

Convenience translation from original in Czech language

SHAREHOLDER PROPOSAL TO THE AGENDA OF THE GENERAL MEETING OF UNIPETROL, A.S.

held on June 2, 2015

UNIPETROL, a.s.

Company ID No.: 616 72 190

Na Pankráci 127, 140 00

Prague 4, Czech Republic

Prague, May 25, 2015

SHAREHOLDER PROPOSAL TO ITEM 8 (Approval of the ordinary consolidated financial statements as of December 31, 2014) OF THE AGENDA OF THE GENERAL MEETING CONVENED BY THE BOARD OF DIRECTORS OF UNIPETROL, a.s. ID No.: 616 72 190 that will be held on June 2, 2015 from 11:00 in the City Conference Center, Prague 4 – Nusle, Na Strži 1702/65, Postcode 140 00.

Dear Sirs,

as a representative of shareholder of the company UNIPETROL, a.s., Company ID No.: 616 72 190, based in Prague 4, Na Pankráci 127, Postcode 140 00, incorporated in the Commercial Register maintained by the Municipal Court in Prague, Section B, encl. 3020, Company ID No.: 61672190 (hereinafter the “**Company**” and/or “**Unipetrol**”) which is the company PAULININO LIMITED, company existing under the law of the Republic of Cyprus, based in Kyriakou Matsi, 16 EAGLE HOUSE, 8th floor, Agioi Omologites, P.C. 1082, Nicosia, the Republic of Cyprus, Company ID No.: HE326908 (hereinafter “PAULININO”) on the basis of a power of attorney from April 21, 2015 I hereby submit according to § 361 and f. Law No. 90/2012 Coll. on commercial companies and cooperatives (Law on commercial corporations) **a shareholder proposal to item 8 (Approval of the ordinary consolidated financial statements as of December 31, 2014) of the agenda of the General Meeting of the Company and request for information from the Company.**

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- The Company's shareholder requests the Company's Board of Directors to provide to shareholders information regarding the fulfillment of the Strategy of Unipetrol Group for the period 2013-2017.
- The Company's shareholder requests the Company's Board of Directors to provide to shareholders information regarding the impact of the acquisition of 16.335% stake from Shell and 32.445% stake from Eni on the financial results of ČESKÁ RAFINÉRSKÁ, a.s. It concerns in particular the planned restructuring measures, e.g. cancellation of the processing refinery model, cost restructuring of the Company and its financial impact on EBITDA of the company UNIPETROL, a.s.
- The Company's shareholder requests the Company's Board of Directors to provide to shareholders information regarding planned investment projects in refining segment as a result of ownership of 100% share in ČESKÁ RAFINÉRSKÁ, a.s.
- The shareholder requests the Company and its Board of Directors for information regarding Company's planned investments into the petrochemical segment. It concerns in particular long-planned investment into the polyethylene unit (PE3). The shareholder requests the Company for information, what is the current status of the project and at the same time, when will start the physical realization of construction and whether the investment costs correspond to the real offers of EPC suppliers.
- The shareholder requests the Company and its Board of Directors for information regarding fulfillment of Operational Excellence strategy. According to the statement of the Board of Directors of the Company, only during 2014, there were realized several initiatives and projects in scope of Operational Excellence with impact on EBITDA of the Company up to CZK 1 bn. The shareholder requests for more detailed information on the most important realized initiatives with bill of costs and financial impact on EBITDA of the Company. (5 most important initiatives with the greatest impact on EBITDA).
- The shareholder requests the Company and its Board of Directors for information regarding the strategy for keeping position on the retail fuel market, mainly due to an increase of refining capacities in ČESKÁ RAFINÉRSKÁ, a.s. and as a response to ongoing consolidation of the retail fuel market by the company MOL.
- The shareholder requests the Company and its Board of Directors for information regarding the planned divestment of the company Unipetrol Doprava, a.s. and reasoning of meaningfulness to get rid of alternative carrier of refining and petrochemical products with regard to its logistic competitor Čepro, a.s.

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Based on the above mentioned facts as a shareholder of the Company we propose to the Company's General Meeting to discuss in the plenary of the General Meeting the fulfillment of Strategy 2013-2017, eventually its update and to verify whether this strategy fulfilled by the Company especially with regard to the declared amount of investments worth CZK 19 bn.

Attachments:

1. The power of attorney of warrantor PAULININO LIMITED from April 21, 2015
2. Certificate of incorporation of PAULININO LIMITED

In Prague on May 25, 2015.

Mgr. Pavel Muchna

PAULININO LIMITED on the basis of a power of attorney

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