

---

## REGULATORY ANNOUNCEMENT

---

### Resolutions of Ordinary General Meeting 2016

1) **Resolution on approval of ordinary separate financial statements and ordinary consolidated financial statements as of 31 December 2015 of UNIPETROL, a.s.**

The General Meeting of UNIPETROL, a.s. held on 21 June 2016 under the item 7 of the agenda approved pursuant to Section 8.2 letter j) of the Articles of Association of UNIPETROL, a.s., the ordinary separate financial statements of UNIPETROL, a.s. as of 31 December 2015.

The General Meeting of UNIPETROL, a.s. approved under the item 8 of the agenda pursuant to Section 8.2 letter j) of the Articles of Association of UNIPETROL, a.s., the ordinary consolidated financial statements of UNIPETROL, a.s. as of 31 December 2015.

2) **Resolution on distribution of non-consolidated profit of UNIPETROL, a.s. for 2015**

The General Meeting of UNIPETROL, a.s. held on 21 June 2016 approved under the item 9 of the agenda pursuant to Section 8.2 letter k) of the Articles of Association of UNIPETROL, a.s. distribution of the non-consolidated profit of UNIPETROL, a.s. for the year of 2015 of CZK 2,143,073,799.33 as follows:

a) Share in company 2015 profit awarded to the shareholders ("Dividend") amounts to CZK 1,000,967,897.28. Dividend proposed for distribution to the company shareholders amounts to CZK 5.52 per one company share before taxation.

b) Remaining part of the company non-consolidated profit for 2015 amounting to CZK 1,142,105,902.05 shall be transferred to the account of retained earnings of past years.

Decisive day for right for Dividend is 14 June 2016. Persons who are shareholders of UNIPETROL, a.s. (are specified in the excerpt from the records of the book-entered shares of the company) as of the decisive day shall have the right for Dividend. Dividend is payable on 21 September 2016. Dividend payment will be processed by Česká spořitelna, a.s., having its registered office at Praha 4, Olbrachtova 1929/62, Postal Code: 14000, Business

ID no.: 45244782, registered in the Commercial Registry maintained by Municipal Court in Prague, file no. B 1171. Dividend payment will end on 21 September 2019.

### **3) Resolution on changes in composition of the Supervisory Board of UNIPETROL, a.s.**

The General Meeting of UNIPETROL, a.s. held on 21 June 2016 elected under the item 10 of the agenda pursuant to Section 8.2 letter i) of the Articles of Association of UNIPETROL, a.s. into the position of Members of the Supervisory Board of UNIPETROL, a.s.:

- Mr. Wojciech Jasiński,
  - Mr. Zbigniew Leszczyński
- with effect as of 21 June 2016,

- Mrs. Grażyna Baka
- with effect as of 25 June 2016, and

- Mr. Zdeněk Černý,
  - Mr. Krystian Pater
- with effect as of 1 July 2016.

***The composition of the Supervisory Board of UNIPETROL, a.s. will be with effect as of 1 July 2016 as follows:***

- Mr. Wojciech Jasiński,
- Mr. Sławomir Robert Jędrzejczyk,
- Mr. Ivan Kočárník,
- Mrs. Grażyna Baka,
- Mr. Zdeněk Černý,
- Mr. Bogdan Dzudzewicz,
- Mr. Piotr Kearney,
- Mr. Zbigniew Leszczyński,
- Mr. Krystian Pater.

***Professional careers of elected members of the Supervisory Board***

***Professional career of Mr. Wojciech Jasiński:***

- Since 2/2016 Member of Supervisory Board of PKO Bank Polski S.A.

- Since 12/2015 President of Management Board of PKN ORLEN
- 2006 – 2007 he was the Minister of State Treasury
- 2000 – 2001 he worked at State in the Ministry of Justice
- 1997 – 2000 Member and then the President of the Management Board of Srebrna company seated in Warsaw
- 1992 – 1997 he worked in the Supreme Audit Office (NIK) at the positions director of NIK's Delegation Office in Warsaw, Finance and Budget Team, State Budget Department
- 1972 – 1986 worked in Płock, for instance in the National Bank of Poland, Branch in Płock and in the Town Hall

***Professional career of Mr. Zbigniew Leszczyński:***

- Since 2/2016 Member of the Management Board of PKN ORLEN, in charge of refining and petrochemical products wholesale, retail sale, logistics and sales efficiency
- He has large management experience in the fuel industry. Being with the Capital Group ORLEN for almost ten years he was responsible for construction, development and settlements of fuel station network at ORLEN Paliwa as well as support and development of refining product wholesale at PKN ORLEN. He also implemented many projects of strategic significance for the company
- He served as the Vice-President of the Management of the Foundation, providing expert advice on oil, mining, gas and the energy sector. In past years, he sat on the supervisory boards of a number of Polish companies
- President of the Management Board of Wodociągi i Kanalizacje w Opolu Sp. z o.o.
- President of the Management Board of Rynex Sp. z o.o.
- President of the Management Board of Wisła Płock S.A.
- Head of Sales and Marketing at Kompania Węglowa S.A.
- Advisory, supervisory and project management services as a sole trader

***Professional career of Mrs. Grażyna Baka:***

- Since 1/2016 Executive HR Director of PKN Orlen S.A.
- 2009 – 2016 HR Director – CEZ Polska sp. z o.o. – ČEZ Group
- 2006 – 2009 Director of Department of HR policy and organisation of CIECH S.A. – Chemical Group Ciech
- 2003 – 2005 HR Director – Fournier sp. z o.o. / currently Solvay Polska Sp. z o.o.
- 2002 – 2003 HR Director – Optimus Enterprise S.A., in bankruptcy
- 2001 – 2002 Director of Human Resources – Pekaes S.A. – Grupa Pekaes
- 1994 – 2001 HR Director, previously Group leader / Advisor to Board of Directors / Main specialist / Specialist for training – RUCH S.A.

