

UNIPETROL, a.s.
registered office at Na Pankraci 127, 140 00 Praha 4
IČ 61672190
registered in the Commercial Register of the Municipal Court in Prague
Section B, Entry 3020

**REPORT ON RELATIONS BETWEEN THE CONTROLLING AND THE CONTROLLED PERSON,
AND ON RELATIONS BETWEEN THE CONTROLLED PERSON AND OTHER PERSONS
CONTROLLED BY THE SAME CONTROLLING PERSON („Related Persons“)**

For year 2012

Controlled Person

UNIPETROL, a.s., registered office at Na Pankraci 127, 140 00 Praha 4, ICO 61672190 (Hereinafter "Company") UNIPETROL, a.s. is the controlling person of the UNIPETROL business group whose organisational chart is shown in Appendix 1.

Controlling Person

POLSKI KONCERN NAFTOWY Orlen S.A., registered office at ul. Chemików 7, 09 - 411 Plock

Other Related Persons

Companies controlled by the Controlling Person, POLSKI KONCERN NAFTOWY Orlen S.A. are the other related persons.

Detailed overview of the other related persons is shown in Appendix 2 - POLSKI KONCERN NAFTOWY Orlen S.A. Business Group Organizational Chart.

In 2012, the following relations were established between the Company, Controlling Person and Other Related Persons.

Part I.

Agreements concluded between the Company, Controlling Person and Other Related Persons in 2012

and

performances (counter-performances) provided (received) in 2012 in virtue of agreements concluded in previous periods

Note:

- a) Categorisation of agreements follows the accounting methodology;
- b) Conversion from foreign currencies follows the current Czech National Bank exchange rate as of the respective performance (counter-performance) day.

CONTROLLING PERSON

1.1. POLSKI KONCERN NAFTOWY Orlen S.A.

Relation to the Company: Controlling Person

Relations in 2012 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts.

The following relations were established in 2012:

Based on the agreements concluded in the previous periods, the Company received services for which it provided payments amounting to CZK 1,580 thousand. The price for the services was contractually agreed at arm's length basis.

The Company further provided services for which it received the payment in amount of CZK 37 thousand.

In previous periods, the Company concluded an agreement on confidentiality. No performance has been provided and received in virtue of this agreement.

OTHER RELATED PERSONS

1.2. SPOLANA a.s.

Relation to the Company: The person directly controlled by Anwil S.A.

Relations in 2012 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts.

The following relations were established in 2012:

Based on the "Agreement on insurance premiums payment" for liability insurance of the Board Members and the Supervisory Board Members, and the liability insurance for damage caused by a product in the given period, the Company covered for SPOLANA, a.s. the corresponding portion of premiums in accordance with respective insurance agreements concluded with third persons. SPOLANA, a.s. has consequently paid this amount (CZK 494 thousand) to the Company.

1.3. Anwil S.A.

Relation to the Company: The company directly controlled by POLSKI KONCERN NAFTOWY Orlen S.A.

Relations in 2012 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts.

The following relations were established in 2012:

The Company concluded an agreement based on which invoiced services for which received contribution in amount of CZK 8 thousand.

1.4. ORLEN Finance AB

Relation to the Company: The company directly controlled by POLSKI KONCERN NAFTOWY Orlen S.A.

Relations in 2012 were based on the standard terms and conditions of business relations. The Company suffered no loss as a result of concluded contracts.

The following relations were established in 2012:

The Company concluded in given period loan agreement, based on which the Company opened bank accounts in Nordea Bank Finland Plc, Niederlassung Deutschland. The Company has not utilized a loan in that period.

Part II.

Other legal actions made in favour of Other Related Persons

There were no other legal actions made in favour of Other Related Persons in 2012.

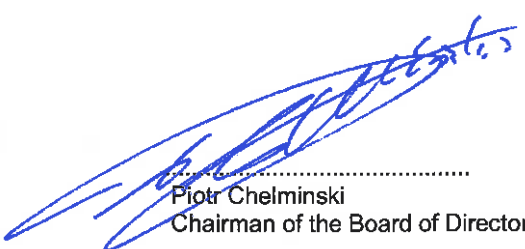
Part III.

