

ITEM 4: APPROVAL OF SQUEEZE OUT OF PARTICIPATION SECURITIES TO MAJORITY SHAREHOLDER

Resolution:

The General Meeting

- I. *determines that the majority shareholder in the company in the meaning of Sec. 375 of Act. No. 90/2012 Coll., on Business Companies and Co-Operatives, is POLSKI KONCERN NAFTOWY ORLEN SPÓŁKA AKCYJNA, a joint stock company established and existing under the laws of the Republic of Poland, with its seat in Płock and its registered office at ul. Chemików 7, 09-411 Płock, Republic of Poland, registered in the Register of Entrepreneurs maintained by the District Court in the Capital City of Warsaw in Warsaw, XIV Commercial Division of the National Court Register under KRS number: 0000028860 (“**Majority Shareholder**”). As of the date of filing of the request for convocation of the General Meeting by the Majority Shareholder (i.e. 19 July 2018) and as of the decisive date of this General Meeting the Majority Shareholder owns 170,507,091 shares in the company, the aggregate nominal value of which corresponds to 94.0289 % of the registered capital of the company and to which a 94.0289 % share in the voting rights in the company is attached;*
- II. *resolves on passing of the ownership right to all the participation securities issued by the company owned by other owners of the participation securities than the Majority Shareholder on to the Majority Shareholder (“**Passing of Participation Securities**”). The Passing of Participation Securities will become effective by lapse of one month from the publication of registration of this resolution in the Commercial Register (“**Effective Date**”). The Board of Directors of the company shall request without undue delay following the Effective Date the registration of the ownership right of the Majority Shareholder to all the participation securities originally owned by the other owners of the participation securities of the company in the relevant evidence of securities;*
- III. *determines that the Majority Shareholder shall provide to the other owners of the participation securities of the company a consideration for their participation securities, the ownership right to which will pass on to the Majority Shareholder within the Passing of Participation Securities, in the amount of CZK 380 (in words: three hundred and eighty Czech crowns) per one participation security. Within 14 calendar days following the Effective Date, each original owner of the participation securities shall notify the authorized agent of the Majority Shareholder being Česká spořitelna, a.s., with its registered office at Prague 4, Olbrachtova 1929/62, Postal Code 14000, Czech Republic, Identification No.: 45244782, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert 1171 (“**Agent**”), of the following details:*
 - a. *in a case of owner of the participation securities being an individual residing in the Czech Republic: name, surname, birth number, bank account number, code of bank;*
 - b. *in a case of owner of the participation securities being an individual residing outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial institution in the Czech Republic: name, surname, birth number (or similar identifier or date of birth, if not assigned), bank account number, code of bank;*
 - c. *in a case of owner of the participation securities being an individual residing outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial institution outside the Czech Republic: name, surname, birth number (or similar identifier or date of birth, if not assigned), permanent residence address, bank account number (IBAN), code of bank/BIC, name of the financial institution by which the bank account is maintained and its address, name and surname of the owner of the bank account;*
 - d. *in a case of owner of the participation securities being a legal entity having its registered office in the Czech Republic: name of the legal entity, identification number, bank account number, code of bank;*
 - e. *in a case of owner of the participation securities being a legal entity having its registered office outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial institution in the Czech Republic: name of the legal entity, identification number (or similar number), bank account number, code of bank; and*
 - f. *in a case of owner of the participation securities being a legal entity having its registered office outside the Czech Republic, which wishes to receive the consideration to a bank account maintained by a financial*

institution outside the Czech Republic: name of the legal entity, identification number (or similar number), registered office, bank account number (IBAN), code of bank/BIC, name of the financial institution by which the bank account is maintained and its address, name of the bank account;