***Professional career of Mr. Zdeněk Černý:***

- Since 6/2014 – Member of the Supervisory Board of ČEZ, a.s.
- Since 7/2004 – Chairman of the newly established Trade Union association ECHO (Power and Chemical industries)
- 1997 – 2004 – Chairman of the Czech Trade Unions in Chemical Industry
- 1990 – 1997 – Czech Trade Unions in Chemical Industry (gradually the head of the chairman's secretariat, executive secretary, head of legislative - legal department)
- 1975 – 1989 – Railway transport sector (gradually technology engineer, R&D department, inventions and improvements, investments)
- 1973 – 1975 – Průmstav Kolín (civil service)

***Professional career of Mr. Krystian Pater:***

- 2010 – present Europia, Member of the Board of Directors
- 2009 – 2010 AB ORLEN Lietuva, AB ORLEN Lietuva, CEO, Chairman of the Board of Directors
- 2007 – present UNIPETROL, a.s., Member of the Supervisory Board
- 2007 – present PKN ORLEN SA, Member of the Management Board, responsible for Production
- 2006 – present CONCAWE, Member of the Board of Directors
- 2006 – present AB ORLEN Lietuva, Member of the Board of Directors
- 2006 – 2007 PKN ORLEN SA, executive director for refinery production
- 2003 – 2005 PKN ORLEN SA, chief engineer for technology
- 1998 – 2002 PKN ORLEN SA, supervisor of the production manager's office
- 1993 – 1998 Petrochemia Płock SA, technologist

**4) Resolution on appointment of members of the Audit Committee of UNIPETROL, a.s.**

The General Meeting of UNIPETROL, a.s. held on 21 June 2016 appointed under the item 12 of the agenda pursuant to Section 8.2 letter t) of the Articles of Association of UNIPETROL, a.s. to the position of Members of the Audit Committee of UNIPETROL, a.s.:

- Mr. Rafal Warpechowski,
- Mr. Iain Haggis

with effect as of 25 June 2015.

***Professional experience of appointed members of the Audit Committee***

***Professional experience of Mr. Rafal Warpechowski:***

- 2008 – PKN ORLEN S.A. – Executive Director for Planning and Reporting
- 2003 – 2008 – TELEKOMUNIKACJA POLSKA S.A. – Director of Accounting and Financial Reporting Division, Deputy Director since October 2007
- 1998 – 2003 – IMPEXMETAL S.A. – Director for Finance, Planning and Reporting (since 2003), Reporting Manager (since 1998)
- 1996–1998 – PRICEWATERHOUSE SP. Z.O.O. and PRICEWATERHOUSECOOPERS SP. Z.O.O. – Assistent and Specialist for Audit and Business Consulting

***Professional experience of Mr. Iain Haggis:***

- 2014 – present Director of Valores Fund (first fund of venture philanthropy in Poland) – consultant in financial strategy, risk management and CSR/ESG
- 2007 – 2014 Chief Financial Officer responsible for producing financial statements and annual audit, Innova Capital, Warsaw (a leading private equity firm in Central Europe)
- 2005 – 2007 Corporate Finance Officer in charge of accounting issues involving divesting substantial assets and hedge accounting, TP Group, Warsaw (a leading telecoms group in Poland)
- 2002 – 2005 Chief Operating Officer responsible for producing financial statements and conducting the audit, Radio Plus Group, Warsaw (a network of commercial local radio stations in Poland)
- 1999 – 2002 Finance Director in charge of producing financial statements, conducting the audit and implementing the new accounting system, De Lage Landen Leasing Polska, Warsaw (the leasing and vendor finance subsidiary of Rabobank, the AAA-rated Dutch bank)
- 1994 – 1999 Finance and Administration Director responsible for the audit process of the National Investment Fund and its shareholdings, Polskie Towarzystwo Prywatyzacyjne –

Kleinwort Benson, Warsaw (a joint venture established to manage one of the National Investment Funds in Poland during privatisation)

- 1991 – 1994 Financial Director responsible for designing and implementing the accounting and reporting system, the annual audit and the relationship with auditors, GVG GmbH, Hanover, Germany (a catering, vending, security services, washroom and office workwear and office cleaning provider)
- 1989 – 1991 Regional Financial Controller in charge of designing and implementing the accounting and reporting system, producing financial statements and the audit of the company, Halifax Property Services, Bracknell, UK (estate agency)
- 1984 – 1989 Management Accountant and Assistant Financial Manager responsible for reporting to management, Reuters Ltd, London / Vienna / Zurich (news agency)

**5) Resolution on change to the Articles of Association of UNIPETROL, a.s.**

The General Meeting of UNIPETROL, a.s. held on 21 June 2016 decided under the item 13 of the agenda pursuant to Article 8.2 a) of the Articles of Association of the company on change to the Articles of Association of the company. The proposed changes to the Articles of Association of the company were published on 19 May 2016 as part of the documents relating to the publication of the invitation to the General Meeting.

In Prague, 22 June 2016  
UNIPETROL, a.s.  
Regulatory announcement No. 17/2016