Other measures taken or realised in favour of or initiated by Other Related Persons


In 2012 there were no other measures taken or realized by the Company in favour of or initiated by Other Related Persons.

In Prague on 4 March 2013

On behalf of the Company



.....
Piotr Chelminski
Chairman of the Board of Directors



.....
Miroslav Kastelik
Member of the Board of Directors

Annex no. 1

CAPITAL GROUP OF UNIPETROL, a.s. - CONTROLLED COMPANY

1 January 2012 – 31 December 2012

Companies controlled by PKN ORLEN S.A.	Residence	Shares in directly and indirectly controlled companies		Note
		Share in % of the capital		
		1.1.	31.12.	
Companies with direct share of UNIPETROL, a.s.				
Companies with indirect share of UNIPETROL, a.s.				
1 UNIPETROL RPA, s.r.o., IČ 275 97 075	Litvínov, Záluží 1	100,00	100,00	
1.1 HC VERVA Litvínov, a.s., IČ 640 48 098	Litvínov, S.K. Neumanna 1598	70,95	70,95	Other shareholders- Litvínov city owns 22,14% and HC Litvínov, o.s. owns 6,91%
1.2 CHEMOPETROL, a.s., IČ 254 92 110	Litvínov, Záluží 1	100,00	100,00	
1.3 POLYMER INSTITUTE BRNO, s.r.o., IČ 607 11 990	Brno, Tkalcovská 36/2	99,00	99,00	1% owned by UNIPETROL, a.s.
1.4 UNIPETROL DOPRAVA, s.r.o., IČ 640 49 701	Litvínov, Růžodol 4	99,88	99,88	0,12% owned by UNIPETROL, a.s.
1.5 UNIPETROL DEUTSCHLAND GmbH, IČ. č. HRB 34346	Langen, Německo, Paul-Ehrlich-Strasse 1B	99,90	99,90	0,1% owned by UNIPETROL, a.s.
1.6 CHEMAPOL (SCHWEIZ), v likvidaci, IČ CH-270.3.000.762-9	Leimenstrasse 21, 4003 Basel, Švýcarsko	100,00	100,00	
1.7 UNIPETROL SLOVENSKO, s.r.o., IČ 357 77 087	Panónská cesta 7, Bratislava, Slovensko	86,96	86,96	13,04% owned by UNIPETROL, a.s.
2. UNIPETROL SERVICES, s.r.o., IČ 276 08 051	Litvínov, Záluží 1	100,00	100,00	
3. Výzkumný ústav anorganické chemie, a.s., IČ 622 43 136	Ústí nad Labem, Revoluční 84/č.p. 1521	100,00	100,00	
4. UNIPETROL TRADE, a.s., v likvidaci, IČ 250 56 433	Praha 4, Na Pankráci 127	00,00	00,00	The company was deleted for Commercial register on 27 Septemebr 2011 after finishing of liquidation.
5. BENZINA, s.r.o., IČ 601 93 328	Praha 4, Na Pankráci 127	100,00	100,00	
5.1 PETROTRANS, s.r.o., IČ 251 23 041	Praha 8, Střelnická 2221	99,37	99,37	0,63% owned by UNIPETROL, a.s.
6. UNIPETROL RAFINÉRIE, a.s. IČ 278 85 429	Litvínov, Záluží 1	100,00	100,00	
7. ČESKÁ RAFINERSKÁ, a.s., IČ 627 41 772	Litvínov, Záluží 2	51,22	51,22	Other shareholders – Shell Overseas Investments B.V. owns 16,335 % a Eni International B.V. owns 32,445 %
8. UNIPETROL AUSTRIA, HmbH, v likvidaci, IČ 43 551	Vídeň, Apfelgasse 2, Rakousko	100,00	100,00	
9. PARAMO, a.s., IČ 481 73 355	Pardubice, Přerovská čp. 560	100,00	100,00	
9.1 MOGUL SLOVAKIA, s.r.o., IČ 36 222 992	Hradiště pod Vrátnou, U ihriska 300, Slovensko	100,00	100,00	
9.2 Paramo Asphalt s.r.o., IČ 248 03 791	Pardubice, Přerovská čp. 560	100,00	0	On 22 October 2012 PARAMO, a.s. transferred 100% share in the company to ORLEN Asphalt Sp. z o.o.
9.3 PARAMO Oil, s.r.o., IČ 246 87 341	Pardubice, Přerovská čp. 560	100,00	100,00	
10. Butadien Kralupy a.s., IČ 278 93 995	Kralupy nad Vltavou, O Wichterleho 810	51,00	51,00	49% shares owned by SYNTHOS Kralupy, a.s.
Other companies with share of UNIPETROL, a.s.				
1. UNIVERSAL BANKA, a.s. v konkursu, IČ 482 64 865	Praha 1, Senovážné náměstí 1588/1	16,45	16,45	12,24% shares owned by UNIPETROL RPA, s.r.o.
2. ORLEN HOLDING MALTA LIMITED, IČ C 39945	Malta, Level 1, 36, Strand Towers, The Strand, Sliema SLM 1022	0,5	0,5	99,5% shares owned by PKN ORLEN S.A.

