referred to as "Programme Participants"]

§ 4

[Implementation of the Incentive Programme]

1. The Incentive Programme shall be implemented in the financial years 2019 – 2020 (financial year from 1 January 2019 till 31 January 2020). In 2020 (from 1 February 2020), the shares in the Company shall be acquired provided that the Programme Participants meet the prerequisites of the Programme.
2. Under the Programme, the Programme Participants fulfilling the terms and conditions stipulated in the Programme Regulations shall obtain the right to acquire the Company's shares from the Company at a price equal to the nominal value thereof.
3. The terms and conditions for obtaining the right, referred to in section 2 above, by the Programme Participants shall be set forth by the Supervisory Board. The terms and conditions are dependent upon the attainment by the LPP SA Capital Group of a specific level of operating profit (EBIT) for the financial year commencing on 1 January 2019 and ending on 31 January 2020, which is set by the Supervisory Board in the Programme's rules, with due consideration of the impact of the change of the financial year on the said index. In the rules, referred to in § 5, the Supervisory Board will determine a detailed bonus plan for Participants depending on the attainment by the LPP SA Capital Group of specific levels of operating profit (EBIT) in the financial year 01.01.2019 – 31.01.2020. The Supervisory Board may foresee that the exceeding of subsequent levels of operating profit or the increase of such profit compared to the previous years may give the Programme's Participants the right to an increased number of rights (shares).
4. The specific number of shares designated for acquisition by the Eligible Persons shall be determined by the Supervisory Board of the Company, with the reservation that that their total number may not exceed 907 shares in the Company.
5. The Eligible Persons shall be entitled to exercise their rights to acquire the Company's shares if the terms and conditions for obtaining the said right are met and there are no grounds for losing the right to participate in the Programme.

§ 5

[Authorisation for the Supervisory Board]

1. The Supervisory Board shall set detailed regulations of the Incentive Programme, with due consideration of the provisions of this Resolution.

INSTRUCTIONS FOR THE SHAREHOLDER'S PROXY

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<input type="checkbox"/> IN FAVOUR	<input type="checkbox"/> AGAINST	<input type="checkbox"/> ABSTAIN
Number of shares:	I DISSENT	Number of shares:
Number of votes:	Number of shares:	Number of votes:
	Number of votes:	