

**NOTICE ON INSERTING ITEMS INTO ORDINARY GENERAL MEETING AGENDA AND NOTICE ON WORDING OF SHAREHOLDER PROPOSALS INCLUDING POSITION OF BOARD OF DIRECTORS**

On 14 May 2015 UNIPETROL, a.s., Company ID no.: 61672190, having its registered seat at Praha 4, Na Pankráci 127, Zip code: 140 00, received a request of Polski Koncern Naftowy ORLEN Spółka Akcyjna, having its registered seat at Chemików 7, 09-411 Płock, Poland, a qualified shareholder of UNIPETROL, a.s., to include following items into the agenda of the Ordinary General Meeting of UNIPETROL, a.s. to be held on 2 June 2015:

- Recall of members of the Audit Committee of Unipetrol
- Appointment of members of the Audit Committee of Unipetrol

(„Request“). Reasoning and proposals of resolutions to particular newly proposed items of the agenda were enclosed to the Request.

**1. Supplementing the agenda**

Board of Directors of UNIPETROL, a.s. discussed the Request at its meeting on 14 May 2015 and resolved to include respective items into the agenda of the Ordinary General Meeting of UNIPETROL, a.s. to be held on 2 June 2015 so that:

- i) item „Recall of members of the Audit Committee of UNIPETROL, a.s.“ shall be included as item no. 14 of the agenda;
- ii) original item no. 14 „ Decision on change to the Articles of Associations of UNIPETROL, a.s “ shall be newly numbered as item no. 15 of the agenda;
- iii) item „Appointment of members of the Audit Committee of UNIPETROL, a.s.“ shall be included as item no. 16 of the agenda;
- iv) original item no. 15 „ Closing of the General Meeting “ shall be newly numbered as item no. 17 of the agenda;
- v) other items of the agenda shall remain unchanged.

Therefore, the agenda of the Ordinary General Meeting of UNIPETROL, a.s. to be held on 2 June 2015 is as follows:

1. Opening of the General Meeting
2. Approval of rules of procedure of the General Meeting
3. Election of persons into working bodies of the General Meeting
4. Report of the Company’s Board of Directors on Business Activities of the Company and State of Its Property for the year of 2014, conclusions of the Report on Relations Between Linked Persons for the year 2014 and Explanatory Report of the Company’s Board of Directors prepared pursuant to Section 118(8) of Capital Market Business Act
5. Report on the controlling activities of the Supervisory Board in the year of 2014, position of the Supervisory Board to the review of the ordinary non-consolidated financial statements as of 31 December 2014, the ordinary consolidated financial statements as of 31 December 2014, the proposal of the Company’s Board of Directors on distribution of profit for 2014, position of the Supervisory Board to the review of the Report on Relations between Linked Persons for the year of 2014 and proposal of the auditor for decision by the General Meeting
6. Report of the Audit Committee on results of its activities for the year 2014
7. Approval of the ordinary non-consolidated financial statements as of 31 December 2014
8. Approval of the ordinary consolidated financial statements as of 31 December 2014
9. Decision on cancellation of the reserve fund of the company and on distribution of funds from the reserve fund
10. Decision on distribution of profit for 2014
11. Changes in composition of the Supervisory Board of UNIPETROL, a.s.
12. Disapproval of competitive activities pursuant to Section 452 of the Act on Business Corporations
13. Decision on auditor for auditing of company non-consolidated and consolidated financial statements including other documents provided auditing is required by applicable legal regulations
14. Recall of members of the Audit Committee of UNIPETROL, a.s.
15. Decision on change to the Articles of Associations of UNIPETROL, a.s.
16. Appointment of members of the Audit Committee of UNIPETROL, a.s.
17. Closing of the General Meeting

## 2. Proposals of resolution

Proposal of resolution of Polski Koncern Naftowy ORLEN Spółka Akcyjna, having its registered seat at Chemików 7, 09-411 Płock, Poland, to item no. 14 „Recall of members of the Audit Committee of UNIPETROL, a.s.“:

*„The ordinary Shareholders’ General Meeting of UNIPETROL, a.s. in accordance with Article 8.2 (t) of the Articles of Associations of UNIPETROL, a.s. hereby recalls*

1. *Mr. Ing. Ivan Kočárník, CSc, birth ID no. 441129/042, residing at K Bukovce 161, 252 28 Vonoklasy, the Czech Republic, and*
2. *Mr. Piotr Robert Kearney, born on 4 October 1969, residing at Al. Mickiewicza 63m.51, 81 866 Sopot, Poland*

*from the position of a member of the Audit Committee of UNIPETROL, a.s.“*

Proposal of resolution of Polski Koncern Naftowy ORLEN Spółka Akcyjna, having its registered seat at Chemików 7, 09-411 Płock, Poland, to item no. 16 „Appointment of members of the Audit Committee of UNIPETROL, a.s.“:

*„The ordinary Shareholders’ General Meeting of UNIPETROL, a.s. in accordance with Article 8.2 (t) of the Articles of Associations of UNIPETROL, a.s. hereby appoints*

*Mr. [to be inserted] residing at [to be inserted]*

*into the position of a member of the Audit Committee of UNIPETROL, a.s.“*

## 3. Position of Board of Directors

Regarding the Request and proposals of resolution, Board of Directors of UNIPETROL, a.s. states that the right to request including respective item into the agenda of general meeting, right to propose recalling members of Audit Committee and propose candidates for office of Audit Committee member rank among basic rights of shareholder, qualified shareholders respectively, under the Articles of Associations of UNIPETROL, a.s. and applicable legal regulations. Proposed candidates must meet all statutory requirements for appointment into the office of member of the Audit Committee and exercise of such office. In this respect, Board of Directors states that selection of candidates into office of Audit Committee member is in the discretion of UNIPETROL, a.s. shareholders.

Request of Polski Koncern Naftowy ORLEN Spółka Akcyjna, having its registered seat at Chemików 7, 09-411 Płock, Poland including reasoning and proposal of resolutions are available at the Company’s office at Prague 4, Na Pankráci 127, Postal Code: 140 00, in business days (Monday to Friday) from 9 a.m. until 12 a.m. and in accordance with Sections 362 (1) and 369 (2) of Act on Business Corporations are published on the company website ([www.unipetrol.cz](http://www.unipetrol.cz)) in section “Investor relations” under the reference “General Meeting” and on the internet portal [www.patria.cz](http://www.patria.cz).