Annex no. 2

CAPITAL GROUP OF PKN ORLEN S.A. - CONTROLLED COMPANY

1 January 2012 – 31 December 2012

Companies controlled by PKN ORLEN S.A.	Residence	Shares in directly and indirectly controlled companies		Note
		Share in % of the capital		
Companies with direct share of PKN ORLEN S.A.		1.1.	31.12.	
Companies with indirect share of PKN ORLEN S.A.				
1. UNIPETROL, a.s.	Praha	62,99	62,99	see separate list of the Capital Group of UNIPETROL
2. ORLEN Deutschland AG	Elmshorn	100,00	100,00	
3. ORLEN Budonaft Sp. z o.o.	Kraków	100,00	100,00	
4. ORLEN Automatyka Sp. z o.o.	Płock	100,00	100,00	
5. ORLEN Asphalt Sp. z o.o.	Płock	82,46	82,46	17,54 % Rafineria Trzebinia S.A.
5.1. ORLEN Asphalt Ceska Republika s.r.o. (d. Paramo Asphalt)	Pardubice	0	100,00	On October 22, 2012, PARAMO, a.s. ("PARAMO") and ORLEN Asphalt Sp. z o. o. ("ORLEN Asphalt") executed a quota purchase agreement, pursuant to which ORLEN Asphalt, as purchaser, shall acquire from PARAMO, as seller, 100% quotaholding in Paramo Asphalt s.r.o. ("Paramo Asphalt").
6. Inowrocławskie Kopalnie Soli "SOLINO" S.A.	Inowrocław	98,17	100,00	On 31.01.2012 share purchase transactions with minority shareholders within voluntary buy-out process were registered. PKN ORLEN share in the registered capital increased to 99,02%. As a result of mandatory squeeze-out process, on 4.09.2012 PKN purchased and registered remaining shares of IKS SOLINO and became the sole shareholder.
7. ORLEN Gaz Sp. z o.o.	Płock	100,00	100,00	
8. ORLEN KolTrans Sp. z o.o.	Płock	99,85	99,85	
9. Orlen Laboratorium Sp. z o.o.	Płock	94,94	94,94	
10. ORLEN Medica Sp. z o.o.	Płock	100,00	100,00	
10.1 Sanatorium Uzdrowskowe "Krystynka" Sp. z o.o.	Ciechocinek	98,58	98,58	
11. ORLEN Ochrona Sp. z o.o.	Płock	100,00	100,00	
11.1 ORLEN Ochrona Sp. z o. o., organizační složka v České republice	Litvínov	100,00	100,00	Branch office registered on 27.06.2011 in CR
11.2 ORLEN Apsauga UAB		0	100,00	On 16.04.2012 newly-registered Company in Lithuania
12. ORLEN OIL Sp. z o.o.	Kraków	51,69	51,69	43,84 % Rafineria Trzebinia S.A. a 4,47% Rafineria Nafty Jedlicze
12.1. Platinum Oil Sp. z o.o.	Lublin	100,00	100,00	On 1.03.2012 Company merged with Platinum Oil Małopolskie Centrum Dystrybucji Sp. z o.o.
12.2. Platinum Oil Małopolskie Centrum Dystrybucji Sp. z o.o.	Szczucin	100,00	0	On 1.03.2012 Platinum Oil Małopolskie Centrum Dystrybucji Sp. z o.o. was merged by absorption with Platinum Oil Sp. z o.o.
12.2. ORLEN OIL ČESKO, s. r. o.	Brno	100,00	100,00	
13. ORLEN Paliwa Sp. z o.o.	Płock	100,00	100,00	On 27.11.2012 Company changed its commercial name from ORLEN PetroCentrum Sp. z o.o.
14. ORLEN PetroTank Sp. z o.o.	Widelka	100,00	100,00	
14.1. Petro-Mawi Sp. z o.o. w likwidacji	Sosnowiec	60,00	60,00	