*by using the relevant form for individual or legal person (residing/with registered office in or outside the Czech Republic, as applicable), which will be available on the website of the company to be downloaded, or in a similar form (“**Bank Account Notification**”). The signature on the Bank Account Notification must be notarized and the Bank Account Notification must be delivered to the address: Česká spořitelna, a.s., CEN 8430 Back Office investičních produktů, Budějovická 1518/13b, 140 00 Prague 4, Czech Republic, by standard mail, registered mail or courier service, while the upper left corner of the respective envelope must in each case state the following: “**Unipetrol**”. The following documents must be attached to the Bank Account Notification: (i) if the Bank Account Notification is signed by a proxy of the owner of the participation securities, the original or officially verified copy of a power of attorney with notarized signature authorising such a proxy to act on behalf of the owner of the participation securities dated on or before the date of signing of the Bank Account Notification; (ii) if the owner of the participation securities and/or its proxy is a legal entity, the original or officially verified copy of an extract from the relevant register of the owner of the participation securities and/or its proxy (as appropriate) or of another official document which confirms that the person who signed the Bank Account Notification, or, as the case may be, the power of attorney under (i) above, is authorized to act on behalf of the owner of the participation securities and/or its proxy (as appropriate), issued on or before the date of signing of the power of attorney under letter (i) above (applicable to the extract of the owner of the participation securities) and on or before the date of signing of the Bank Account Notification (applicable to the extract of the owner of the participation securities as well as to the extract of the proxy), but not earlier than 3 months before the date of the Bank Account Notification. All documents must be in Czech, Slovak or English language. Documents in other languages must be accompanied with a simple translation to any of the above languages; and*

- IV. *determines that the consideration in the amount set out in paragraph III. above (potentially increased by the interest as prescribed by the applicable law) will be provided by the Majority Shareholder via its Agent to each original owner of the participation securities without undue delay following the registration of the ownership right of the Majority Shareholder to the participation securities, which passed within the Passing of Participation Securities on to the Majority Shareholder, in the relevant evidence of securities and, at the latest, within 30 days following the date of such registration. The Agent shall provide the consideration to the persons which are the owners of the participation securities of the company as of the Effective Date, unless a pledge over these participation securities is proved to be established, in which case the consideration will be provided to the pledgee; this is not applicable if the owner proves that the pledge ceased to exist prior to the passing of the ownership right. In case a pledge over the participation securities is established as of the Effective Date, the person which is the owner of these participation securities as of the Effective Date shall ensure that the pledgee provides the Agent with the details and documents pursuant to paragraph III. above within the period and in the manner mentioned therein.*

Justification:

On 19 July 2018 the Board of Directors of the Company received a request of PKN ORLEN S.A., in its position of majority shareholder of the Company, dated 19 July 2018, to convene General Meeting of the Company and submit a proposal to transfer all remaining Company shares to PKN ORLEN S.A. pursuant to Section 375 of Business Corporations Act (the “**Request**”).

As per the Request, PKN ORLEN S.A. proposes a consideration for transfer of all other Company shares to PKN Orlen of CZK 380 (three hundred eighty Czech crowns) per one Company share (the “**Consideration**”)

PKN ORLEN S.A. demonstrated, that it is majority shareholder (in Czech: *hlavní akcionář*) of the Company pursuant to Section 375 Business Corporations Act, and therefore it is entitled to request convening General Meeting to approve squeeze out transfer of Company participation securities to PKN ORLEN S.A. i.e., common bearer shares in the book-entered form with the nominal value of CZK 100 each, ISIN: CZ0009091500 pursuant to Section 375 *et seq.* Business Corporations Act.

Since the Request included, among others, a draft proposal for resolution regarding squeeze out transfer of Company participation securities to PKN ORLEN S.A., required information and documents were delivered together with the Request and the Request satisfied also other requisites set forth by generally binding legal regulations and the Company Articles of Association, the Board of Directors convenes respective General Meeting by publishing this invitation. Proposal for resolution regarding item no. 4 of the General Meeting agenda is presented in wording delivered to the Company by PKN ORLEN S.A. in the Request.

In case the General Meeting resolves to approve the resolution proposed by PKN ORLEN S.A. regarding this item no. 4 of the General Meeting agenda, the Board of Directors of the Company will in accordance with Section 383 Business



*Convenience English translation of Czech official version
In case of discrepancy, Czech version prevails*

Corporations Act file to register such resolution in the Commercial Registry. Ownership right to the Company shares will transfer to PKN ORLEN S.A. after one (1) month of publication of such record in the Commercial Registry. PKN ORLEN S.A. will provide the Consideration to the entitled persons through the Authorized Person (as defined above in this invitation) in the terms set forth in the proposal for resolution to this item no. 4 of the General Meeting agenda. Information regarding payment of the Consideration will be published at the Company website.