

**ITEM 12: RECALL AND APPOINTMENT OF MEMBERS OF THE AUDIT COMMITTEE OF UNIPETROL, A.S.**

**Resolution for recall of members of the Audit Committee of UNIPETROL, a.s.:**

*The General Meeting of UNIPETROL, a.s. in accordance with Section 8.2 letter t) of the Articles of Associations of UNIPETROL, a.s. hereby recalls*

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

*from the position of member of the Audit Committee of UNIPETROL, a.s. with effect as of [to be inserted]*

**Resolution for appointment of members of the Audit Committee of UNIPETROL, a.s.:**

*The General Meeting of UNIPETROL, a.s. in accordance with Section 8.2 letter t) of the Articles of Association of UNIPETROL, a.s. hereby appoints*

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

*into the position of member of the Audit Committee of UNIPETROL, a.s. with effect as of [to be inserted]*

**Justification:**

Changes in composition of the Audit Committee of UNIPETROL, a.s. are proposed due upcoming lapse of term of office of the following members of the Audit Committee, Mr. Iain Haggis and Mr. Rafał Warpechowski on 24 June 2016.

Standard template of agreement on performance of position of member of the Audit Committee between UNIPETROL, a.s. and member of the Audit Committee of UNIPETROL, a.s. in wording approved at the General Meeting on 26 May 2014 shall be concluded with the appointed members of the Audit Committee. The General Meeting held on 26 May 2014 at the same time approved conditions and remunerations contained in this standard template of agreement as standard remuneration pursuant to Section 59 (4) of Act on Business Corporations and as other payments pursuant to Section 61 (1) of Act on Business Corporations. This standard template of agreement on performance of position of member of the Audit Committee shall be used to regulate relations between UNIPETROL, a.s. and newly appointed member of the Audit Committee of UNIPETROL, a.s. unless the General Meeting of UNIPETROL, a.s., based on a shareholder proposal, approves other agreement on performance and/or other remuneration, including conditions of its payment.

In accordance with the Section 361 (2) of the Act on Business Corporations, the shareholders will propose specific members of the Audit Committee to be recalled and candidates for appointment into the position of member of the Audit Committee of UNIPETROL, a.s. at the General Meeting of UNIPETROL, a.s.