15. ORLEN Projekt S.A.	Płock	51,00	99,63	On 20.11.2012 PKN purchased 43 shares of ORLEN Projekt and increased its stake to 99,63%
16. ORLEN Transport Kraków Sp. z o.o. w upadłości	Kraków	98,41	98,41	
17. ORLEN Transport Sp. z o.o.	Płock	100,00	100,00	
18. ORLEN Wir Sp. z o.o.	Płock	76,59	76,59	
19. Petrolot Sp. z o.o.	Warszawa	51,00	100,00	On 21.12.2012 share purchase agreement was signed with PLL LOT for the remaining stake in the company's registered capital and PKN became a sole shareholder of Petrolot
20. Rafineria Nafty Jedlicze S.A.	Jedlicze	89,95	100,00	On 9.03.2012 share purchase transactions with the minority shareholders were settled and PKN increased its stake to 98,62%. Subsequently, PKN launched squeeze-out procedure and on 23.08.2012, on 17.09.2012 and on 4.10.2012 further transactions with minority shareholders were registered, resulting in increase of PKN ORLEN stake in RNJ registered capital to 100%.
20.1. „RAF-BIT” Sp. z o.o.	Jedlicze	100,00	100,00	
20.2. „RAF-KOLTRANS” Sp. z o.o.	Jedlicze	100,00	100,00	
20.3. „RAF-Służba Ratownicza” Sp. z o.o.	Jedlicze	100,00	100,00	
20.4. Konsorcjum Olejów Przetworzonych "ORGANIZACJA ODZYSKU" S.A.	Jedlicze	81,00	81,00	8 % Rafineria Trzebinia S.A.
20.5. "RAN-WATT" Sp. z o.o. w likwidacji	Toruń	51,00	51,00	
21. Rafineria Trzebinia S.A.	Trzebinia	86,35	86,35	
21.1. Fabryka Parafin NaftoWax sp. z o.o. - Trzebinia	Trzebinia	100,00	100,00	
21.2. Energomedia Sp. z o.o.	Trzebinia	100,00	100,00	
21.3. Euronafit Trzebinia Sp. z o.o.	Trzebinia	100,00	100,00	
21.4. EkoNaft Sp. zo.o.	Trzebinia	100,00	100,00	
21.5. Zakładowa Straż Pożarna Sp. z o.o.	Trzebinia	100,00	100,00	
22. Ship - Service S.A.	Warszawa	60,86	60,86	
23. ORLEN Centrum Serwisowe Sp. z o.o.	Opole	99,01	99,01	
24. Anwil S.A.	Włocławek	95,14	100,00	On 9.03.2012, 6.06.2012, 14.09.2012, 17.10.2012 and on 31.10.2012, within minority shareholders squeeze-out process, further purchases of shares were registered. Since 31.10.2012 PKN became sole shareholder of Anwil
24.1. Przedsiębiorstwo Inwestycyjno - Remontowe REMWIL Sp. z o.o.	Włocławek	99,98	99,98	
24.2. Przedsiębiorstwo Produkcyjno-Handlowo-Uslugowe PRO-LAB Sp. z o.o.	Włocławek	99,32	99,32	
24.3. SPOLANA a.s.	Neratovice	100,00	100,00	
24.4. Przedsiębiorstwo Usług Specjalistycznych i Projektowych CHEMEKO Sp. z o.o.	Włocławek	55,93	55,93	
24.5. Zakład Usługowo-Produkcyjny EKO-Dróg Sp. z o.o.	Włocławek	48,78	48,78	
24.6. Przedsiębiorstwo Usług Technicznych Wircom Sp. z o.o.	Włocławek	49,02	49,02	
24.7. Specjalistyczna Przechodnia Przemysłowa Prof-Med Sp. z o.o.	Włocławek	45,86	45,86	
25. ORLEN EKO Sp. z o.o.	Płock	100,00	100,00	
26. ORLEN Administracja Sp. z o.o.	Płock	100,00	100,00	
27. ORLEN Upstream Sp. z o.o.	Warszawa	100,00	100,00	
28. ORLEN Księgowość Sp. z o.o.	Płock	100,00	100,00	
29. ORLEN HOLDING MALTA Limited	Sliema, Malta	99,50	99,50	
29.1. ORLEN Insurance Ltd	Sliema, Malta	99,99	99,99	In 2012 registered capital was increased. As a result of shares acquisition executed only by ORLEN HOLDING MALTA PKN stake in Company's registered capital decreased to 0,00000661%,
30. AB ORLEN Lietuva	Juodeikiai	100,00	100,00	

30.1. AB Ventus Nafta	Vilnius	100,00	100,00	
30.2. UAB Mazeikiu Nafta Trading House (Litwa)	Vilnius , Lithuania	100,00	100,00	
30.2.1. SIA ORLEN Latvija	Riga, Latvia	100,00	100,00	In 2012 Company changed its commercial name from UAB Mazeikiu Nafta Trading House Latvia
30.2.2. ORLEN Eesti OU	Tallin ,Estonia	100,00	100,00	In 2012 Company changed its commercial name from UAB Mazeikiu Nafta Trading House Estonia
30.3. UAB Medikvita	Juodeikiai	100,00	100,00	In 2012 Company changed its commercial name from UAB Mazeikiu Nafta Health Care
30-4. UAB Mazeikiu Nafta Paslaugos Tau	Juodeikiai	100,00	100,00	
30.5. UAB EMAS	Juodeikiai	100,00	100,00	
31. ORLEN Finance AB	Sztokholm	100,00	100,00	
32. ORLEN Capital AB	Sztokholm	100,00	0	On 11.04.2012 Company was sold to S-bolag Börsen AB
33. Basell Orlen Polyolefins Sp. z o.o.	Plock	50,00	50,00	50% owned by Basell Europe Holding B. V.
33.1. Basell Orlen Polyolefins Sp. z o.o. Sprzedaż Sp. z o.o.	Plock	100,00	100,00	
34. Plocki Park Przemyslowo-Technologiczny S.A.	Plock	50,00	50,00	50% owned by Plock
34.1. Centrum Edukacji Sp. z o. o.	Plock	69,43	69,43	
35. ORLEN International Exploration –Production Company BV	Amsterdam	100,00	100,00	
35.1. SIA Balin Energy Grupa OIE-PC BV	Lithuania	50,00	50,00	
36. Baltic Power Sp. z o.o.	Warszawa	100,00	100,00	
37. Baltic Spark Sp. z o.o.	Warszawa	100,00	100,00	